



**ANNUAL REPORT OF
NORTH EASTERN CARRYING CORPORATION LIMITED
FOR THE FINANCIAL YEAR 2016-17**



CONTENTS

| S. No. | Particulars | Page No. |
|--------|---|----------|
| 1. | Company Information | 1 |
| 2. | Performance Highlights | 2 |
| 3. | Notice of Meeting | 3 |
| 4. | Board's Report along with Annexures | 9 |
| 5. | Report on Corporate Governance | 38 |
| 6. | Management Discussion & Analysis Report | 54 |
| 7. | Standalone Financial Statements | |
| 7.1 | Independent Auditors' Report on Standalone Financial Statements | 59 |
| 7.2 | Balance Sheet | 66 |
| 7.3 | Statement of Profit & Loss | 67 |
| 7.4 | Cash Flow Statements | 68 |
| 7.5 | Significant Accounting Policies | 69 |
| 7.6 | Notes to Accounts | 71 |
| 8. | Consolidated Financial Statements | |
| 8.1 | Independent Auditors' Report on Consolidated Financial Statements | 81 |
| 8.2 | Balance Sheet | 85 |
| 8.3 | Statement of Profit & Loss | 86 |
| 8.4 | Cash Flow Statement | 87 |
| 8.5 | Significant Accounting Policies | 88 |
| 8.6 | Notes to Accounts | 89 |
| 9. | Attendance Slip | 101 |
| 10. | Route Map to the AGM venue | 101 |
| 11. | Form No. MGT-11 (Proxy Form) | 102 |

Annual General Meeting : Thursday, 28th September, 2017
Time : 10.00 A.M.
Venue : B-2, Aadarsh Sadan, Ashok Vihar Phase II, Delhi-110052

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

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

CHIEF FINANCIAL OFFICER

Mr. Shyam Lal Yadav

COMPANY SECRETARY

Ms. Mamta Bisht

SENIOR MANAGEMENT TEAM

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

Senior General Manager
Deputy General Manager
Corporate Head (Operations)
Senior Manager - Accounts
Senior Manager - IT
Manager - Administration

REGISTERED & CORPORATE OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase – II, New Delhi-110020
Ph:- 011-26387281/82/83 Fax:- 011-26387384
Email:- info@masserv.com
Website: www.masserv.com

CORPORATE IDENTIFICATION NUMBER (CIN)

L51909DL1984PLC019485

SHARES LISTED AT

National Stock Exchange of India Limited
Bombay Stock Exchange Limited
Delhi Stock Exchange Limited

DEPOSITORIES

National Securities Depository Limited
Central Depository Securities Limited

STATUTORY AUDITORS

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

SECRETARIAL AUDITOR

A.K. Friends & Co., Practicing Company Secretaries
E-38, 2nd Floor behind Hira Sweets, Laxmi Nagar,
Delhi-110092
Ph No.-011-43601839
Email-ID: csakf1975@gmail.com

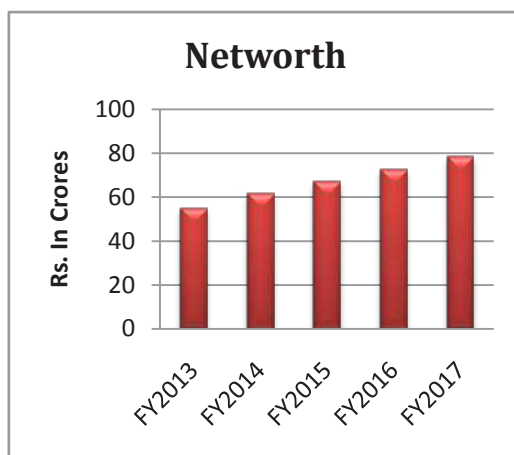
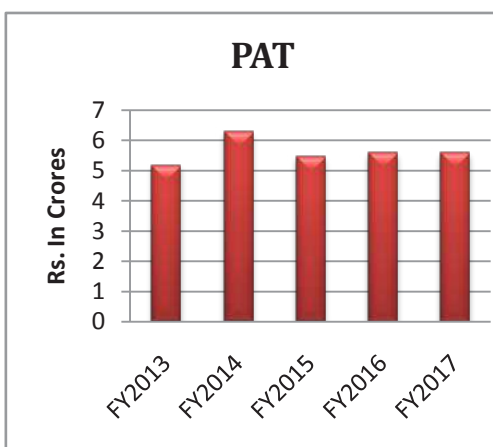
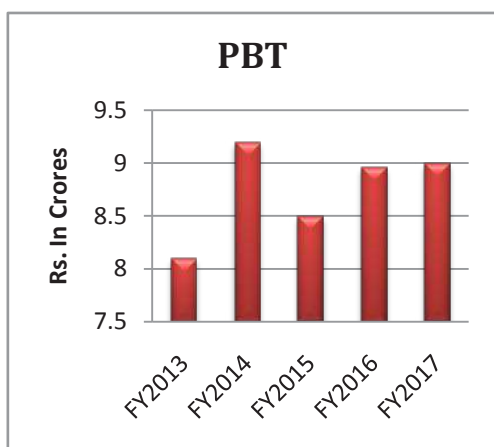
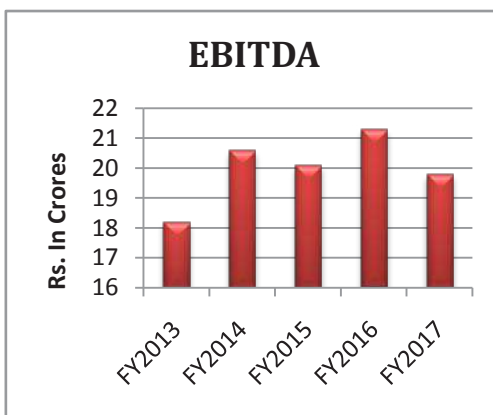
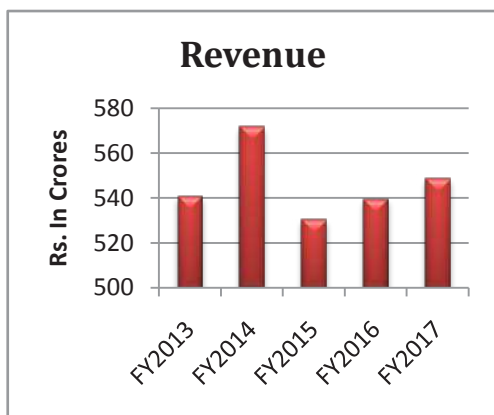
BANKERS

Oriental Bank of Commerce
Kotak Mahindra Bank

CREDIT RATING AGENCY

CRISIL Limited
CRISIL House-4th Floor, Central Avenue Road
Hiranandani Business Park, Powai, Mumbai - 400076
Ph. No. 022-40405899, Fax No. 022-40405800
Website: www.crisil.com

KEY FINANCIAL HIGHLIGHTS



NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF NORTH EASTERN CARRYING CORPORATION LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 28, 2017 AT 10.00 A.M. AT B-2, AADARSH SADAN ASHOK VIHAR PHASE II, DELHI-110052 TO TRANSACT THE FOLLOWING BUSINESS (ES):

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 along with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Jain (DIN: 00010695) who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration.

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 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Raj Achint & Associates, Chartered Accountants (Firm Registration No. 022023N), be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors Sanghi & Co., Chartered Accountants (Firm Registration No. 012619N), to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 37th AGM to be held in year 2022, subject to ratification of their appointment at every AGM, at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

SPECIAL BUSINESS

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

“RESOLVED THAT in accordance with the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Mrs. Reena Gupta (DIN: 06966728), who was appointed as Additional Director who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

By order of the Board of Director of
North Eastern Carrying Corporation Limited

Sd/-

(Sunil Kumar Jain)

Chairman and Managing Director

DIN: 00010695

Place: Delhi

Date: 9th August, 2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, IF ANY, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE AGM. BLANK ATTENDANCE SLIP, PROXY FORM AND ROUTE MAP OF THE VENUE OF THE MEETING IS ATTACHED AND ALSO AVAILABLE ON THE COMPANY'S WEBSITE i.e. www.neccgroup.com.**

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. Corporate Members are requested to send/attach a duly certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the AGM, along with the Proxy Form/ Attendance Slip.
3. A Statement pursuant to the Section 102(1) of the Companies Act, 2013 relating to the Special Business under Item No. 4 to be transacted at the Meeting is annexed hereto.
4. Brief Resume of the Director seeking re-appointment or appointed since last Annual General Meeting, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive).
6. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and / or change in address or bank account, to R&TA of the Company and in case of shares held in electronic mode, to their respective Depository Participants.
7. Members are requested to:-
 - a. note that copies of Annual Report will not be distributed at the AGM and they will have to bring their copies of Annual Report;
 - b. bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the venue will be strictly on the basis of the Entry Slip, which will be available at the counters at the meeting venue in exchange of the Attendance Slip;
 - c. quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;
 - d. note that no gifts / coupons will be distributed at the AGM.
8. **SEBI has made it mandatory for the transferee(s) to furnish a copy of PAN card to the Company/R&TA for registration of transfers and for securities market transactions and off-market/private transactions involving transfer of shares in physical form of listed companies. Accordingly, members holding shares in physical mode should attach a copy of their PAN card for every transfer request sent to the Company/R&TA.**
9. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its R&TA along with relevant Share Certificates. 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.
10. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nomination is available for the Members in respect of the shares held by them. Members desirous of making a nomination are requested to register the same by submitting **Form No. SH-13**. The said form can be downloaded from the RTA's website www.masserv.com (under 'Download' section). Members holding shares in physical form may submit the same to Company or its RTA. Members holding shares in electronic form may submit the same to their respective depository participant.

11. **Members desirous of getting any information on any item(s) of business of this meeting are requested to address their queries to the Director at the Registered Office of the Company at least ten days prior to the date of the Annual General Meeting, so that the information required can be made available at the time of AGM.**
12. The Companies Act, 2013 permits companies to send documents like Notice of Annual General Meeting, Annual Report and other documents through electronic means to its members at their registered email addresses besides sending the same in physical form. Accordingly, the Company proposes to send all documents viz. Notice, Audited Financial Statements, Board's Report and Auditors' Report etc. in electronic form to the shareholders whose e-mail IDs are registered with the Company /R&TA. These documents will also be available on the website of the Company. Please note that as a Member of the Company, you are entitled to receive above mentioned and all other documents required under the law, free of cost, in physical form on receipt of your request in this regard.

Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the R&TA of the Company / Depository Participant (DP) of respective Member and take part in the 'Green Initiative in Corporate Governance' undertaken by the Ministry of Corporate Affairs, Government of India vide circular no 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011.

13. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, will be available for inspection by the Members at the Registered Office of the Company on all working days during business hours and at the time of AGM of the Company at the venue of the Meeting.
14. Non-Resident Indian Members are requested to inform R&TA, immediately in respect of Change in their residential status on return to India for permanent settlement.
15. **Information and other instructions relating to e-voting is attached with the Notice of the 32nd Annual General Meeting for easy reference:-**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged the services of M/s MAS Services Limited for providing e-voting facility to enable the Shareholders to exercise their right to vote through electronic means in respect of businesses to be transacted in the AGM. Those Shareholders, who do not opt to cast their vote through e-voting, may cast their vote through ballot process at the AGM.

The Company has appointed M/s A.K. Friends & Co., Practicing Company Secretaries, New Delhi (Membership No. FCS 5129 & CP No. 4056) as the Scrutinizer to scrutinize the votes cast by the shareholders, both on the e-voting platform and through ballot process at the Meeting, in a fair and transparent manner.

Further, the Company has fixed **Thursday, the September 21, 2017** as the Cut-off date for determining the eligibility to vote by electronic means or at the AGM venue. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The e-voting portal will be open for voting from **Monday, September 25, 2017 (9.00 A.M.) to Wednesday, September 27, 2017 (5.00 P.M.)**. At the end of the said e-voting period, the e-voting portal shall forthwith be blocked.

16. 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. Thursday, the September 21, 2017. 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.
17. 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.

18. 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 24 hours 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.
19. The Results declared along with 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 will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time. Further, the resolutions, if passed by requisite majority, shall be deemed to be passed on the date of Annual General Meeting.
20. The Company is not providing Video Conferencing facility for this meeting.
21. The entire Annual Report is also available on the Company's website **www.neccgroup.com**.

By order of the Board of Director of
North Eastern Carrying Corporation Limited

Sd/-

Sunil Kumar Jain

(Chairman and Managing Director)

DIN: 00010695

Place: Delhi

Date: 9th August, 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THIS SPECIAL BUSINESS SET OUT IN THE NOTICE.

ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 25, 2017 appointed Mrs. Reena Gupta as an Additional Director (Non Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 not liable to retire by rotation and to hold office till the date of ensuing AGM.

As per Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from Mrs. Reena Gupta along with requisite amount, signifying her candidature for the office of Director of the Company and the same is available on the website of the Company. Accordingly, appointment of Mrs. Reena Gupta as Director may be considered by the Shareholder at this AGM. Further, Mrs. Reena Gupta, aged 48 years, is not disqualified to be a Director of the Company in terms of provisions of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company.

Further, the brief resume of Mrs. Reena Gupta giving the nature of her expertise in specific functional area, remuneration paid, number of meeting attended during the year etc. forms of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Reena Gupta is in any way, concerned or interested, financially or otherwise, in passing of the said Resolution.

In view of the above, you are requested to grant your consent to the Ordinary Resolution as set out at Item No. 4 of this Notice.

By order of the Board of Director of
North Eastern Carrying Corporation Limited

Sd/-

Sunil Kumar Jain

Chairman and Managing Director

DIN: 00010695

Place: Delhi

Date: 9th August, 2017

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting, pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements), 2015

| | | |
|---|--|---|
| Name | Mr. Sunil Kumar Jain | Mrs. Reena Gupta |
| DIN | 00010695 | 06966728 |
| Date of Birth | 21st July, 1962 | 19th August, 1969 |
| Qualification | Bachelor of Commerce from University of Delhi | Bachelor of Arts and she has also obtained Diploma in textiles |
| Expertise in specific Functional area | <p>He 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.</p> <p>He enhances the effectiveness of group meetings by sharing his expertise on issues or questions that arise. He makes highly technical information interesting and understandable. He shows tenacity in solving technical problems. He has used his technical knowledge to generate numerous improvements in processes, procedures, and operations. He applied his expertise to the various Consignments relating to transport, logistics and contributed directly to the project's success.</p> | <p>She has extensive experience of almost 04 years in the field of textiles and various aspects of management, viz., in the field of marketing, finance, accounts, taxation and general administration.</p> <p>She handles every technical challenge skillfully, thoroughly, and effectively. She has applied her expertise to save the company a substantial amount of money. She has used his technical knowledge to generate numerous improvements in processes, procedures, and operations. She shows a high degree of intellectual effectiveness and easily absorbs and applies new information.</p> |
| Directorship held in other Listed entities | 1. N E C C Logistics Limited | 1. Shashank Traders Limited 2. Aar Shyam India Investment Company Limited 3. N E C C Logistics Limited |
| Membership/ Chairmanship of Committees across all Public Companies other than NECC | AUDIT COMMITTEE Member: N E C C Logistics Limited STAKEHOLDER RELATIONSHIP COMMITTEE Member: N E C C Logistics Limited | AUDIT COMMITTEE Member: Shashank Traders Limited Chairman: Aar Shyam India Investment Company Limited STAKEHOLDER RELATIONSHIP COMMITTEE Member: Shashank Traders Limited |
| Number of Shares held in the Company | As on 31st March, 2017, Mr. Sunil Kumar Jain holds 1,26,63,768 equity shares (25.23%) in the Company. | NIL |
| Relationships with other Directors, Manager and other Key Managerial Personnel | Mr. Sunil Kumar Jain is one of the promoters of the Company. There is no relationship between any Directors of the Company except with Mr. Utkarsh Jain. | She don't have inter-se relationship with any Director, Manager and other Key Managerial Personnel of the Company |
| Details of remuneration paid /sought to be paid | Rs. 48,00,000/-P.A. (Rupees Forth Eight Lakhs only) | No remuneration is paid / sought to be paid except sitting fee for attending the Board/ Committee Meetings |
| Number of Meetings of the Board attended during the year. | The detail of number of Board/ Committee meetings attended during the year is mentioned in Corporate Governance Report forming part of this Annual Report for the financial year 2016-17. | In the Financial Year 2016-17, she was not the Director of the Company. She has been appointed as Additional Director of the Company with effect from April 25, 2017. |

BOARD'S REPORT

To
The Shareholders,

Your Directors have immense pleasure in presenting the Thirty Second (32nd) Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017.

1. PERFORMANCE HIGHLIGHTS

The highlights of performance of the Company for the Financial Year 2016-17 were as under with comparative position of previous year's performance:-

(Rs. in Lakhs)

| Particulars | Standalone | | Consolidated | |
|---|------------|------------|--------------|------------|
| | FY 2016-17 | FY 2015-16 | FY 2016-17 | FY 2015-16 |
| Profit before Depreciation & Income Tax | 1171.10 | 1202.39 | 1170.84 | 1202.26 |
| Less: Depreciation | 270.26 | 306.56 | 270.26 | 306.56 |
| Profit after depreciation | 900.84 | 895.82 | 900.58 | 895.70 |
| Less: Provision for: | | | | |
| Income Tax | 337.48 | 291.76 | 337.48 | 291.77 |
| Deferred tax Saving/Liability | (0.33) | 6.33 | (0.33) | 6.33 |
| Previous year adjustment | 3.59 | 33.82 | 3.59 | 33.82 |
| Profit After Taxation | 560.09 | 563.96 | 559.84 | 563.79 |

2. FINANCIAL PERFORMANCE AND STATE OF THE COMPANY'S AFFAIRS

During the year total Income on standalone basis increased to Rs. 54869.49 Lakhs from Rs. 53975.05 Lakhs in the previous year registering the growth of 2%. The profit before tax in the current year was Rs. 900.84 Lakhs as compared to Rs. 895.82 Lakhs in the previous year recording an improvement of 0.56%.

During the financial year our total income on consolidated basis has increased by 2% to Rs. 54869.49 Lakhs from Rs. 53975.05 Lakhs in the previous year. The profit before tax in the current year was Rs. 900.58 Lakhs as compared to Rs. 895.71 Lakhs in the previous year recording an improvement of 0.54%.

The operational highlights of the Company during the year are as follows:-

- The company secured a prestigious order from Tata Steel, for carrying raw materials and mining products from Tata Steel's Joda and Sukinda mines to the Company's factories, valued at Rs.450 crore which is to be executed over 4 years. Partial truck load Sundry Movement, contributes 49% of revenues.
- Full truck load grew by 29% during the year.
- The company is planning to expand its existing warehousing capabilities across 50 major Indian cities
- Continued focus on improving profitability by moving away from non profitable clients
- Top 5 customers contributed 20% of total revenues in FY 2016-17 as compared to 13% in FY 2015-16.

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, 2017.

4. SHARE CAPITAL

The issued and paid up share capital of the Company as on March 31, 2017 was Rs 5019.73 Lakhs divided into 5,01,97,336 equity shares of Rs. 10 each against the Authorized Share Capital of Rs.5400.00 Lakhs divided into 5,40,00,000 equity shares of Rs.10 each.

5. TRANSFER TO RESERVES

The Company proposes to transfer an amount of Rs. 560.09 Lakhs to the General Reserve out of the amount available for appropriations.

6. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an Extract of the Annual Return in Form MGT-9 is annexed to this report.

7. BOARD & COMMITTEE OF BOARD

The details of the composition, terms of reference and number of meetings of the Board and its Committee held during the financial year 2016-17 are provided in the Corporate Governance Report annexed to this report.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Article 84 of Articles of Association of the Company, the number of Directors of the Company shall not be less than 3 and not more than 12. As per the provisions of Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has designated the Chairman and Managing Director (CMD) and Whole-Time Director, three Independent Directors and one Non-Executive Director (Women Director) and Chief Financial Officer (CFO) and Company Secretary (CS) as Key Managerial Personnel (KMPs) of the Company.

During the Financial year 2016-17, Mrs. Vanya Jain (DIN: 01364596) has resigned from the post of Non-Executive Director w.e.f January 31, 2017. Further, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 86 of the Articles of Association of the Company, Mrs. Reena Gupta (DIN: 06966728) has been appointed as an Additional Director on the Board of the Company w.e.f April 25, 2017.

The Board of Directors hereby confirms and represent that none of the Directors of the Company are disqualified from being appointed as Director pursuant to Section 164 of the Companies Act, 2013 read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

As per the provisions of Section 152(6) of the Companies Act, 2013 and in terms of provisions of Article 102 of the Articles of Association of the Company, Mr. Sunil Kumar Jain (DIN:00010695), who is longest in the office, shall retire by rotation in the ensuing 32nd Annual General Meeting and being eligible, offers himself for re-appointment. His brief resume is annexed to the Notice of the Annual General Meeting.

During the Financial Year 2016-17, Mr. Anand Kumar Pandey (ACS: 38239) has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f December 13, 2016. The Company has appointed Ms. Mamta Bisht (ACS: 30347) as Company Secretary and Compliance Officer of the Company on December 14, 2016.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel (KMP) of the Company:

Mr. Shyam Lal Yadav, Chief Financial Officer
Ms. Mamta Bisht, Company Secretary

9. DIRECTOR RESPONSIBILITY STATEMENT

With reference to Section 134(5) of the Companies Act, 2013, it is confirmed that:-

- i. in the preparation of the annual accounts for the year ended March 31, 2017, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- ii. such accounting policies have been selected and applied consistently (except for changes in the Accounting Policies as disclosed in the Notes to Accounts to the Financial Statements) and judgments and estimates made 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 that period;
- iii. proper and sufficient care is taken 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 annual accounts have been prepared on a going concern basis.
- v. Internal financial controls have been laid down to be followed by the Company and such internal financial controls were adequate and operating effectively; and
- vi. the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and such systems were adequate and are operating effectively.

10. DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

11. AUDITORS**STATUTORY AUDITORS**

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, M/s Sanghi & Company, Chartered Accountants present statutory auditors, retire at the conclusion of ensuing Annual General Meeting.

Pursuant to Section 139 of the Act, the Company shall appoint / reappoint Statutory Auditors firm for two consecutive terms of 5 years each. The Board of Directors of the Company at its meeting held on August 9, 2017 has recommended the appointment of M/s. Raj Achint & Associates, Chartered Accountants (FRN: 022023N) as the statutory auditors of the Company for a period of 5 years from the conclusion of ensuing AGM till the conclusion of 37th Annual General Meeting to be held in the year 2022, subject to approval of the Members of the Company.

M/s. Raj Achint & Associates, Chartered Accountants have confirmed their willingness and eligibility for appointment in accordance with Section 139 read with Section 141 of the Act. Members are requested to consider the appointment of M/s. Raj Achint & Associates, Chartered Accountants and authorize the Board of Directors to fix their remuneration.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s Ashish Kumar Friends & Co., Practicing Company Secretaries (Certificate of Practice No.4056), New Delhi to undertake the Secretarial Audit of the Company for the year ended March 31, 2017. The Secretarial Audit Report is annexed to this report.

The Auditors' Report and the Secretarial Audit Report for the financial year ended March 31, 2017 do not contain any qualification, reservation, adverse remark or disclaimer.

12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY COMPANY

The Company has neither given any guarantee nor provided any security covered under the provision of Section 186 of the Companies Act, 2013 during the financial year 2016-17.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of Section 188 of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under the Listing Regulations.

The Particulars of contract or arrangement entered into by the Company with related parties as per the provisions of Section 188 of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 are disclosed in Form AOC-2, is annexed to this report.

The "Related Party Transactions Policy" is available on the website of the Company at website link <http://www.neccgroup.com/wp-content/uploads/2016/03/Policy-on-Related-Party-Transaction-NECC.pdf>

14. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

There are no significant particulars relating to Conservation of Energy, technology absorption under Rule 8(3) of Companies (Accounts) Rules, 2014 since your Company is not engaged in any manufacturing activity. No agreement has been entered into for Technology absorption. However, the Company has made intensive use of technology in its operation during the year under review.

15. PARTICULARS REGARDING EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS & OUTGO

The Company has not incurred any expenditure on Research & Development during the financial year 2016-17.

Further, the Company has no earning or outgo in Foreign exchange as per Rule 8(3) of Companies (Accounts) Rules, 2014.

16. RISK MANAGEMENT

Risk Management comprises all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks.

Although not mandatory as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as a measure of good governance, the Company has constituted a Risk Management Committee of the Board. The Committee reviews the Company's performance against identified risks, formulates strategies towards identifying new and emergent risks that may materially affect the Company's overall risk exposure and reviews the Risk Management Policy and structure.

The Company has a Risk Management Policy which outlines the manner in which the Company identifies, assesses, monitors and manages risk. As the Company belongs to transportation and Logistics Industry and in the opinion of the Board, the following are the risks which would threaten the existence of the Company:

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

To recover the above-mentioned risks, the Company has adopted Risk Management Strategy which 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. The Company has identified various risks and has taken various steps to mitigate them. The "Risk Management Policy" is available on the website of the Company at website link

<http://neccgroup.com/wp-content/uploads/2015/02/Risk-managment-Policy.pdf>

17. CORPORATE SOCIAL RESPONSIBILITY

The "Corporate Social Responsibility Policy" prepared in the line with the provisions of Section 135 of the Companies Act, 2013 and Rules thereunder, The Companies (Corporate Social Responsibility Policy) Rules, 2014 was approved by the Board of Directors of the Company. The "Corporate Social Responsibility Policy" is available on the website of the Company at website link <http://neccgroup.com/wp-content/uploads/2015/02/CSR-Policy.pdf>

During the Financial Year 2016-17, the Corporate Social Responsibility initiatives of the Company were continued with a view to integrated NECC's business operations with social processes while recognizing the interests of its Stakeholders. While identifying such initiatives the Company has adopted an integrated approach to address the Community, societal and environmental concerns. During the year, the Company has undertaken various CSR activities in the fields of skill development programmes, education, social welfare, upliftment & empowerment of the neglected and under-privileged sections of the society, financially support by making donation to Sewa Bharti, NGO, sponsoring the Teacher's Salary on monthly basis of "Unnati", NGO project. During the Financial Year 2016-17, the company had donated funds to Bharat Lok Siksha Parishad for providing basic education through non- formal Schools to children of rural areas.

During the financial year 2016-17, your Company has spent a total expenditure of Rs.17.95 Lakhs towards CSR Activities. The average net profit of the Company, computed as per Section 198 of the Companies Act, 2013, during the three immediately preceding financial years was Rs. 843.49 Lakhs. It was hence required to spend Rs. 16.86 Lakhs on CSR activities during the Financial Year 2016-17, being 2% of the average net profits of the three immediately preceding financial years.

In terms of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Annual Report on Corporate Social Responsibility activities is annexed to this Report.

18. FORMAL ANNUAL EVALUATION OF BOARD

As per the statutory provisions of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a listed company is required to disclose in its Board's Report, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance, that of its Committees and individual directors and the criteria for performance evaluation of Independent Directors, as laid down by the Nomination and Remuneration Committee, is also required to be disclosed in the Annual Report.

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee (NRC) has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

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.

19. SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

Your Company has one Wholly Owned Subsidiary in the name and style of "N.E.C.C. Retail Solutions Private Limited" incorporated on February 14, 2013 and the registered office of the Company situated at 9062/47, Ram Bagh Road, Azad Market, Delhi-110006. As on March 31, 2017, the Board of Directors consists of two members namely Mr. Sunil Kumar Jain and Mr. Utkarsh Jain.

Pursuant to Section 129 of the Companies Act, 2013 and Accounting Standards-21, the Company has prepared Consolidated Financial Statements including that of its Subsidiary which shall be laid before the ensuing 32nd Annual General Meeting along with the Standalone Financial Statements of the Company.

The Audited Financial Statements including the consolidated financial statements and audited accounts of subsidiary company are available on the website of the Company at www.neccgroupp.com. Further, these documents will be kept for inspection by any member at the registered office of the Company. The Company will also make available copy thereof upon specific request by any member of the Company interested in obtaining of the same.

20. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed to this report. None of the employees listed in the said Annexure is related to any Director of the Company.

21. HUMAN RESOURCE MANAGEMENT

Your Company has 250 offices including Branch offices across 28 states and the total Manpower of the Company as on March 31, 2017 was 570 employees which include Executives and Non-Executives. In order to increase the professional culture in the Company, 103 employees were appointed through Interview and written test during the year.

• **TRAINING AND HUMAN RESOURCE DEVELOPMENT**

As a measure of capacity building including up-gradation of employees' skill and to ensure high delivery of performance, training and HRD continued to receive priority during the financial year.

Training and Human Resource policy of the Company aims at sharpening business skills and competence required for better employee performance and provides all possible opportunities and support to the employees to improve their performance and productivity. Training was also provided to promote better understanding of professional requirements as well as to aware employees towards socio-economic environment in which business of the Company is carried out.

During the financial year 2016-17, the following no. of training imparted and Skill development programmes organized by the Company:-

| Sl. No | Particulars | No. of programs held during the year |
|--------|--|--------------------------------------|
| 1. | Training imparted to Executives & Non-executives | 159 |
| 2. | Skill Development programs | 31 |

• **REPRESENTATION OF WOMEN EMPLOYEES**

As on March 31, 2017, the Company had 20 women employees, which represent 4% of the total work force. There is no discrimination of employees on the basis of gender. An internal compliant committee has been constituted to look after the welfare and provide protection against sexual harassment of women at workplace.

• **AWARDS AND RECOGNITION TO EMPLOYEES**

Employees' management is the backbone of your Company and it is regarded as one of the important resources for the success of NECC. Over the years, your Company has strengthened its HR processes to ensure continual development and growth of its employees. In order to build the right organizational culture, the Company distributes various awards and recognition in terms of their performance, capabilities, communication skills, coordination etc. on quarterly or half yearly basis. Though NECC is an equal opportunity employer, special focus is given to employees for enhance their diversity and knowledge.

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

In line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, every employer of a workplace shall constitute an "Internal Compliant Committee" for redressal of complaint(s) against sexual harassment of women employees. Accordingly, an Internal Compliant Committee has been re-constituted in the Company on March 27, 2017 vide Circular No.-NECC/CO/ADM-8999/16-17. Your Company has about 20 women employees in various cadres including Permanent, contractual, temporary and trainees. The Internal Compliant Committee aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Committee consists with following members:-

| S. No. | Name & Designation | Post in the Internal Complaints Committee |
|--------|--|---|
| 1. | Ms. Mamta Rawat, Company Secretary | Presiding Officer & Chairperson |
| 2. | Ms. Anita Mishra, Regional Accounts head | Member |
| 3. | Mr. Vinod Nair, HR & Legal Head | Member |

There was no complaint received from any employee during the financial year 2016-17 and hence no complaint is outstanding as on March 31, 2017 for redress.

23. CORPORATE GOVERNANCE

The company is committed to maintain high standards of Corporate Governance and adhere to Corporate Governance Requirements set out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this Report. The requisite

certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance.

24. STATUTORY DISCLOSURES

1. There was no change in the nature of business of the Company during the financial year 2016-17.
2. The Company has not accepted any public deposits during the financial year 2016-17.
3. No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.
4. The Company maintains an adequate system of Internal Controls including suitable monitoring procedures, which ensure accurate and timely financial reporting of various transactions, efficiency of operations and compliance with statutory laws, regulations and Company policies. For more details, please refer to the "Management Discussion and Analysis Report" annexed to this report.
5. There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year i.e. March 31, 2017 and the date of this report.
6. The Company has not issued any Stock options to the Directors' or any employee of the Company.

25. POLICIES

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

All our corporate governance policies are available on our website i.e. www.neccgroup.com

26. STATUTORY AND OTHER INFORMATION REQUIREMENTS

Information required to be furnished as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions is annexed to this report as under:

| Particulars | Annexure |
|--|-----------------|
| Extract of Annual Return | I |
| Particulars of Contracts or Arrangement with Related Parties | II |
| Annual Report on CSR Activities | III |
| Secretarial Audit Report issued by the Secretarial Auditor of the Company | IV |
| Particulars of Employees and Remuneration as per Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. | V |

27. ACKNOWLEDGEMENT

The Directors place on record their sincere appreciation for the continued support and goodwill of the esteemed Shareholders, Bankers, Financial Institutions, Business partners and other Stakeholders. The Directors also thank M/s Sanghi & Company, Statutory Auditor and M/s Ashish Kumar Friends & Co., Secretarial Auditor for their valued contribution. The Directors also sincerely appreciate and thank all the employees of the Company for their valuable contribution and dedicated efforts in steering the Company to excellent performance for yet another year in succession.

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

Sd/-

(Sunil Kumar Jain)

Chairman & Managing Director

DIN: 00010695

Place: Delhi

Date: 9th August, 2017

“ANNEXURE I” TO THE BOARD’S REPORT

Form MGT-9
EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on March 31, 2017
[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 | L51909DL1984PLC019485 |
| ii) | Registration Date | December 05, 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 | |
| | Address: | 9062/47 Ram Bagh Road, Azad Market, Delhi-110006 |
| | Contact Details: | Ph: 011-23517516-19, Fax: 011-23527700 |
| | E-mail: | cs@neccgroup.com, slyadav@neccgroup.com |
| vi) | Whether listed company Yes / No | Yes |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | |
| | Name | MAS Services Limited |
| | Address | T-34, IInd Floor, Okhla Industrial Area Phase-II, New Delhi 110020 |
| | Contact Details | Ph No.: 011-26387281- 83 Fax : 011-26387384 |
| | E-mail | info@masserv.com |
| | Website | www.masserv.com |

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:-

| S. 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

| S. No | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY / ASSOCIATE | %AGE OF SHARES HELD | APPLICABLE SECTION |
|-------|---|-----------------------|---------------------------------|---------------------|--------------------|
| 1. | N.E.C.C. Retail Solutions Private Limited | U60230DL2013PTC248276 | Subsidiary | 100% | 2(87) (ii) |

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[As on 01.04.2016] | | | | No. of Shares held at the end of the year[As on 31.03.2017] | | | | % Change during the year |
|---|---|----------|--------------------|-------------------|---|----------|--------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 1,79,38,668 | 0 | 1,79,38,668 | 35.73 | 1,42,71,493 | 0 | 1,42,71,493 | 28.43 | (7.31) |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| d) Bodies Corp. | 1,96,22,432 | 0 | 1,96,22,432 | 39.09 | 1,96,22,432 | 0 | 1,96,22,432 | 39.09 | Nil |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Sub-total (A)(1) | 3,75,61,100 | 0 | 3,75,61,100 | 74.82 | 3,38,93,925 | 0 | 3,38,93,925 | 67.52 | (7.31) |
| (2) Foreign | | | | | | | | | |
| a) NRIs Individual | 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 |
| Sub-total (A)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Total Shareholding of Promoter A=A(1)+A(2) | 3,75,61,100 | 0 | 3,75,61,100 | 74.82 | 3,38,93,925 | 0 | 3,38,93,925 | 67.52 | (7.31) |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| b) Banks / FI | 0 | 0 | 0 | 0 | 400 | 0 | 400 | 0 | Nil |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 01.04.2016] | | | | No. of Shares held at the end of the year[As on 31.03.2017] | | | | % Change during the year |
|--|---|-----------------|--------------------|-------------------|---|-----------------|--------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| i) Qualified Foreign Investors | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0 | 400 | 0 | 400 | 0 | Nil |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 95,87,162 | 0 | 95,87,162 | 19.10 | 72,37,230 | 0 | 72,37,230 | 14.42 | (4.68) |
| ii) Overseas | 605 | 0 | 605 | 0.001 | 0 | 0 | 0 | 0 | (0.001) |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 3,02,282 | 4,61,226 | 7,63,508 | 1.52 | 54,53,470 | 3,19,726 | 57,73,196 | 12.09 | 10.57 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 21,31,890 | 84,200 | 22,16,090 | 4.41 | 25,25,517 | 64,500 | 25,90,017 | 4.57 | 0.16 |
| c) Others | | | | | | | | | |
| -Clearing Members | 68,871 | 0 | 68,871 | 0.14 | 6,71,869 | 0 | 6,71,869 | 1.34 | 1.2 |
| -Non- Resident Indians | 0 | 0 | 0 | 0 | 20,699 | 0 | 20,699 | 0.04 | 0.04 |
| -NBFCs Registered with RBI | 0 | 0 | 0 | 0 | 10,000 | 0 | 10,000 | 0.02 | 0.02 |
| Subtotal (B)(2) | 1,20,90,810 | 5,45,426 | 126,36,236 | 25.18 | 1,59,18,785 | 3,84,226 | 1,63,03,011 | 32.48 | 7.31 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 1,20,90,810 | 5,45,426 | 1,26,36,236 | 25.18 | 1,59,19,185 | 3,84,226 | 1,63,03,411 | 32.48 | 7.31 |
| C. Shares held by Custodian for GDRs/ ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Grand Total (A+B+C) | 4,96,51,910 | 5,45,426 | 5,01,97,336 | 100 | 4,98,13,110 | 3,84,226 | 5,01,97,336 | 100 | Nil |

ii) Shareholding of Promoter:

| S. No. | Shareholder's Name | No. of Shares held at the beginning of the year (April 1, 2016) | | | No. of Shares held at the end of the year (March 31, 2017) | | | % 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 | Sunil Kumar Jain | 1,26,63,768 | 25.23 | 0 | 1,26,63,768 | 25.23 | 0 | Nil |
| 2. | Vanya Jain | 22,74,900 | 4.53 | 0 | 6,48,815 | 1.29 | 0 | (3.24) |
| 3. | Utkarsh Jain | 30,00,000 | 5.98 | 0 | 9,58,910 | 1.91 | 0 | (4.07) |
| 4. | Suvi Developers Private Limited | 36,31,400 | 7.23 | 0 | 36,31,400 | 7.23 | 0 | Nil |
| 5. | NECC Securities Private Limited | 76,56,880 | 15.25 | 0 | 76,56,880 | 15.25 | 0 | Nil |
| 6. | NECC Automobiles Private Limited | 83,34,152 | 16.60 | 0 | 83,34,152 | 16.60 | 0 | Nil |
| TOTAL | | 3,75,61,100 | 74.83 | 0 | 3,38,93,925 | 67.52 | 0 | 7.31 |

iii. Change in Promoters' Shareholding

| Sr. no | | | Shareholding at the beginning of the year 01.04.2016 | | Cumulative Shareholding during the year 31.03.2017 | |
|-----------|--|--|--|----------------------------------|--|----------------------------------|
| | | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Vanya Jain | | | | | |
| | At the beginning of the year | | 22,74,900 | 4.53 | | |
| | Date wise Increase / Decrease | reasons for increase / decrease | | | | |
| | January 16, 2017 | Sale in open Market | (3,46,595) | (0.69) | 1928305 | 3.84 |
| | January 17, 2017 | Sale in open Market | (2,50,000) | (0.50) | 1678305 | 3.34 |
| | January 18, 2017 | Sale in open Market | (2,00,000) | (0.40) | 1478305 | 2.94 |
| | February 2, 2017 | Sale in open Market | (1,29,490) | (0.26) | 1348815 | 2.69 |
| | February 3, 2017 | Sale in open Market | (5,00,000) | (1.00) | 848815 | 1.69 |
| | February 6, 2017 | Sale in open Market | (2,00,000) | (0.40) | 648815 | 1.29 |
| | At the End of the year | | | | 648815 | 1.29 |
| 2. | Utkarsh Jain | | | | | |
| | At the beginning of the year | | 30,00,000 | 5.98 | | |
| | Date wise Increase / Decrease in Promoters Share holding | reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |

| | | | | | | |
|--|------------------------|---------------------|-------------|--------|---------|------|
| | February 6, 2017 | Sale in open Market | (10,00,000) | (2.00) | 2000000 | 3.98 |
| | March 15, 2017 | Sale in open Market | (760000) | (1.51) | 1240000 | 2.47 |
| | March 16, 2017 | Sale in open Market | (281090) | (0.56) | 958910 | 1.91 |
| | At the End of the year | | | | 958910 | 1.91 |

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

| Sr. no | Name of Share holder | Shareholding at the beginning of the year (April 1, 2016) | | Date | Reason | Increase/ de-crease in share-holding | | Cumulative share-holding during the year 01.04.2016 to 31.03.2017 | |
|--------|------------------------------|---|----------------------------------|------------|-----------|--------------------------------------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | RELIGARE FINVEST LTD | | | | | | | | |
| | At the Beginning of the Year | 60,36,494 | 12.03 | | No Change | | | | |
| | At the End of the Year | | | | | | | 60,36,494 | 12.03 |
| 2. | PEEYUSH KUMAR AGGARWAL | | | | | | | | |
| | At the Beginning of the Year | 14,52,092 | 2.89 | | No Change | | | | |
| | At the End of the Year | | | | | | | 14,52,092 | 2.89 |
| 3. | GANGADHAR NARSINGDAS AGRAWAL | | | | | | | | |
| | At the Beginning of the Year | 0.00 | 0.00 | | | | | | |
| | | | | 10.02.2017 | Increase | 50000 | 0.10 | 50000 | 0.10 |
| | | | | 03.03.2017 | Increase | 200000 | 0.40 | 250000 | 0.50 |
| | | | | 10.03.2017 | Decrease | (210000) | (0.41) | 40000 | 0.08 |
| | | | | 17.03.2017 | Increase | 380000 | 0.75 | 420000 | 0.83 |
| | | | | 31.03.2017 | Decrease | (200000) | (0.40) | 220000 | 0.43 |
| | At the End of the Year | | | | | | | 220000 | 0.43 |
| 4. | REALSTEP AGENCIES | | | | | | | | |
| | At the Beginning of the Year | 0.00 | 0.00 | | | | | | |
| | | | | 31.03.2017 | Increase | 173317 | 0.35 | 173317 | 0.35 |
| | At the End of the Year | | | | | | | 173317 | 0.35 |
| 5. | CHARAMSUKH IT MARKETING | | | | | | | | |
| | At the Beginning of the Year | 7999 | 0.015 | | | | | | |
| | | | | 29.01.2017 | Decrease | (400) | 0.00 | 7599 | 0.015 |
| | | | | 31.03.2017 | Increase | 104794 | 0.21 | 112393 | 0.22 |
| | At the End of the Year | | | | | | | 112393 | 0.22 |
| 6. | ANOOP JAIN | | | | | | | | |
| | At the Beginning of the Year | 106000 | 0.211 | | | | | | |
| | | | | 03.02.2017 | Decrease | (100) | 0.00 | 105900 | 0.211 |
| | At the End of the Year | | | | | | | 105900 | 0.211 |
| 7. | KARVY STOCK BROKING LTD | | | | | | | | |
| | At the Beginning of the Year | 0 | 0.00 | | | | | | |
| | | | | 08.04.2016 | Increase | 500 | 0.00 | 500 | 0.00 |

| | | | | | | | | | |
|-----------|--|-------|------|------------|----------|----------|---------|--------|--------|
| | | | | 15.04.2016 | Increase | 805 | 0.002 | 1305 | 0.0026 |
| | | | | 22.04.2016 | Increase | 795 | 0.0015 | 2100 | 0.004 |
| | | | | 29.04.2016 | Decrease | (1490) | (0.003) | 610 | 0.001 |
| | | | | 17.06.2016 | Increase | 148 | 0.00 | 758 | 0.001 |
| | | | | 24.06.2016 | Increase | 50 | 0.00 | 808 | 0.001 |
| | | | | 30.06.2016 | Decrease | (8) | 0.00 | 800 | 0.001 |
| | | | | 15.07.2016 | Increase | 150 | 0.00 | 950 | 0.001 |
| | | | | 22.07.2016 | Increase | 150 | 0.00 | 1100 | 0.002 |
| | | | | 29.07.2016 | Increase | 770 | 0.001 | 1870 | 0.003 |
| | | | | 05.08.2016 | Increase | 793 | 0.001 | 2663 | 0.004 |
| | | | | 12.08.2016 | Decrease | (176) | (0.00) | 2487 | 0.004 |
| | | | | 19.08.2016 | Decrease | (410) | (0.00) | 2077 | 0.004 |
| | | | | 26.08.2016 | Decrease | (100) | (0.00) | 1977 | 0.003 |
| | | | | 02.09.2016 | Decrease | (175) | (0.00) | 1802 | 0.003 |
| | | | | 23.09.2016 | Increase | 125 | 0.00 | 1927 | 0.003 |
| | | | | 30.09.2016 | Decrease | (200) | (0.00) | 1727 | 0.003 |
| | | | | 21.10.2016 | Decrease | (800) | (0.001) | 927 | 0.002 |
| | | | | 28.10.2016 | Increase | 15 | 0.00 | 942 | 0.002 |
| | | | | 04.11.2016 | Decrease | (500) | (0.002) | 442 | 0.00 |
| | | | | 11.11.2016 | Decrease | (200) | (0.00) | 242 | 0.00 |
| | | | | 09.12.2016 | Increase | 175 | 0.00 | 417 | 0.00 |
| | | | | 16.12.2016 | Decrease | (175) | (0.00) | 242 | 0.00 |
| | | | | 06.01.2017 | Increase | 789 | 0.0015 | 1031 | 0.002 |
| | | | | 13.01.2017 | Increase | 11827 | 0.02 | 12858 | 0.025 |
| | | | | 20.01.2017 | Increase | 12376 | 0.024 | 25234 | 0.05 |
| | | | | 27.01.2017 | Decrease | (12978) | (0.025) | 12256 | 0.024 |
| | | | | 03.02.2017 | Increase | 4698 | 0.009 | 16954 | 0.034 |
| | | | | 10.02.2017 | Increase | 28254 | 0.05 | 45208 | 0.090 |
| | | | | 17.02.2017 | Decrease | (30240) | (0.06) | 14968 | 0.03 |
| | | | | 24.02.2017 | Decrease | (31) | (0.00) | 14937 | 0.03 |
| | | | | 03.03.2017 | Decrease | (1316) | (0.002) | 13621 | 0.027 |
| | | | | 10.03.2017 | Increase | 8824 | 0.017 | 22445 | 0.044 |
| | | | | 17.03.2017 | Increase | 11024 | 0.021 | 33469 | 0.066 |
| | | | | 24.03.2017 | Increase | 34528 | 0.068 | 67997 | 0.135 |
| | | | | 31.03.2017 | Increase | 34841 | 0.069 | 102838 | 0.21 |
| | At the End of the Year | | | | | | | 102838 | 0.21 |
| 8. | SSJ FINANCE & SECURITIES PVT. LTD | | | | | | | | |
| | At the Beginning of the Year | 35188 | 0.07 | | | | | | |
| | | | | 08.04.2016 | Decrease | (120) | (0.00) | 35068 | 0.07 |
| | | | | 29.04.2016 | Increase | 300 | 0.00 | 35368 | 0.07 |
| | | | | 27.05.2016 | Decrease | (30969) | (0.062) | 4399 | 0.008 |
| | | | | 03.06.2016 | Increase | 1447 | 0.003 | 5846 | 0.011 |
| | | | | 30.06.2016 | Increase | 1500 | 0.003 | 7346 | 0.014 |

| | | | | | | | | | |
|------------|--|--------|------|------------|----------|----------|---------|--------|-------|
| | | | | 01.07.2016 | Decrease | (6701) | (0.013) | 645 | 0.001 |
| | | | | 07.08.2016 | Increase | 2155 | 0.004 | 2800 | 0.005 |
| | | | | 12.08.2016 | Increase | 160 | 0.00 | 2960 | 0.005 |
| | | | | 19.08.2016 | Decrease | (160) | (0.00) | 2800 | 0.005 |
| | | | | 09.09.2016 | Increase | 658 | 0.001 | 3458 | 0.006 |
| | | | | 16.09.2016 | Decrease | (22) | 0.00 | 3436 | 0.006 |
| | | | | 23.09.2016 | Increase | 18 | 0.00 | 3454 | 0.006 |
| | | | | 30.09.2016 | Decrease | (2778) | (0.005) | 676 | 0.001 |
| | | | | 07.10.2016 | Decrease | (666) | (0.001) | 10 | 0.00 |
| | | | | 09.12.2016 | Increase | 1589 | 0.003 | 1599 | 0.003 |
| | | | | 23.12.2016 | Decrease | (1589) | (0.003) | 10 | 0.00 |
| | | | | 13.01.2017 | Increase | 400 | 0.00 | 410 | 0.00 |
| | | | | 20.01.2017 | Increase | 100677 | 0.20 | 101087 | 0.20 |
| | | | | 27.01.2017 | Decrease | (100377) | (0.19) | 710 | 0.001 |
| | | | | 03.02.2017 | Increase | 108 | 0.00 | 818 | 0.001 |
| | | | | 10.02.2017 | Increase | 137060 | 0.273 | 137878 | 0.274 |
| | | | | 17.02.2017 | Decrease | (37482) | (0.07) | 100396 | 0.2 |
| | | | | 24.02.2017 | Decrease | (30772) | (0.06) | 69624 | 0.14 |
| | | | | 03.03.2017 | Decrease | (60311) | (0.120) | 9313 | 0.02 |
| | | | | 10.03.2017 | Decrease | (8620) | (0.017) | 693 | 0.001 |
| | | | | 17.03.2017 | Increase | 7529 | 0.014 | 8222 | 0.016 |
| | | | | 24.03.2017 | Decrease | (7156) | (0.014) | 1066 | 0.002 |
| | | | | 31.03.2017 | Increase | 90498 | 0.18 | 91564 | 0.18 |
| | | | | | | | | 91564 | 0.18 |
| 9. | B.G.R FINVEST PRIVATE LIMITED | | | | | | | | |
| | At the Beginning of the Year | 244000 | 0.49 | | | | | | |
| | | | | 27.01.2017 | Decrease | (244000) | (0.49) | 0 | 0.00 |
| | At the End of the Year | | | | | | | 0 | 0.00 |
| 10. | ONTIME CARGO & COURIERS PRIVATE LIMITED | | | | | | | | |
| | At the Beginning of the Year | 238000 | 0.47 | | | | | | |
| | | | | 27.01.2017 | Decrease | (238000) | (0.48) | 0 | 0.00 |
| | At the End of the Year | | | | | | | 0 | 0.00 |
| 11. | PIONEER OFFSHORE PRIVATE LIMITED | | | | | | | | |
| | At the Beginning of the Year | 240000 | 0.48 | | | | | | |
| | | | | 03.02.2017 | Decrease | (240000) | (0.48) | 0 | 0.00 |
| | At the End of the Year | | | | | | | 0 | 0.00 |
| 12. | NEELABH SPINNING MILLS PRIVATE LIMITED | | | | | | | | |
| | At the Beginning of the Year | 234000 | 0.47 | | | | | | |
| | | | | 27.01.2017 | Decrease | (234000) | (0.47) | 0 | 0.00 |
| | At the End of the Year | | | | | | | 0 | 0.00 |
| 13. | OMKAM INFOTEL PRIVATE LIMITED | | | | | | | | |
| | At the Beginning of the Year | 242000 | 0.48 | | | | | | |
| | | | | 27.01.2017 | Decrease | (242000) | (0.48) | 0 | 0.00 |
| | At the End of the Year | | | | | | | 0 | 0.00 |

| | | | | | | | | | |
|------------|------------------------------|--------|------|------------|-----------|----------|--------|-------|------|
| 14. | SANJAY KUMAR JAIN | | | | | | | | |
| | At the Beginning of the Year | 84000 | 0.16 | | No Change | | | | |
| | At the End of the Year | | | | | | | 84000 | 0.16 |
| 15. | B P CAPITAL LIMITED | | | | | | | | |
| | At the Beginning of the Year | 238000 | 0.47 | | | | | | |
| | | | | 27.01.2017 | Decrease | (238000) | (0.48) | 0 | 0.00 |
| | At the End of the Year | | | | | | | 0 | 0.00 |

v. Key Managerial Personnel

| Sr. no | Name of the Director(s) and Key Managerial Personnel | | 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 |
| 1. | Sunil Kumar Jain (Chairman and Managing Director) | | | | | |
| | At the beginning of the year | | 1,26,63,768 | 25.23 | | |
| | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) | | - | - | 1,26,63,768 | 25.23 |
| | At the end of the year | | 1,26,63,768 | 25.23 | 1,26,63,768 | 25.23 |
| 2. | Mr. Utkarsh Jain, Whole Time Director | | | | | |
| | At the beginning of the year | 30,00,000 | 5.98 | | | - |
| | Date wise Increase / Decrease in Promoters Share holding | reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | February 6, 2017 | Sale in open Market | (10,00,000) | (2.00) | 2000000 | 3.98 |
| | March 15, 2017 | Sale in open Market | (760000) | (1.51) | 1240000 | 2.47 |
| | March 16, 2017 | Sale in open Market | (281090) | (0.56) | 958910 | 1.91 |
| | At the end of the year | | | | 958910 | 1.91 |
| 3. | Vanya Jain* | | | | | |
| | At the beginning of the year | 22,74,900 | 4.53 | | | 0.515 |
| | Date wise Increase / Decrease in Promoters Share holding | reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | January 16, 2017 | Sale in open Market | (3,46,595) | (0.69) | 1928305 | 3.84 |
| | January 17, 2017 | Sale in open Market | (2,50,000) | (0.50) | 1678305 | 3.34 |
| | January 18, 2017 | Sale in open Market | (2,00,000) | (0.40) | 1478305 | 2.94 |
| | February 2, 2017 | Sale in open Market | (1,29,490) | (0.26) | 1348815 | 2.69 |
| | February 3, 2017 | Sale in open Market | (5,00,000) | (1.00) | 848815 | 1.69 |
| | February 6, 2017 | Sale in open Market | (2,00,000) | (0.40) | 648815 | 1.29 |
| | At the End of the year | | | | 648815 | 1.29 |
| 4. | Mr. Shyam Lal Yadav, Chief Financial Officer (KMP) | | | | | |

| | | | | | | |
|--|--|--|--------|---------|------|-------|
| | At the beginning of the year | 6000 | 0.01 | | | - |
| | Date wise Increase / Decrease in Promoters Share holding | reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | March 03, 2017 | Sale in open Market | (1334) | (0.002) | 4666 | 0.009 |
| | March 06, 2017 | Sale in open Market | (166) | (0.00) | 4500 | 0.008 |
| | March 07, 2017 | Sale in open Market | (1000) | (0.002) | 3500 | 0.006 |
| | March 08, 2017 | Sale in open Market | (2000) | (0.003) | 1500 | 0.003 |
| | March 09, 2017 | Sale in open Market | (500) | (0.00) | 1000 | 0.002 |
| | March 10, 2017 | Sale in open Market | (500) | (0.00) | 500 | 0.00 |
| | March 11, 2017 | Transfer of Shares | 4800 | 0.009 | 5300 | 0.01 |
| | March 21, 2017 | Sale in open Market | (500) | (0.00) | 4800 | 0.009 |
| | At the End of the year | | | | 4800 | 0.009 |

*Mrs. Vanya Jain resigned from the office of Director w.e.f. 31st January, 2017.

V. INDEBTEDNESS

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|--------------------|------------|---------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 69,00,27,935 | - | - | 69,00,27,935 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 9,29,39,847 | - | - | 9,29,39,847 |
| Total (i+ii+iii) | 78,29,67,782 | - | Nil | 78,29,67,782 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | 4,67,85,244 | 5,00,00,000 | - | 9,67,85,244 |
| • Reduction | (4,60,25,574) | - | - | (4,60,25,574) |
| Net Change | 7,59,670 | 5,00,00,000 | - | 5,07,59,670 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 70,31,82,443 | 5,00,00,000 | - | 26,16,97,588 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 8,05,45,010 | - | - | 60,66,185 |
| Total (i+ii+iii) | 78,37,27,453 | 5,00,00,000 | Nil | 83,37,27,453 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| S. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total Amount |
|--------|---|-------------------------|--------------|--------------|
| | | Managing Director | WTD | |
| | | Sunil Kumar Jain | Utkarsh Jain | |
| 1 | Gross salary | | | |
| (a) | Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 48,00,000 | 12,00,000 | 60,00,000 |
| (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 | | | |
| 5 | Others, please specify | | | |
| | Total (A) | 48,00,000 | 12,00,000 | 60,00,000 |
| | Ceiling as per the Act* | 84,00,000 | 36,00,000 | 120,00,000 |

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

B. REMUNERATION TO OTHER DIRECTORS:

| SN. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|-----|--|----------------------|----------------|----------------|--------------|
| | Independent Directors | Mr. Manoj Kumar Jain | Mr. Mohak Jain | Mr. Utsav Jain | |
| | Fee for attending board / committee meetings | | | | |
| | Commission | | | | |
| | Others, please specify | | | | |
| | Total (1) | | | | |
| | Other Non-Executive Directors | Mrs. Vanya Jain | | NIL | |
| | Fee for attending board / committee meetings | | | | |
| | Commission | | | | |
| | Others, please specify | | | | |
| | Total (2) | | | | |
| | Total (B)=(1+2) | | | | |
| | Total Managerial Remuneration | | | | |
| | Overall Ceiling as per the Act | | | | |

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

| S. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|--------|---|--------------------------|---------------------|--------------|-----------|
| | | CEO | Company Secretary | | Total |
| | | | Anand Kumar Pandey* | Mamta Bisht* | |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil | 2,54,705 | 1,18,004 | 36,12,709 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil | Nil | Nil | Nil |

| | | | | | | |
|---|--|------------|-----------------|-----------------|------------------|------------------|
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Nil | Nil | Nil | Nil | Nil |
| 2 | Stock Option | Nil | Nil | Nil | Nil | Nil |
| 3 | Sweat Equity | Nil | Nil | Nil | Nil | Nil |
| 4 | Commission | | | | | |
| | - as % of profit | Nil | Nil | Nil | Nil | Nil |
| | - others, specify | Nil | Nil | Nil | Nil | Nil |
| 5 | Others, please specify | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | 2,54,705 | 1,18,004 | 32,40,000 | 36,12,709 |

*Mr. Anand Kumar Pandey resigned from post of Company Secretary with effect from 13th December, 2016 and on 14th December, 2016 Ms. Mamta Bisht was appointed Company Secretary on his place.

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) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| B. DIRECTORS | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | | | |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

For and on Behalf of the Board of Director of
North Eastern Carrying Corporation Limited

Sd/-
(Sunil Kumar Jain)
Chairman & Managing Director
 DIN: 00010695

Place: Delhi
Date: 9th August, 2017

“ANNEXURE II” TO THE BOARD’S REPORT
FORM AOC-2
DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES

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

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

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

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

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

| S. No. | Name(s) of the related party and nature of relationship | Nature of contracts/arrangements/transactions | Duration of the contracts / arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any: | Amount paid as advances, if any: |
|--------|---|---|--|---|---|----------------------------------|
| 1. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.06.2015 to 31.03.2018 | Rent of INR 15,000/-P.M. (Rupees Fifteen Thousand Only) | 28.05.2015 | Nil |
| 2. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 10,000/-P.M. (Rupees Ten Thousand Only) | 10.02.2016 | Nil |
| 3. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 30,000/-P.M. (Rupees Thirty Thousand Only) | 10.02.2016 | Nil |
| 4. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 30,000/-P.M. (Rupees Thirty Thousand Only) | 10.02.2016 | Nil |
| 5. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 20,000/-P.M. (Rupees Twenty Thousand Only) | 10.02.2016 | Nil |

| | | | | | | |
|-----|---|-----------------|--------------------------|--|------------|-----|
| 6. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 75,000/-P.M. (Rupees Seventy Five Thousand Only) | 10.02.2016 | Nil |
| 7. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 18,000/-P.M. (Rupees Eighteen Thousand Only) | 10.02.2016 | Nil |
| 8. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 75,000/-P.M. (Rupees Seventy Five Thousand Only) | 10.02.2016 | Nil |
| 9. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 25,000/-P.M. (Rupees Twenty Five Thousand Only) | 10.02.2016 | Nil |
| 10. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 25,000/-P.M. (Rupees Twenty Five Thousand Only) | 10.02.2016 | Nil |
| 11. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 40,000/-P.M. (Rupees Forty Thousand Only) | 10.02.2016 | Nil |
| 12. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 40,000/-P.M. (Rupees Forty Thousand Only) | 10.02.2016 | Nil |
| 13. | Mr. Sunil Kumar Jain Nature: Sunil Kumar Jain is the Managing Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 50,000/-P.M. (Rupees Fifty Thousand Only) | 10.02.2016 | Nil |
| 14. | Mrs. Vanya Jain Nature: Mrs. Vanya Jain is spouse of Mr. Sunil Kumar Jain | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 75,000/-P.M. (Rupees Seventy Five Thousand Only) | 10.02.2016 | Nil |
| 15. | Mrs. Vanya Jain Nature: Mrs. Vanya Jain is spouse of Mr. Sunil Kumar Jain | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 5,000/-P.M. (Rupees Five Thousand Only) | 10.02.2016 | Nil |
| 16. | Mr. Utkarsh Jain Nature: Mr. Utkarsh Jain is the Whole-Time Director of NECC | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 20,000/-P.M. (Rupees Twenty Thousand Only) | 10.02.2016 | Nil |

| | | | | | | |
|-----|---|-----------------|--------------------------|--|------------|-----|
| 17. | Shreyans Buildtech Private Limited Nature: Directors of the Company are in the Board of Shreyans Buildtech Private Limited | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 75,000/-P.M. (Rupees Seventy Five Thousand Only) | 10.02.2016 | Nil |
| 18. | Suni Jain HUF Nature: Mr. Sunil Kumar Jain is Managing Director of the Company and also the Karta of Sunil Jain HUF | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 36,000/-P.M. (Rupees Thirty Six Thousand Only) | 10.02.2016 | Nil |
| 19. | Suni Jain HUF Nature: Mr. Sunil Kumar Jain is Managing Director of the Company and also the Karta of Sunil Jain HUF | Lease Agreement | 01.04.2016 to 31.03.2019 | Rent of INR 36,000/-P.M. (Rupees Thirty Six Thousand Only) | 10.02.2016 | Nil |

For and on Behalf of the Board of Director of
North Eastern Carrying Corporation Limited

SD/-
(Sunil Kumar Jain)
Chairman & Managing Director
DIN: 00010695

Place: Delhi
Date: 9th August, 2017

“ANNEXURE III” TO THE BOARD’S REPORT

**REPORT ON CORPORATE SOCIAL RESPONSIBILITY
FOR THE FINANCIAL YEAR 2016-17**

1. BRIEF OUTLINE OF THE COMPANY’S CSR POLICY

The ‘Corporate Social Responsibility Policy’ (CSR Policy) of the Company was formulated in line with the provisions of the Companies Act, 2013 read with the Rules made there under and approved by the Board of Directors.

NECC’s CSR policy is aimed at demonstrating care for the community through its focus on education & skill development. Also embedded in this objective is support to the marginalized cross section of the society by providing opportunities to improve their quality of life. The Company would endeavor to adopt an integrated approach to address the community & societal concerns by taking up a range of the activities, which shall be taken up strategically, in project mode, in a focused manner to the extent possible.

In line with the above, the Company ensures carrying out CSR projects/ programs in line with activities prescribed under Schedule VII of the Companies Act, 2013.

Overview of the activities/projects undertaken:

The Company supports Sewa Bharati, a NGO working towards the upliftment & empowerment of the neglected and under-privileged sections of the society. Sewa Bharati has numerous hostels for the economically underprivileged children across the country, especially the tribal and the rural poor. The organization reports over ten thousand educational projects in India, including hostels for boys and girls, primary education centers in rural areas and in slums, adult and informal education centers for street children and single teacher schools in the remote places of the country. It also helps students from the remote tribal areas to enroll in schools in different parts of the country and sponsors all their educational and other needs.

During the Financial Year 2016-17, the company had contributed Rs. 10,00,000/- (Rupees Ten Lakhs only) for renovation of the Lal Bagh Center of the Organization to promote education and Social Welfare of Poor and under privileged children of the Society.

Further, the Company encourage Education through “Unnati” a NGO Project which support children for higher education by running Schools and providing Scholarships of up to Rs. 50,000/- per Student to children of weaker section specially belonging to families below poverty line or those whose family income of less than Rs. 2 Lakhs per annum. The company also sponsors the Salary of Teachers of the said Project on Monthly basis. The Company has spend Rs. 3,80,829/- (Three Lakhs Eighty Thousand Eight Hundred Twenty Nine Only) towards Teachers’ Salary in the Financial Year 2016-17. The Company also provided basic stationery to the students under the project Unnati amounting to Rs. 14,420/- (Rupees Fourteen Thousand Four Hundred Twenty only)

During the Financial Year 2016-17, the company had donated Rs. 4,00,000/- (Rupees Four Lakhs) to Bharat Lok Siksha Parishad for providing basic education through non- formal Schools to children of rural areas.

2. COMPOSITION OF CSR COMMITTEE

The company has constituted CSR Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 comprising of the following Members:-

| S. No. | Name of Member | Designation |
|--------|----------------------|------------------|
| 1. | Mr. Sunil Kumar Jain | Chairman |
| 2. | Mrs. Vanya Jain* | Member |
| 3. | Mr. Utsav Jain | Member |
| 4. | Mr. Shyam Lal Yadav | Executive Member |
| 5. | Mr. Vinod Nair | Executive Member |

*Mrs. Vanya Jain ceased to be the member with effect from 31st January, 2017

3. AVERAGE NET PROFIT IN LAST THREE FINANCIAL YEARS

The average net profit of the company for last three financial years for the purpose of computation of CSR expenditure is as under:

| | |
|----------------------------|-----------------------|
| Financial Year13-14 | 9,00,02,403/- |
| Financial Year14-15 | 7,34,62,643/- |
| Financial Year15-16 | 8,95,82,061/- |
| Total | <u>25,30,47,107/-</u> |

Average Net Profit 8,43,49,035/-

4. PRESCRIBED CSR EXPENDITURE

Pursuant to Section 135 of the Companies Act, 2013 read with rules made there under the prescribed limit of CSR expenditure is 2% of average net profit during the last three financial years i.e. Rs. 16,86,980/-. However the Board of Directors approved CSR expenditure of Rs. 17,95,000/- for the Financial Year 2016-17.

5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR

- Total amount to be spent for the financial year: 17,95,000/-
- Amount unspent: NIL
- Manner in which the amount spent during the financial year: Attached

6. IN CASE THE COMPANY HAS FAILED TO SPEND THE TWO PER CENT OF THE AVERAGE NET PROFIT OF THE LAST THREE FINANCIAL YEARS OR ANY PART THEREOF, THE COMPANY SHALL PROVIDE THE REASONS FOR NOT SPENDING THE AMOUNT IN ITS BOARD REPORT

7. RESPONSIBILITY STATEMENT OF THE CSR COMMITTEE

The implementation and monitoring of CSR policy by the Company is in compliance with CSR objectives and Policy of the Company.

For North Eastern Carrying Corporation Limited

Place: Delhi
Date: 9th August, 2017

SD/-
(Sunil Kumar Jain)
Managing Director & Chairman of CSR Committee

| (1) | (2) | (3) | (4) | (5) | (6) | | (7) | (8) |
|------------------|---|---|---|---|--|-----------|---|---|
| S. No | CSR project or activity identified | Sector in which the Project is covered | Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs | Overheads | Cumulative expenditure up to the reporting period | Amount spent: Direct or through implementing agency |
| Education | | | | | | | | |
| 1. | Donation to Sewa Bahrti | Promoting Education including special education and employment enhancing vocation skills, especially among children, women, elderly and differently-abled and livelihood enhancement projects | Delhi | | 10,00,000 | | 10,00,000 | Direct |
| 2. | Contribution in Project Unnati for sponsoring Salary of Teachers and Providing stationery to Students | | | | 3,95,249 | | 3,95,249 | Direct |
| 3. | Education to children in Rural Areas by contributing to Bharat Lok Siksha Parishad | | | | 4,00,000 | | 4,00,000 | Direct |

“ANNEXURE IV” TO THE BOARD’S REPORT

FORM MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
North Eastern Carrying Corporation Limited

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

Based on my verification of the North Eastern Carrying Corporation Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by North Eastern Carrying Corporation Limited (the Company) for the financial year ended on 31st March, 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 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 **(Not applicable during the financial year under review);**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable during the financial year under review);**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable during the financial year under review);**
 - 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 **(Not applicable during the financial year under review);**and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable during the financial year under review).**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

Based on the Information received and records made available, I further report that:

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

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

All decisions of the Board are carried unanimously and recorded as part of the minutes of the meetings.

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

Place: New Delhi
Date: 9th August, 2017

For **A.K. FRIENDS & CO.**
Practicing Company Secretaries

Sd/-
ASHISH KUMAR FRIENDS
Proprietor
C.P. No.: 4056
Membership No.: FCS 5129

Note: This report is to be read with letter of even date by the Secretarial Auditor, which is annexed to this report and forms an integral part of this report.

To,
The Members,
North Eastern Carrying Corporation Limited

Our Secretarial Audit Report of even date is to be Read along with this Letter.

Management's Responsibility

- It is the responsibility of the management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
- Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

- The Secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
- I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Place: New Delhi
Date: 9th August, 2017

For **A.K. FRIENDS & CO.**
Practicing Company Secretaries

Sd/-
ASHISH KUMAR FRIENDS
Proprietor
C.P. No.: 4056
Membership No.: FCS 5129

“ANNEXURE V” TO THE BOARD’S REPORT
PARTICULARS OF EMPLOYEES AND REMUNERATION

Section 197 of Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-2017:**

| S. No. | Name(s) of Director(s) | Designation | Ratio to Median Remuneration |
|--------|------------------------|---------------------|------------------------------|
| 1. | Sunil Kumar Jain | Managing Director | 39.60 |
| 2. | Utkarsh Jain | Whole-Time Director | 9.90 |

2. **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-2017:**

| S. No. | Name(s) of KMP | Designation | Percentage Increase |
|--------|---------------------|-------------------|---------------------|
| 1. | Shyam Lal Yadav | CFO | 10.20% |
| 2. | Anand Kumar Pandey* | Company Secretary | 7.14% |
| 3. | Mamta Bisht* | Company Secretary | - |

*Mr. Anand Kumar Pandey has resigned from the post of Company Secretary of the Company w.e.f. 13th December, 2016 and in his place Ms. Mamta Bisht has joined the position of Company Secretary w.e.f. 14th December, 2016.

3. **Other Details required under Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

| S. No. | Particulars | |
|--------|--|--|
| i) | Percentage increase in the median remuneration of employees in the financial year | The median remuneration is increased by 1.16% approx. during the Financial Year 2016-17. |
| ii) | Number of permanent employees on the rolls of company | Number: 550 |
| iii) | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year | 6.24% approx. |
| iv) | Comparison of Average percentile increase in the salaries of employees other than the managerial personnel with the percentile increase in the managerial remuneration and justification thereof | Average Increase in Remuneration of Managerial Personnel is 9.86% approx. as compared to 6.24% approx. average percentile increase in the salary of other employees. |
| v) | Affirmation | The Board affirms that the remuneration is as per the remuneration policy of the company. |

4. **Details of Employees drawing Remuneration in excess of salary drawn by the managing director or whole-time director**

| Name of Employee | Designation | Remuneration drawn on Yearly basis (in Rs.) | nature of employment | qualifications and experience | Date of Joining | age (in Years) | last employment held | the percentage of equity shares held |
|------------------|------------------------|---|----------------------|---|-----------------|----------------|--|--------------------------------------|
| SHYAM LAL YADAV | CFO | 32,40,000 | Permanent | B.A Economics and Master in Economics from DU. He has been with the group since 1986 and has managed Finance, Operation and Marketing | 01/12/1986 | 54 | Green Carriers & Contractors Private Limited | 0.009 |
| RAVI GUPTA | Senior General Manager | 22,80,000 | Permanent | Bachelors of Art Degree from DU. He has vast knowledge of Operation, Marketing, and Accounts and helps the Management in taking crucial business decision | 05/04/2014 | 51 | G.I.R. Movers Private Limited | NIL |

| Name of Employee | Designation | Remuneration drawn on Yearly basis (in Rs.) | nature of employment | qualifications and experience | Date of Joining | age (in Years) | last employment held | the percentage of equity shares held |
|------------------|------------------|---|----------------------|--|-----------------|----------------|--------------------------|--------------------------------------|
| PANKAJ G. PANDYA | Regional Manager | 12,60,000 | Permanent | Bachelor of Commerce. He has an experience of almost 20 years in logistics Sector. | 09/06/2016 | 54 | V. Trans Private Limited | NIL |

5. Details of Top Ten Employees

| Name of Employee | Designation | Remuneration drawn on Yearly basis (in Rs.) | nature of employment | qualifications and experience | Date of Joining | age (in Years) | last employment held | the percentage of equity shares held |
|------------------------|------------------------------|---|----------------------|---|-----------------|----------------|--|--------------------------------------|
| SUNIL KUMAR JAIN | Chairman & Managing Director | 48,00,000 | Permanent | Graduation in commerce from DU. | 10/10/1994 | 52 | - | 25.23 |
| SHYAM LAL YADAV | CFO | 32,40,000 | Permanent | B.A Economics and Master in Economics from DU. He has been with the group since 1986 and has managed Finance, Operation and Marketing | 01/12/1986 | 54 | Green Carriers & Contractors Private Limited | 0.009 |
| RAVI GUPTA | Senior General Manager | 22,80,000 | Permanent | Bachelors of Art Degree from DU. He has vast knowledge of Operation, Marketing, and Accounts and helps the Management in taking crucial business decision | 05/04/2014 | 51 | G.I.R. Movers Private Limited | NIL |
| PANKAJ G. PANDYA | Regional Manager | 12,60,000 | Permanent | Bachelor of Commerce. He has an experience of almost 20 years in logistics Sector. | 09/06/2016 | 54 | V. Trans Private Limited | NIL |
| UTKARSH JAIN | Whole Time Director | 12,00,000 | Permanent | BSc (hons) in Management Studies from the University of Nottingham, UK; M.B.A. IIM Ahmedabad | 16/12/2013 | 24 | - | 1.91 |
| VINOD NAIR | Deputy General Manager | 12,00,000 | Permanent | B.A Honor's in Economics from DU and M.B.A, L.L.B. He has completed 21 years with the organisation | 01/11/1995 | 51 | Global Tele Systems (GTL) | 0.002 |
| NIMAIN CHARAN GANTAYAT | Senior Branch Manager | 12,00,000 | Permanent | Master in Arts | 05/12/2016 | 44 | Ghatgi Patil Private Limited | NIL |
| DHARMENDRA KUMAR SINGH | Corporate Head - Operations | 10,44,000 | Permanent | Bachelor of Arts from Bihar University. He has vast experience of almost 15 yrs in the marketing and operations. | 14/01/2008 | 49 | V. Trans Private Limited | 0.007 |
| SURYA NATH SINGH | Senior Manager - Accounts | 7,92,000 | Permanent | Bachelor in Commerce and Cost & Works Accountant. He has been working with the company from almost 20 yrs. In the field of Finance & Accounts. | 20/12/1996 | 48 | - | 0.00 |
| RAM NARESH PRASAD | Senior Manager - IT | 7,56,000 | Permanent | MSC (Mathematics), M.B.A. He has experience of almost 20 yrs in field of IT Sector. | 01/05/1997 | 55 | Limbda Innovative Systems Private Limited | 0.007 |

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is essentially a system by which Companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion.

Your Company is in compliance with the requirements of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also following the Secretarial Standards issued by Institute of Company Secretaries of India (ICSI). A report regarding compliance of conditions of Corporate Governance is given below along with Certificate on Corporate Governance by the Auditors.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. Your Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business. The driving forces of Corporate Governance at North Eastern Carrying Corporation are its core values-belief in people, entrepreneurship, customer orientation and the pursuit of excellence.

NECC Corporate Governance Framework

| In spirit and Letter: | Transparency: | Stakeholder relationship: | Corporate structure: | Management as a Trustee: |
|--|---|---|---|--|
| satisfy both the Spirit of the law and letter of the Law | Ensure transparency and maintain a high level of disclosure | relationship: Communicate, externally and truthfully, about how the Company is running internally | Have a simple and transparent corporate structure driven solely by business needs | Management is the trustee of the Shareholders' capital and not the owner |

2. BOARD OF DIRECTORS

The Board of Directors provides leadership and guidance, objective judgment and at the same time monitors the strategic direction of the Company. The Company is headed by an Executive Chairman. The tenure of Independent Directors holding office on the Board of the Company during the financial year 2016-17 was within the limits prescribed under the Companies Act, 2013 and all Independent Directors holding office during the year have adequate qualifications, expertise and experience which enable them to contribute effectively to the management of the Company.

A. Composition of the Board

The Board of Directors, as on March 31, 2017, comprised 5 Directors, of which 2 were Executive Directors and the other three comprising of half of the Total Board are Independent Directors. All Directors possess relevant qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.

The Composition of Board of Directors as on March 31, 2017 was as follows:-

| S. No. | Name of the Director | Director Identification Number(DIN) | Position |
|--------------------------------|----------------------|-------------------------------------|--------------------------------|
| Executive Directors | | | |
| 1. | Mr. Sunil Kumar Jain | 00010695 | Chairman and Managing Director |
| 2. | Mr. Utkarsh Jain | 05271884 | Director |
| Non Executive Directors | | | |
| 3. | Mr. Manoj Kumar Jain | 02573858 | Independent Director |
| 4. | Mr. Mohak Jain | 02525330 | Independent Director |
| 5. | Mr. Utsav Jain | 01609344 | Independent Director |

During the Financial year 2016-17, Mrs. Vanya Jain (DIN: 01364596) has resigned from the post of Non-Executive Director w.e.f January 31, 2017. Further, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 86 of the Articles of Association of the Company, Mrs. Reena Gupta (DIN: 06966728) has been appointed as an Additional Director on the Board of the Company w.e.f April 25, 2017 and who shall hold office up to the date of ensuing Annual General Meeting of the Company.

B. Other provisions as to Board and its Committees

i. Details of Board Meetings held during the financial year 2016-17

The Company follows a methodized process of decision-making by the Board and its Committees. The meeting dates are usually finalized in consultation with all Directors in order to ensure presence of all Board Members in its Meeting. All the Agenda and Explanatory Notes are normally given to the Directors well in advance for the Meetings of the Board and Committees thereof. The Chairman & Managing Director of the Company decides inclusion of any matter in the agenda for discussion in the Meeting of the Board. The Meetings of the Board of Directors are normally held at Registered Office of the Company during office hours. The Company is also complying with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) effective from July 1, 2015, in respect of Board Meetings and General Meetings.

During the financial year 2016-17, Seven (7) meetings of Board of Directors of the Company were held on (i) May 30, 2016; (ii) August 10, 2016; (iii) November 11, 2016; (iv) December 14, 2016; (v) January 18, 2017; (vi) February 10, 2017; and (vii) March 20, 2017.

The Board Members meet at least once in every calendar quarter with not more than a gap of 120 days between two consecutive Board Meetings. The quantum and quality of information supplied by the Management to the Board goes well beyond the minimum requirement stipulated in Schedule II of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

A separate meeting of Independent Directors in compliance of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was held on 10th February, 2017

(ii) Directors' attendance at Board Meetings and last Annual General Meeting (AGM), during the financial year 2016-17, number of other Directorships (in Indian Public Limited Companies)/ Committee Memberships (viz Audit Committee and Stakeholders Relationship Committee) (other than NECC), held by Directors are tabled below:-

| Name | Category & Position | No. of Directorship in other public Companies | No. of Committee position held in other public company** | | No. of Board Meetings | | Attended Last AGM |
|----------------------|--|---|--|--------|-----------------------|----------|-------------------|
| | | | Chairman | Member | Held during tenure | Attended | |
| Mr. Sunil Kumar Jain | Promoter, Chairman & Managing Director | 1 | - | 2 | 7 | 7 | Yes |
| Mr. Utkarsh Jain | Promoter & Whole-time Director | 1 | - | - | 7 | 7 | Yes |
| Mr. Manoj Kumar Jain | Independent Director | 2 | 3 | 1 | 7 | 7 | Yes |
| Mr. Mohak Jain | Independent Director | 1 | - | - | 7 | 7 | Yes |
| Mr. Utsav Jain | Independent Director | 1 | - | - | 7 | 7 | Yes |
| Mrs. Vanya Jain* | Promoter & Non Executive Director | - | - | - | 5 | 5 | Yes |

Notes:

1. In accordance with the provisions of the Companies Act, 2013 and Article 102 of the Articles of Association of the Company, Mr. Sunil Kumar Jain, Chairman & Managing Director, shall retire by rotation at the 32nd Annual General Meeting of the Company and, being eligible, offers himself for re-appointment.
2. *During the Financial year 2016-17, Mrs. Vanya Jain (DIN: 01364596) has resigned from the post of Non-Executive Director w.e.f January 31, 2017. Further, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 86 of the Articles of Association of the Company, Mrs. Reena Gupta (DIN: 06966728) has been appointed as an Additional Director on the Board of the Company w.e.f April 25, 2017.
3. ** In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for reckoning the number of Committee memberships, only the Chairmanship/Membership in Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies have been taken into consideration.
4. None of the Directors is a member of more than 10 Board-level Committees of Indian Public Limited Companies nor are they Chairman of more than 5 Committees of such companies.
5. None of the Directors hold office in more than 20 Companies and in more than 10 public Companies. None of the Independent Directors serve as an Independent Director in more than seven listed Companies. All Directors are also in compliance of the limit on Independent Directorships of listed Companies as prescribed in Regulation 25(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. None of the Independent Directors is related to any other directors. None of the Independent Directors has any business relationship with the Company.
7. None of the Independent Non-executive Directors holds any share in the Company.

3. COMMITTEES OF THE BOARD OF DIRECTORS

The Board functions either as full Board or through various Committees constituted to oversee specific operational areas. Each Committee of the Board is guided by its terms of reference, which defines the composition, scope and powers of the Committee. The Committee meets at regular intervals and focuses on specific areas and make informed decisions.

As on March 31, 2017, the Board had the following committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Risk Management Committee
5. Corporate Social Responsibility Committee

3.1 AUDIT COMMITTEE

i. During the financial year 2016-17, the composition and attendance of the Audit Committee was as under:

| S. No. | Name of the Committee Members | Category & Position in the Committee | Number of meetings | |
|--------|-------------------------------|--------------------------------------|--------------------------------|----------|
| | | | Held during tenure of Director | Attended |
| 1. | Mr. Manoj Kumar Jain | Chairman & Independent Director | 5 | 5 |
| 2. | Mr. Mohak Jain | Member & Independent Director | 5 | 5 |
| 3. | Mr. Utsav Jain | Member & Independent Director | 5 | 5 |

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015 and the provisions of Section 177 of the Companies Act, 2013. All members of the Committee are financially literate, with Mr. Manoj Kumar Jain, Chairperson of the Committee, having the relevant accounting and financial management expertise.

The meetings of the Audit Committee are usually attended by Chief Financial Officer, Internal Auditor, the Company Secretary and a representative of the Statutory Auditors as invitees. The Business and Operation Heads are invited to the Meetings, when required to provide necessary information/clarification to the Committee. The Company Secretary acts as the secretary to the Committee.

The Internal Auditor reports directly to the Audit Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 30, 2016.

ii. Terms of Reference

The Audit Committee acts in accordance with the terms of reference specified by the Board of Directors, in accordance SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 as amended from time to time, which includes

- for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor of auditor's independence and performance, and effectiveness of audit process;
- review of annual financial statements and auditor's report thereon before submission to the board for approval;
- approval or any subsequent modification of related party transactions;
- scrutiny of inter-corporate loans and investments;
- approval of appointment of chief financial officer;
- evaluation of internal financial controls and risk management systems and other related matters;
- Look into the reasons for substantial defaults in payments to depositors, shareholders and creditors;
- Review the effectiveness of the system for monitoring compliance with laws and regulations and oversee compliance with legal and regulatory requirements and its subsidiary;
- Provide guidance to the Compliance Officer for setting forth policies and implementation of the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices.

iii. Meeting Details:

The Audit Committee met at least once in each quarter and the maximum time gap between two Audit Committee meetings did not exceed the limit prescribed in Regulation 18 of the Listing Regulations. During the financial year 2016-17, five (5) meetings of the Audit Committee were held on (i) May 30, 2016; (ii) August 10, 2016; (iii) November 11, 2016; (iv) February 10, 2017 and (v) March 20, 2017.

iv. VIGIL MECHANISM/WHISLE BLOWER POLICY

The Company has a Vigil Mechanism Policy as per Section 177(9) & (10) of the Companies Act, 2013 and as per Regulation 22 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which intends to provide mechanism for reporting genuine concerns or grievance and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place in the workstation. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee.

The "Vigil Mechanism/Whistle Blower Policy" is available on the website of the Company at website link <http://www.neccgroup.com/wp-content/uploads/2015ism-Polic/02/Vigil-Mecchany.pdf>

3.2 NOMINATION AND REMUNERATION COMMITTEE

i. Terms of Reference

The Committee acts in accordance with the terms of reference specified by the Board of Directors, in accordance SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 as amended from time to time and inter-alia includes the following:

- Identification of 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
- formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising 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
- carrying 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.

ii. Nomination & Remuneration Policy

The company has adopted Nomination and Remuneration Policy for Directors and Key Managerial Personnel. The policy has laid the criteria for determining qualifications, positive attributes and Independence of Director. The policy lays down the criteria for evaluation of Independent Directors. The policy is available at website of the company at following web link: <http://neccgroup.com/wp-content/uploads/2015/02/Nomination-Remuneration-Policy.pdf>

iii. Composition and Attendance during the year

The Nomination and Remuneration Committee (NRC) is constituted in accordance with the provisions of Regulation 19 of the SEBI (LODR) Regulations, 2015 and the provisions of Section 178(1) of the Companies Act, 2013.

| S. No. | Name of the Committee Members | Category & Position in the Committee | Number of meetings | |
|--------|-------------------------------|--------------------------------------|--------------------------------|----------|
| | | | Held during tenure of Director | Attended |
| 1. | Mr. Manoj Kumar Jain | Chairman & Independent Director | 3 | 3 |
| 2. | Mr. Mohak Jain | Member & Independent Director | 3 | 3 |
| 3. | Mr. Utsav Jain | Member & Independent Director | 3 | 3 |

Meeting Details:

The Members of Nomination and Remuneration Committee met 3 times on (i) May 30, 2016; (ii) August 10, 2016 and (iii) December 14, 2016.

iv. Remuneration of Directors

The remuneration paid to Whole Time Directors including the Chairman & Managing Director was as per the terms and conditions of their appointment. The details of remuneration paid to Whole Time Directors of the Company:

| S. No | Name | Designation | Salary | Commission | Sitting Fees |
|-------|----------------------|------------------------------|-----------|------------|--------------|
| 1. | Mr. Sunil Kumar Jain | Chairman & Managing Director | 42,00,000 | Nil | Nil |
| 2. | Mr. Utkarsh Jain | Director | 18,00,000 | Nil | Nil |

Remuneration of Non-executive and Independent Director

No Remuneration, commission is paid to Independent Directors. None of the Non-Executive Directors & Independent Directors have any material pecuniary relationship or transaction with the Company. Sitting Fee, if any, is paid in accordance with the provisions of Companies Act, 2013.

None of the Directors has been issued any stock options by the Company during the Year or any time in the past. Further, none of the Directors of the Company are in receipt of any Commission from the Company.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

i. Terms of Reference

The terms of reference of the Committee, inter-alia includes:

1. Oversee and review all matters connected with the transfer of the Company's securities
2. Approve issue of the Company's duplicate share certificates and new certificates on split/consolidation/renewal etc. and approves transfer/transmission, dematerialization and rematerialization of equity shares in a timely manner.
3. Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report etc.
4. Recommend methods to upgrade the standard of services to investors
5. Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
6. 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

ii. Composition and Attendance during the year

The Company has constituted a Stakeholder Relationship Committee in term of the provisions of Section 178(5) of the Companies Act, 2013, Regulation 20 of the SEBI (LODR) Regulations, 2015 and other applicable laws. Mr. Manoj Kumar Jain, Non Executive and Independent Director is the Chairman of the Committee. During the financial year 2016-17, the Stakeholders Relationship Committee comprised of the following members:

| S. No. | Name of the Committee Members | Category & Position in the Committee | Number of meetings | |
|--------|-------------------------------|--------------------------------------|--------------------------------|----------|
| | | | Held during tenure of Director | Attended |
| 1. | Mr. Manoj Kumar Jain | Chairman & Independent Director | 5 | 5 |
| 2. | Mr. Mohak Jain | Member & Independent Director | 5 | 5 |
| 3. | Mr. Utsav Jain | Member & Independent Director | 5 | 5 |

Mr. Manoj Kumar Jain, Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting held on September 30, 2016.

iii. Meeting Details:

The Members of Stakeholders Relationship Committee met 5 times on (i) May 30, 2016; (ii) August 10, 2016; (iii) November 11, 2016; (iv) February 10, 2017 and (v) March 20, 2017 to review the status of pending of Shareholders/investors grievances.

Mr. Anand Kumar Pandey was the Company Secretary and Compliance Officer of the Company up to December 13, 2016 and in place of him, Ms. Mamta Bisht has joined the office on December 14, 2016 as Company Secretary & Compliance Officer of the Company in terms of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015.

iv. Status of Shareholders/Investors Grievances

The Company has been attending to all investor grievances expeditiously and promptly. Status of Shareholders/ Investors Grievances pursuant to Regulation 13(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 for the period from April 1, 2016 to March 31, 2017 relating to Equity Shares is as follows:-

| | |
|--|-----|
| Pending at the beginning of the financial year | Nil |
| Received during the financial year | Nil |
| Disposed during the financial year | Nil |
| Remaining unresolved as on March 31, 2017 | Nil |

SEBI has a web based complaints redressal system namely SCORES (SEBI Complaints Redressal System) through which a shareholder can lodge a complaint against a company for his/ her grievances. The status of every complaint can be viewed online and the shareholder can send reminder for the complaints. An investor, who is not familiar with SCORES or does not have access to SCORES, can lodge the complaint in physical form. The Company has been attending to all investor grievances filed through SCORES also expeditiously and promptly.

3.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
i. Terms of Reference

The role of CSR Committee is as per Companies Act, 2013 as amended from time to time and to do any other activity delegated by the Board. The terms of reference of the Committee is to, inter-alia includes:

1. to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
2. to monitor the Corporate Social Responsibility Policy of the Company from time to time;
3. to recommend the amount of expenditure to be incurred on the activities
4. to institute a transparent monitoring mechanism for implementation of the CSR projects / programmes / activities undertaken by the Company;
5. to assist the Board of Directors to formulate strategies on CSR initiatives of the Company;
6. to periodically submit the reports to the Board of Directors for their information, consideration and necessary directions; and

ii. Composition and Attendance during the year

The CSR Committee of the Company is constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 and rules made under

During the financial year 2016-17, the "Corporate Social Responsibility Committee" comprised of the following Members:

| S. No. | Name of Member | Category & Position in the Committee | Number of meetings | |
|--------|----------------------|--------------------------------------|--------------------------------|----------|
| | | | Held during tenure of Director | Attended |
| 1. | Mr. Sunil Kumar Jain | Chairman & Executive Director | 2 | 2 |
| 2. | Mrs. Vanya Jain* | Member & Non-Executive Director | 1 | 1 |
| 3. | Mr. Utsav Jain | Member & Independent Director | 2 | 2 |
| 4. | Mr. Shyam Lal Yadav | Executive Member | 2 | 2 |
| 5. | Mr. Vinod Nair | Executive Member | 2 | 2 |

*Mrs. Vanya Jain ceased to be the member of Committee with effect from 31st January, 2017

iii. Meeting Details:

The Members of CSR Committee met 2 times on (i) May 30, 2016; and (ii) February 10, 2017.

3.5 RISK MANAGEMENT COMMITTEE

Regulation 21 of the Listing Regulations mandates top 100 listed entities, determined on the basis of market capitalization as at the end of the immediate previous financial year, to constitute a Risk Management Committee. Although non-mandatory, the Company has Risk Management Committee of the Board.

i. Terms of Reference

The terms of reference of the Risk Management Committee to the extent applicable to NECC are as follows:

1. Defines overall risk appetite and defines the risk management culture.
2. Board 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 Financial Officer with assurance on a sound system of internal control.
11. Ensure that risk management policy and processes are complied with.
12. Identify lessons learned; disseminate risk management guidance and training.
13. Coordinate the identification of risks from within their sphere of control.
14. Any other matter as the Risk Management Committee may deem appropriate after approval of the Board of Directors or as may be directed by Board of Directors of the Company

ii. Composition and Attendance during the year

During the financial year 2016-17, the "Risk Management Committee" comprised of the following Members:

| S. No. | Name of Member | Category & Position in the Committee | Number of meetings | |
|--------|---------------------|--------------------------------------|--------------------------------|----------|
| | | | Held during tenure of Director | Attended |
| 1. | Mrs. Vanya Jain* | Member & Non-Executive Director | 1 | 1 |
| 2. | Mr. Utsav Jain | Member & Independent Director | 2 | 2 |
| 3 | Mr. Mohak Jain | Member & Independent Director | 2 | 2 |
| 4. | Mr. Shyam Lal Yadav | Executive Member | 2 | 2 |

*Mrs. Vanya Jain ceased to be the member of Committee with effect from 31st January, 2017

iii. Meeting Details:

The Members of Risk Management Committee met 2 times on (i) May 30, 2016; and (ii) February 10, 2017.

4. SUBSIDIARY COMPANY

The Company had only one unlisted wholly owned Subsidiary Company as on March 31, 2017 namely N.E.C.C. Retail Solutions Private Limited.

The Company does not have any "material subsidiary" as per Regulation 16(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Minutes of Board Meeting of Subsidiary Company is placed before the Board of Directors of the Company for information. Further, all significant transactions and arrangements entered into by the unlisted Subsidiary Company were brought to the attention of the Board of Directors of NECC. The Company has devised a "Policy on Materiality of Subsidiaries" as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is available on its website at <http://neccgroup.com/wp-content/uploads/2016/03/Policy-for-determining-Material-Subsidiaries-NECC.pdf>

5. GENERAL BODY MEETINGS

The details of last three Annual General Meetings of the Company are given below and special resolution passed:

| Financial Year | Date | Time | Venue | Special Resolutions passed |
|----------------|--------------------|------------|--|---|
| 2015-16 | September 30, 2016 | 11.00 A.M. | 9062/47, Ram Bagh, Azad Market, Delhi-110006 | 1) Variation in the terms of appointment of Mr. Sunil Kumar Jain, Managing Director of the Company. 2) Variation in the terms of appointment of Mr. Utkarsh Jain, Whole-time Director of the Company. |
| 2014-15 | September 23, 2015 | 11:00 A.M. | 9062/47, Ram Bagh, Azad Market, Delhi-110006 | 1) Reappointment of Mr. Sunil Kumar Jain as Managing Director of the Company. 2) Appointment of Mr. Utkarsh Jain as Whole-Time Director of the Company. |
| 2013-14 | September 30, 2014 | 11:00 A.M. | 9062/47, Ram Bagh, Azad Market, Delhi-110006 | 1) Increase in Borrowing power under Section 180(1) (c) of the Companies Act, 2013 to a sum not exceeding Rs. 250 Crores. 2) Approval for creation of charge / mortgage on assets/ undertakings of the company, subject to the limits approved under Section 180(1)(a) of the Companies Act, 2013 3) Appointment of Mr. Manoj Kumar Jain as an Independent Director of the Company. |

No special resolution was passed through Postal Ballot in the previous year. None of the business proposed to be transacted in the 32nd Annual General Meeting require passing a Special Resolution through Postal Ballot. No Extra-ordinary General Meeting of the shareholders was held during the financial year 2016-17.

Further, the Company will continue to provide e-voting facility in the ensuing AGM to enable shareholders to exercise their right to vote through electronic means and the e-voting portal will be kept open for such period as mentioned in the Notice of 32nd AGM.

6. RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. And none of the transaction was in conflict with the interest of the Company. Suitable disclosure as required by the Companies Act, 2013 and Accounting Standards (AS-18) has been made in the note No. 24 of notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link is given below:

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

7. SERVICE OF DOCUMENTS THROUGH ELECTRONIC MEANS

The Companies Act, 2013 permits companies to send documents like Notice of Annual General Meeting, Annual Report and other documents through electronic means to its members at their registered email addresses, besides sending the same in physical form.

As a responsible Corporate Citizen, your Company has actively supported the paperless initiative and Digitalization move and effected electronic delivery of Notice and Annual Report and other documents to those shareholders whose email ids were registered with the respective Depository Participants (DPs). Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with their Depository Participant (DP) or with the Registrar and Share Transfer Agent (R&TA) of the Company, for receiving communications in electronic form.

8. DISCLOSURES

- The Company has not entered into any material, financial or commercial transactions with the Directors or the Management or their relatives or the companies and firms, etc., in which they are either directly or through their relatives interested as Directors and/or Partners.
- All members of Senior Management have made disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large (e.g. dealing in Company shares, commercial dealings with bodies which have shareholding of

management and their relatives etc.).

- (iii) There were also no instances of non-compliance on any matter related to the Capital Markets during the last three years. All returns/ reports were filed within stipulated time with stock exchanges/ other authorities. No penalty or strictures were imposed on the Company by these authorities
- (iv) The Company has laid down the procedure to inform the Board about the risk assessment and minimization. The Board of Directors of the Company reviews the procedures to ensure that the integrated risks are managed through a properly defined framework.
- (v) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the financial year 2016-17 have been prepared as per the Accounting Standards as applicable under Section 133 of the Companies Act, 2013.
- (vi) The Company has complied with all mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46(2) relating to dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is as under:

- **The Board:** The Company is headed by an Executive Chairman.
- **Shareholder Rights:** The Company is making available to the shareholders / investors all information timely, to enable them to be sufficiently informed of the major decisions of the Company.
- **Audit Qualifications:** There are no audit qualifications pertaining to financial year 2016-17 and it is always Company's endeavor to move towards unqualified financial statements.
- **Separate posts of Chairman and CEO-** There is no separate post of Chairman and CEO. The role of CEO is being performed by Chairman and Managing Director of the Company.
- **Reporting of Internal Auditor-** The internal auditors of the Company are invited to the Meetings of the Audit Committee and directly report all their observations to the Audit Committee.

9. MEANS OF COMMUNICATION

1. The Company recognizes the rights of shareholders & communications as key elements of the overall Corporate Governance framework and therefore emphasizes on continuous, efficient and relevant communication with shareholders and other stakeholders.
2. The Company communicates with its shareholders through its Annual Reports, General Meetings and disclosures on its website and through Stock Exchanges. All important information pertaining to the Company is also mentioned in the Annual Report for each financial year containing inter-alia Audited Financial Statements (Standalone & Consolidated), Board's Report, Auditors' Report and Report on Corporate Governance which is circulated to the members and others entitled thereto.
3. The extracts of Quarterly/Half yearly/Annual Financial Results of the Company are communicated to the Stock Exchanges and published in financial and national newspapers i.e The Economic Times (English & Hindi). These results and all other announcements are also made available on Company's website at www.neccgroupp.com.
4. Official news releases and presentations made to institutional investors and analysts are uploaded on NEAPS and BSE Online Portal of NSE and BSE respectively and posted on the Company's website.
5. The Company also makes press releases and corporate presentations on the Company, its business and operations, from time to time and the same are also displayed on its website. The "Investors" section on the website gives information relating to financial results, annual reports, shareholding pattern and presentations made to analysts and at Annual General Meetings.
6. Material events or information, as detailed in Regulation 30 of the SEBI (LODR) Regulations, 2015, are disclosed to the Stock Exchanges by filing them with NSE through NEAPS and with BSE through BSE Online Portal. They are also displayed on the Company's website under the "Investors" section.

10. CEO/CFO CERTIFICATE

The certificate as required pursuant to Regulation 17(8) of the Listing Regulations is furnished by the Managing Director and the Chief Financial Officer of the Company to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal controls.

11. GENERAL SHAREHOLDER INFORMATION

The Company is registered with the Registrar of Companies, Delhi and Haryana. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L51909DL1984PLC019485.

A. Annual General Meeting for the financial year 2016-17

| Day and Date | Time | Venue |
|------------------------------|------------|--|
| Thursday, September 28, 2017 | 10.00 A.M. | B-2 Aadarsh Sadan, Ashok Vihar Phase-II Delhi-110052 |

B. Financial Calendar for financial year 2016-17 vis-à-vis financial year 2015-16

| Particulars | Financial year 2015-16 | | Financial year 2016-17 | |
|-----------------------------------|---------------------------------|-------------------|---------------------------------|-------------------|
| Accounting period | April 1, 2015 to March 31, 2016 | | April 1, 2016 to March 31, 2017 | |
| Announcement of Financial Results | 1st Quarter | August 10, 2015 | 1st Quarter | August 10, 2016 |
| | 2nd Quarter | November 10, 2015 | 2nd Quarter | November 11, 2016 |
| | 3rd Quarter | February 10, 2016 | 3rd Quarter | February 10, 2017 |
| | 4th Quarter | May 30, 2016 | 4th Quarter | May 30, 2017 |
| Annual General Meeting | Friday, September 30, 2016 | | Thursday, September 28, 2017 | |

C. Book Closure Date

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive).

D. Listing of Equity Shares

NECC shares are listing on the following Stock Exchanges:

| Name & Address of the Stock Exchanges | Scrip Code | ISIN Number For NSDL/ CDSL (Dematerialized Shares) |
|--|------------|--|
| National Stock Exchange of India Limited(NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 | NECCLTD | INE553C01016 |
| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-4000 01 | 534615 | |
| The Delhi Stock Exchange Limited DSE House 3/1 Asaf Ali Road New Delhi- 110002 | 16093 | |

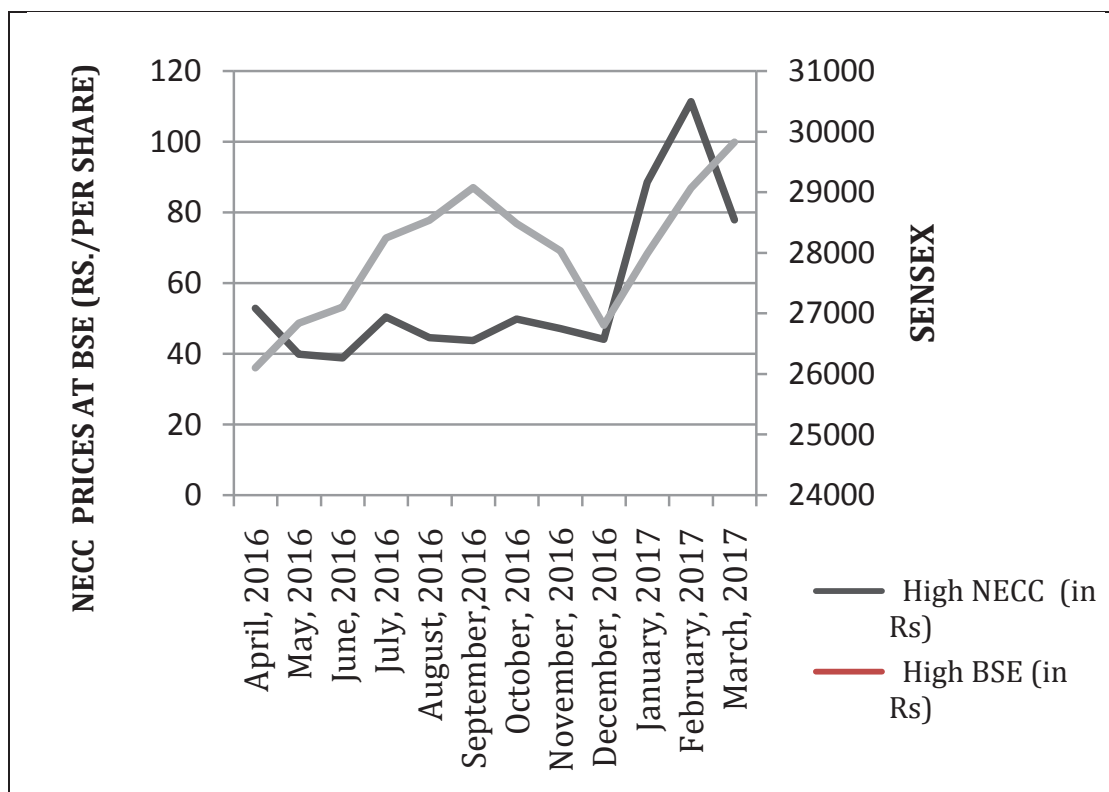
However Securities and Exchange Board of India ("SEBI") has cancelled the recognition of all non-operational Stock Exchanges including Delhi Stock Exchange Limited. But as your Company is listed on Bombay Stock Exchange & National Stock Exchange hence till it not affect the Listed Status of your Company.

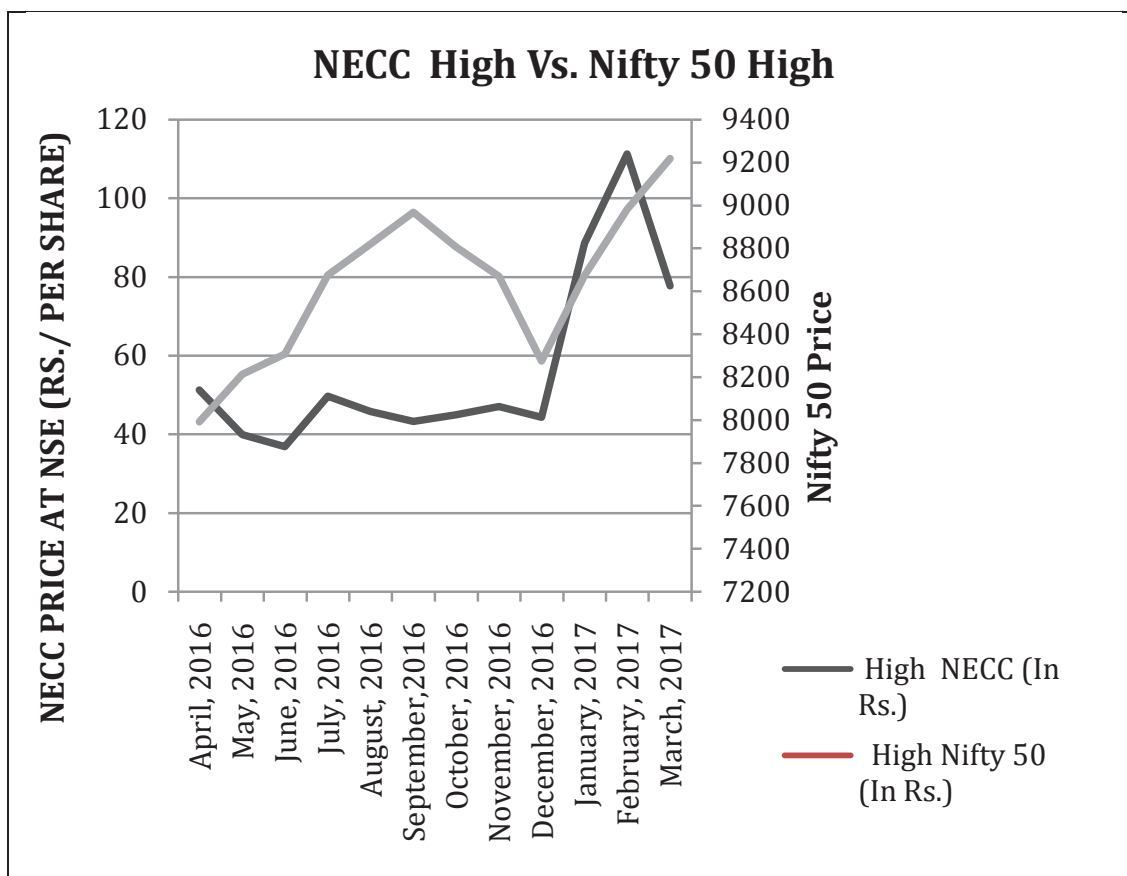
Market price data for the financial year 2016-17

During the Financial Year 2016-17, there was no trading of shares of the Company on Delhi Stock Exchange Limited. Market price data: High, low and month closed during the financial year 2016-17 is as follows:

| Performance of NECC share at NSE | | | | Movement of NSE NIFTY | | |
|----------------------------------|--------------|-------------|---------------------|-----------------------|-------------|---------------------|
| Month | High (in Rs) | Low (in Rs) | Month close (in Rs) | High (in Rs) | Low (in Rs) | Month close (in Rs) |
| April, 2016 | 51.25 | 32.00 | 36.60 | 7992 | 7516.85 | 7849.8 |
| May, 2016 | 39.90 | 33.35 | 35.10 | 8213.6 | 7678.35 | 8160.1 |
| June, 2016 | 36.85 | 30.55 | 34.60 | 8308.15 | 7927.05 | 8287.75 |
| July, 2016 | 49.70 | 33.50 | 43.50 | 8674.7 | 8287.55 | 8638.5 |
| August, 2016 | 45.80 | 35.25 | 42.45 | 8819.2 | 8518.15 | 8786.2 |
| September, 2016 | 43.25 | 37.25 | 38.90 | 8968.7 | 8555.2 | 8611.15 |
| October, 2016 | 44.90 | 39.35 | 42.95 | 8806.95 | 8506.15 | 8625.7 |
| November, 2016 | 47.00 | 35.50 | 39.75 | 8669.6 | 7916.4 | 8224.5 |
| December, 2016 | 44.35 | 34.40 | 42.95 | 8274.95 | 7893.8 | 8185.8 |
| January, 2017 | 88.50 | 40.25 | 88.30 | 8672.7 | 8133.8 | 8561.3 |
| February, 2017 | 111.20 | 49.70 | 54.90 | 8982.15 | 8537.5 | 8879.6 |
| March, 2017 | 77.75 | 55.15 | 59.75 | 9218.4 | 8860.1 | 9173.75 |

| Performance of NECC share at BSE | | | | Movement of BSE SENSEX | | |
|----------------------------------|--------------|-------------|---------------------|------------------------|-------------|---------------------|
| Month | High (in Rs) | Low (in Rs) | Month close (in Rs) | High (in Rs) | Low (in Rs) | Month close (in Rs) |
| April, 2016 | 52.95 | 32.50 | 36.20 | 26100.54 | 24523.2 | 25606.62 |
| May, 2016 | 39.95 | 33.35 | 34.70 | 26837.2 | 25057.93 | 26667.96 |
| June, 2016 | 38.90 | 31.35 | 34.60 | 27105.41 | 25911.33 | 26999.72 |
| July, 2016 | 50.50 | 33.30 | 42.40 | 28240.2 | 27034.14 | 28051.86 |
| August, 2016 | 44.65 | 37.35 | 42.45 | 28532.25 | 27627.97 | 28452.17 |
| September, 2016 | 43.75 | 37.00 | 39.00 | 29077.28 | 27716.78 | 27865.96 |
| October, 2016 | 49.90 | 39.40 | 43.55 | 28477.65 | 27488.3 | 27930.21 |
| November, 2016 | 47.20 | 38.00 | 39.45 | 28029.8 | 25717.93 | 26652.81 |
| December, 2016 | 44.15 | 34.25 | 42.60 | 26803.76 | 25753.74 | 26626.46 |
| January, 2017 | 88.50 | 41.05 | 88.45 | 27980.39 | 26447.06 | 27655.96 |
| February, 2017 | 111.30 | 49.70 | 54.90 | 29065.31 | 27590.1 | 28743.32 |
| March, 2017 | 77.85 | 55.40 | 59.90 | 29824.62 | 28716.21 | 29620.50 |





E. Registrar and Share Transfer Agent

MAS Services Limited

T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020

Tel: +91-11-2638 7281/82/83, Fax: +91-11-2638 7384

E-mail: info@masserv.com

Website: www.masserv.com

F. Share Transfer System

The shares under physical segment are transferred through MAS Services Limited. MAS receives the request for splitting/consolidation of shares, issue of duplicate shares, the shares to be transferred along with the transfer deed from transferee, verify it, prepares the Memorandum of transfer etc.

Further, pursuant to Regulation 40(9) & (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Certificate from Practicing Company Secretary on half yearly basis confirming due compliance of share transfer formalities by the Company has been submitted to Stock Exchanges within stipulated time. Further, it is also confirmed that all transfer of shares were completed within the prescribed time period

G. Distribution of Shareholding
DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2017

| Shareholding of Nominal Value (in Rs.) | Number of shareholders | % to Total shareholders | Total Shares | Amount (in Rs.) | % of shares |
|--|------------------------|-------------------------|-----------------|------------------|---------------|
| 1-5000 | 14532 | 84.10 | 2103446 | 21034460 | 4.19 |
| 5001 - 10000 | 1491 | 8.63 | 1270355 | 12703550 | 2.53 |
| 10001 - 20000 | 670 | 3.88 | 1038369 | 10383690 | 2.07 |
| 20001 - 30000 | 220 | 1.27 | 559002 | 5590020 | 1.11 |
| 30001 - 40000 | 114 | 0.66 | 414745 | 4147450 | 0.83 |
| 40001 - 50000 | 78 | 0.45 | 365795 | 3657950 | 0.73 |
| 50001 - 100000 | 99 | 0.57 | 726591 | 7265910 | 1.45 |
| 100001 and above | 76 | 0.44 | 43719033 | 437190330 | 87.09 |
| Total | 17280 | 100.00 | 50197336 | 501973360 | 100.00 |

SHAREHOLDING PATTERN AS ON MARCH 31, 2017

| S. No. | Category of Shareholders | No. of Shareholders | No. of Shares | Percentage |
|--------|------------------------------|---------------------|-----------------|---------------|
| 1 | Promoter & Promoter Group* | 6 | 33893925 | 67.52 |
| 2 | Financial Institutions Banks | 1 | 400 | Negligible |
| 3 | Individual | 16804 | 8363213 | 16.66 |
| 4 | NBFCs registered with RBI | 1 | 10000 | 0.02 |
| 5 | Non resident Indians | 40 | 20699 | 0.04 |
| 6 | Clearing Members | 223 | 671869 | 1.34 |
| 7 | Bodies Corporate | 205 | 7237230 | 14.42 |
| | Total | 17280 | 50197336 | 100.00 |

***Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group" as on March 31, 2017**

| S. No. | Name of Promoter | Total Shares held | |
|--------|----------------------------------|-------------------|----------------|
| | | Number | Percentage (%) |
| 1. | Sunil Kumar Jain | 12663768 | 25.23 |
| 2. | Vanya Jain | 648815 | 1.29 |
| 3. | Utkarsh Jain | 958910 | 1.91 |
| 4. | NECC Securities Private Limited | 7656880 | 15.25 |
| 5. | NECC Automobiles Private Limited | 8334152 | 16.60 |
| 6. | Suvi Developers Private Limited | 3631400 | 7.23 |

H. Dematerialization of Shares and Liquidity

The shares of the Company are in compulsory dematerialized segment and available for trading under systems of both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The names and addresses of the Depositories are as under:

National Securities Depository Limited
 Trade World, 4th Floor, Kamala Mills Compound
 Senapathi Bapat Marg, Lower Parel, Mumbai-400 013

Central Depository Services (India) Limited
 Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street,
 Mumbai-400 023

The details of number of shares held in dematerialized and physical form as on March 31, 2017 was as under:

| Category | Number of Shareholders | Number of Shares |
|--------------|------------------------|------------------|
| Physical | 472 | 384226 |
| NSDL | 9644 | 29845884 |
| CDSL | 7164 | 19967226 |
| Total | 17280 | 50197336 |

Physical
384226

CDSL
19967226

NSDL
29845884

I. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion dates and likely impact on equity.

No GDRs/ADRs/Warrants or any Convertible instruments have been issued by the Company.

J. Annual Listing fees to Stock Exchanges

The Company has paid Annual Listing Fee for the financial year 2016-17 to NSE and BSE. Further, the payment to Delhi Stock Exchange will be made on receipt of invoice.

K. Annual Custodial Fees to Depositories

The Company has timely paid the annual custodian fee for financial year 2016-17 to NSDL and CDSL.

L. Plant Locations

As a Company is a Transport & Logistics Company, it does not have any plant unit. However, apart from Registered and Corporate Office, the Company has 250 Branch offices including Zonal Offices etc.

M. Address for Communication/Correspondence

North Eastern Carrying Corporation Limited
 NECC House, 9062/47, Ram Bagh Road, Azad Market
 Delhi-110006, India
 Email ID: cs@neccgroup.com/slyadav@neccgroup.com

For and on Behalf of the Board of Director of
North Eastern Carrying Corporation Limited

Place: Delhi

Date: 9th August, 2017

SD/-

(Sunil Kumar Jain)

Chairman and Managing Director
DIN: 00010695

COMPLIANCE CERTIFICATE BY CEO/MD AND CHIEF FINANCIAL OFFICER*(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To
The Board of Directors
North Eastern Carrying Corporation Limited

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

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2017 and that to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (d) We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee;
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Place: Delhi

Date: 09.08.2017

Sd/-

Sunil Kumar Jain

(Chairman & Managing Director)

DIN: 00010695

Sd/-

Shyam Lal Yadav

(Vice President and CFO)

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

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 2016-17. This code of conduct is available at the registered office of the Company.

Place: Delhi

Date: 09.08.2017

On Behalf of the Board of Directors of

North Eastern Carrying Corporation Limited

Sd/-

(Sunil Kumar Jain)

Chairman & Managing Director

DIN: 00010695

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

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

To
The Members of
North Eastern Carrying Corporation Limited

We have examined the compliance of conditions of Corporate Governance by North Eastern Carrying Corporation Limited, for the year ended on March 31, 2017, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

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

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

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

For, M/s Sanghi & Co.
Chartered Accountants

Sd/-
Ram Kishan Sanghi
Proprietor
M. No. 091534

Place: Delhi
Date: 9th August, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

The Management of the Company is pleased to present its report on Industry Scenario including Company performance during the financial year 2016-17.

1. BUSINESS ENVIRONMENT

Transport is a crucial driver of economic and social development, bringing opportunities for the poor and enabling economies to be more competitive. Transport infrastructure connects people to jobs, education, and health services; it enables the supply of goods and services around the world; and allows people to interact and generate the knowledge and solutions that foster long-term growth. The transportation sector is a broad category that includes industries such as shipping, trucking, airlines, parcel delivery and railroads. Transportation businesses operate in every economy, and sector revenues are primarily dictated by economic activity. The sector is crucial to reducing poverty, boosting prosperity, and achieving the Sustainable Development Goals, as transport is at the heart of critical development challenges:

- **Climate change:** Transport accounts for about 64% of global oil consumption, 27% of all energy use, and 23% of the world's energy-related CO2 emissions. With motorization rates on the rise, the environmental impact of the sector is expected to grow dramatically.
- **Rapid urbanization and motorization:** Cities will be home to some 5.4 billion residents by 2050, equivalent to 2/3 of the projected global population. The number of vehicles on the road will double to reach 2 billion by 2050.
- **Accessibility and affordability:** An estimated one billion people in low-income countries still lack access to an all-weather road. In many cities, time lost to congestion erodes prosperity. High mobility costs cut the disposable income of the poor who often lack reliable and affordable public transportation.
- **Road safety:** More than 1.25 million people are killed and up to 50 million are injured on the world's roads every year. Low and middle-income countries account for 90% of the deaths although they own just half the world's motor vehicles.
- **Air pollution:** pollution from motorized road transport has been associated with a wide range of health conditions, including cardiovascular and pulmonary diseases. Each year, almost 185,000 deaths can be directly attributed to pollution from vehicles.

As the developing world rapidly urbanizes, there is an opportunity to build safer, cleaner, more efficient and accessible transport systems that reduce congestion and pollution, facilitate access to jobs, and lower transport energy consumption. In emerging mid-size cities, where most of the new urban dwellers will live, city planners have an opportunity to design sustainable and inclusive transport systems from the start, leapfrogging more polluting and costly modes. In older or larger cities, technology and big data are helping better map travel patterns and needs, engaging citizens, and improving the quality and efficiency of transport solutions.

World trade is the main driver for transportation of goods across oceans, roads, and - more marginally - for air transportation. However, world trade has lost momentum since the crisis and even slowed to a lowest at +1.2% in 2016 compared with +6.8% for the 2003-2008 average. During that period, companies massively invested to increase capacities in order to cope with increasing world demand, but the persistent weaknesses in demand continue to weigh on prices. Another driver is the increasing movement of people, especially through air travel. The robust annual rate growth (+6%) relies on higher demand for business travel and tourism. Transport companies around the world are taking advantage of this trend and the still-low oil price. Net profits, driven by the US, have doubled between 2014 and 2016. For 2017, we forecast an oil price of about 54\$/b (compared to 45\$/b in 2016). This can prompt a slight decline in net profit at 7.9% of turnover (down from 8.2%).

- Continuing to increase e.g. Norway is due to tender its first two rail contracts in 2017 and two new operators commenced two Singapore bus packages in 2016.
- Bus Rapid Transit and Light Rail are increasingly preferred to meet this need for short distance systems — cost effective and flexible versus Heavy Rail. 'New build' provides an opportunity for better integrated transport than in developed countries.
- Environmental footprint is important: World Bank/European Development Bank funding is increasingly linked to environmental targets.
- Africa and Asia are urbanizing faster than the other regions and according to a report by the United Nations¹ are projected to become 56 and 64 percent urban, respectively, by 2050.
- Uber as a 'disruptor': a threat to bus companies if they get the price point right.

2. INDIAN INDUSTRY STRUCTURE AND DEVELOPMENT

The financial year 2016–17 Union Budget laid an emphasis on infrastructure growth with plans to develop highways, railways and rural roads, and revive unused airstrips and airports. The government also announced the revival of the Sagarmala project for port modernization and port automation, development of multimodal logistics parks, smart cities project and dedicated freight corridors, such as the Delhi Mumbai Industrial Corridor. The successful and timely completion of these proposed projects can help ensure cost effectiveness and operational efficiencies in the transport and logistics sector. It was expected that the government might take initiatives to resolve pending issues on Goods and Services Tax (GST), land acquisition, environmental clearances, development of digitalization, etc., which could help reduce the delays in the transport and logistics infrastructure development.

The Indian logistic industry has been gaining traction, with e-commerce penetration, economy revival, proposed GST implementation and government initiatives like “Make in India”, National Integrated Logistic Policy, 100% FDI in warehouses and food storage facilities, etc. Some of the aforementioned initiatives during FY12-FY16 (refers to the period April 1 to March 31) have led to significant improvement in functioning and operations of logistics companies in India which is reflected in multiple notching up of India’s logistic performance index (LPI) rank by 19 places to 35th position from 54th position as per LPI 2016 report by World Bank.

Furthermore, with respect to India’s GDP growth the logistics industry is expected to grow at 1-1.5x as logistics business is directly correlated with economic activity. Considering the aforementioned aspect the Indian logistic industry is projected to grow at a CAGR of 15-20% during FY16 to FY20.

INDIAN LOGISTIC SEGMENT

The Indian logistic sector is primarily categorized into four segments comprising Transportation (rail, road, air, water-ways), warehousing (Container freight stations and Inland Container Depots), freight forwarding and value-added logistics. The transportation contributes maximum (60%) to the whole pie of logistic sector which comprises of various means such as road, rail, air and water. India being emerging country is primarily dependent upon transportation through land, i.e, road and rail. The transportation through road and rail together contributes about 56% followed by Warehousing 24.5% comprising industrial and agricultural storage in the entire pie of logistics segment.

As per the Railway Budget for the year 2016-17, the capital plan has been pegged at Rs.1.21 lakh crore. The railway ministry has given emphasis on rapid expansion of freight business to take up freight corridors. As a part of reviving the existing ports of the country, the Indian government has developed 10 coastal economic regions which led to improvement in the capacity of all the major ports to 892.92 MMT as on January 31, 2016 (871.52 MMT as on March 31, 2015). Furthermore, the government is taking up various initiatives such as investing Rs.70,000 crore under ‘Sagarmala project’ in 12 major ports in the next five years, allowing upto 100% FDI under automatic route for port development projects and providing income tax incentives.

How the introduction of Goods and Service Tax (GST) would benefit the Indian logistic industry?

The implementation of Goods and Service Tax (GST) bill is expected to trim the logistic costs upto 20% from the current levels, however, the persisting high logistic costs could only be resolved by development of logistics infrastructure. Transportation alone holds 60% share of the logistic industry and rest 40% is contributed by warehousing, freight forwarding, value-added logistics, etc. Thus, the growth in logistic sector to a large extent depends upon successful implementation of the aforesaid initiatives taken by the government.

Goods and service tax is a colligation of multiple taxes levied by both Central (ie, excise duty, countervailing duty and service tax) and state (value-added tax, Octroi and entry tax, luxury tax, etc) governments when an end user purchases goods or services. It means same level of taxation would be charged on a specific product or service across the entire country irrespective of being manufactured and sold in different states. The planned dual GST model (central GST and state GST) proposes to replace around 29 state and federal taxes and tariffs for a single tax at the point of sale. The current combined Centre and State statutory rate works out to be 26.5% (Cenvat of 14%, and VAT of 12.5%), whereas post GST implementation the same is expected to reduce to standard rate of about 18-21% which will be levied on most goods and all services.

3. 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 2016-17. 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 250 (approx) branches offices across 28 states and 4 countries- India, Nepal, Bhutan and Bangladesh and around 800 employee base. The Company provides carriage of both FTL (Full Truck Load) and Parchoon products throughout four corners of India, Nepal and Bhutan. FTL clients include big giants of FMCG, beverage and electrical industries while textile & hosiery, FMCG, Auto & Motor parts, Pharma and chemicals sectors is the parchoon client. Partial truck load Sundry Movement, now contributes 49% of revenues and Full truck load grew by 29% during the year. The Company is planning to increase the warehousing space from 1.5 Million sq feet includes owned and leased under management. All trucks equipped with GPS tracking

The Company has an integrated logistics solutions provider with presence pan India, Nepal and with an operational set up in Bhutan and Bangladesh. The Company has capabilities in Part Truck Load (PTL) and rail logistics for all types of materials:

- o Well entrenched reliable network across India - able to execute individual business needs in an efficient and cost effective manner
- o Caters to Industrial, MNCs and highly regarded entities' requirement to freight their critical materials throughout as well as outside India

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



OPPORTUNITIES & THREATS

In the 'Indian Logistics Industry 2016 Outlook', the industry is likely to grow at a CAGR of 8.6% between 2015 and 2020; it grew at a CAGR of 9.7% during 2010-2015. Transportation and Communication accounted for 7% of the nation's GDP in 2015, accounting for around US \$130.44 billion. The key drivers of this growth are infrastructure investment associated with ports, airports, and other logistics development plans, domestic demand growth, and increasing trade.

Growth prospects for the Indian logistics sector looks promising in 2016 with support from numerous Government initiatives in the areas of trade and industry promotion, logistics infrastructure development, and tax reforms. In addition to this, the booming e-commerce sector is likely to support strong growth in the warehousing segment. Dedicated freight corridor, increased port connectivity, and proposed auto hub are likely to increase share of railways in land transport. Despite economic uncertainties, the Indian logistics sector is likely to grow above 6% in 2016.

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

- The government allocated INR 64,900 crore towards the development of national highways
- The government allocated INR 131,000 crore towards the capital expenditure for the railways, of which INR 55,000 crore would be contributed by the central government, while the rest is expected to come from market borrowings,

internal generation and PPP

- Including the capital expenditure for the railways, the total outlay on roads and rails would be INR 2.22 lakh crore for 2016–17. The total outlay for transport sector would be INR 2.41 lakh crore
- The government plans to commission 3,500 kms of railway lines during 2017–18, up from 2,800km in 2016–17, along with dedicated trains to be launched for tourism and pilgrimage
- The government allocated INR 600 crore for the Sagarmala project
- Further, the government has identified 2,000 km of coastal roads to be developed to facilitate hinterland connectivity with ports and remote villages and accelerate the development of Coastal Economic Zones under the Sagarmala project.
- The government announced plans to amend the Airport Authority of India Act to enable effective modernization of land assets. The revenue so generated shall be utilized for airport upgrades, development of new regional airports and to reduce aeronautical charges
- The government plans to introduce specific programmes for the development of multi-modal logistics parks and multi-modal transport facilities
- The government plans to institutionalize a dispute resolution framework for infrastructure projects under the PPP model and public utility contracts.
- 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.
- Expected increase in freight during 2010-2020
- The satellite watch over fleets through GPRS system shall also enhance the timely and prompt delivery of consignment to the prospective clients.

Threat

The transport and logistics sector in India is fragmented; with a need for improvement in infrastructure as well as information technology penetration to help tackle operational inefficiencies:

- Infrastructure projects are beset by time and cost overruns emanating from delay in execution, resulting in disputes between private partners and government agencies. Characteristically, these disputes involve large amounts of invested capital and have a sluggish redressal
- The delay in the implementation of GST has been impacting the readiness of logistics service providers and end users. The draft GST law stipulates a rate of 18 per cent for most services with no reference to any abatement, which is currently available for transporting goods via road, rail and sea. In the absence of any abatements, the logistics cost for users is expected to increase significantly
- The current modal mix for cargo transportation is skewed towards roads with under utilization of low cost modes — rail, coastal shipping and inland waterways
- There is a need for a focused plan for skill development in the wider Indian logistics landscape
- There are bottlenecks in hinterland connectivity resulting in higher lead times in cargo movement and lower turnaround time in supply chain.
- Competition from local and multinational players.
- Damages, accident and theft are matter of concern during voyage.
- Natural disturbance inform of floods, cyclone, landslides in major parts of India.
- Due to above two conditions, the claims from clients increases and inflow of revenue decreases and finally resulted into long legal litigation.

INTERNAL CONTROL SYSTEM

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

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

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

RISK MANAGEMENT

The Indian transport industry is a growing avenue and widely opens for new entrepreneurs. The Company takes a very extensive view of business risk. The Company always keeps itself changing with the changed environment of operation,

technology and innovative ideas. The Company has risk management team constituting the professionals and functional specialists who critically examines and audit the adequacy, relevancy, efficiency and effectiveness of the control system, compliance with policies. The Company however faces the following risks:

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

CONTINGENT LIABILITIES

The details of the Company's contingent liabilities has given the Balance Sheet as on 31st March 2017 as attached herewith.

HUMAN RESOURCE

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

For effective and meaningful Human Resource management at NECC, we concentrate on all aspects of the employee lifecycle to provide a holistic experience to the NECC'ites. During their tenure with NECC, a NECC'ite is motivated through various skill development interventions, including job rotations, customized training programme and engagement and volunteering programs. To ensure good mix of experience with fresh perspective, we have been focusing both on hiring high potential candidates from premier campuses and other companies as well as internal promotion to grow and nurture existing talent pool. We also strived to be more open, transparent and objective in our people processes. Through the annual employee engagement survey, a number of key focus areas were identified and many NECC'ite were invited and consulted to create action plan to address it. We encourage debate and open dialogue on various processes directly impacting NECC'ites which helps us to develop and improvise our people strategy for future.

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

CAUTIONARY STATEMENT

Statements in the "Management Discussion and 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

Sd/-

(Sunil Kumar Jain)

Chairman and Managing Director

DIN: 00010695

Place: Delhi

Date: 9th August, 2017

Independent Auditor's Report

To
The Members of
North Eastern Carrying Corporation Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **NORTH EASTERN CARRYING CORPORATION LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Financial Statements

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes (SBNs) during the period from 8th November, 2016 to 30th December, 2016 and these disclosures are in accordance with the books of account maintained by the company.

**For and on behalf of
Sanghi & Co.**

Chartered Accountants

Firm's Registration Number: 012619N

Sd/-

Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: Delhi

Date: 30.05.2017

NORTH EASTERN CARRYING CORPORATION LIMITED

Annexure A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

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

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

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

8. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or banks.
9. According to the information and explanation given to us, the moneys raised during the year, by way of term-loans/ IPOs, were applied for the purpose for which those were raised.
10. Based on the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company and nor any fraud on the company by its officers or employees has been noticed or reported during the year.
11. Based on the audit procedures performed and the information and explanations given by the management, Managerial Remuneration has been paid or provided in accordance with provisions of Companies Act, 2013.

12. In our opinion, the company is not a Nidhi company within the meaning of relevant law.
13. Based on the audit procedures performed and the information and explanations given by the management, all transactions with related parties are in compliance with section 188 of the Companies Act, 2013 and requisite details have been disclosed in the financial statements as required by the applicable accounting standards.
14. Based on the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or partly convertible debentures u/s 42 of the Companies Act, 2013 during the year.
15. Based on the audit procedures performed and the information and explanations given by the management, the company has not entered in to any non-cash transaction with directors or others in contravention of section 192 of the Companies Act, 2013.
16. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For and on behalf of

Sanghi & Co.

Chartered Accountants

Firm's Registration number: 012619N

Sd/-

Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: Delhi

Date: 30.05.2017

NORTH EASTERN CARRYING CORPORATION LIMITED

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

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

We have audited the internal financial controls over financial reporting of North Eastern Carrying Corporation Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the **standalone** financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect

the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For and on behalf of
Sanghi & Co.**

Chartered Accountants

Firm's Registration Number: 012619N

Sd/-

Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: Delhi

Date: 30.05.2017

NORTH EASTERN CARRYING CORPORATION LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2017

| PARTICULARS | Notes | As At 31.03.2017 <u>Amt. In Rs.</u> | As At 31.03.2016 <u>Amt. In Rs.</u> |
|--|-------|---|---|
| EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 4 | 50,19,73,360 | 50,19,73,360 |
| (b) Reserves and Surplus | 5 | 28,29,53,006 | 22,69,43,414 |
| (c) Money received against share warrants | | 0 | 0 |
| (2) Share Application money pending allotment | | 0 | 0 |
| (3) Non-Current Liabilities | | | |
| (a) Long-Term Borrowings | 6 | 6,90,32,572 | 5,03,55,648 |
| (b) Deferred Tax Liabilities (Net) | | 0 | 0 |
| (c) Other Long Term Liabilities | | 0 | 0 |
| (d) Long Term Provisions | | 0 | 0 |
| (4) Current Liabilities | | | |
| (a) Short-Term Borrowings | 7 | 76,46,94,881 | 73,26,12,134 |
| (b) Trade Payables | 8 | 1,63,17,721 | 4,15,06,955 |
| (c) Other Current Liabilities | 9 | 4,63,37,055 | 3,92,01,839 |
| (d) Short-Term Provisions | 10 | 8,63,56,517 | 7,76,06,149 |
| Total Equity & Liabilities | | 176,76,65,112 | 167,01,99,498 |
| ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Fixed Assets | 11 | | |
| (i) Gross Block | | 36,11,56,288 | 35,38,13,788 |
| (ii) Depreciation | | 17,61,58,897 | 17,01,86,194 |
| (iii) Net Block | | 18,49,97,391 | 18,36,27,594 |
| (b) Non-current investments | | 0 | 0 |
| (c) Deferred tax assets (net) | | 49,33,169 | 48,99,816 |
| (d) Long term loans and advances | 12 | 4,09,22,354 | 4,19,06,995 |
| (e) Other non-current assets | | 0 | 0 |
| (2) Current Assets | | | |
| (a) Current investments | 13 | 1,00,000 | 1,00,000 |
| (b) Inventories | | 0 | 0 |
| (c) Trade receivables | 14 | 126,65,43,913 | 120,14,47,422 |
| (d) Cash and cash equivalents | 15 | 3,58,79,628 | 3,24,39,380 |
| (e) Short-term loans and advances | 16 | 23,42,88,656 | 20,57,78,291 |
| (f) Other current assets | | 0 | 0 |
| Total Assets | | 176,76,65,112 | 167,01,99,498 |

Significant Accounting Policies 1,2,3
The Notes No. 1 to 37 are integral part of these financial statements.

Auditor's Report

As per our separate report of even date attached

For M/s. Sanghi & Co.

Chartered Accountants

Firm Registration No.: 012619N

Sd/-

Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: Delhi

Date: 30.05.2017

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

Sd/-

Sunil Kumar Jain

Managing Director

DIN : 00010695

Sd/-

Mamta Bisht

Company Secretary

M. No. 30347

Sd/-

Utkarsh Jain

Director

DIN : 05271884

Sd/-

S. L. Yadav

CFO

NORTH EASTERN CARRYING CORPORATION LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

| PARTICULARS | Notes | As At 31.03.2017 <u>Amt. In Rs.</u> | As At 31.03.2016 <u>Amt. In Rs.</u> |
|---|-------|---|---|
| INCOME | | | |
| Revenue from operations | 17 | 547,99,20,013 | 538,35,49,876 |
| Other Income | 18 | <u>70,28,702</u> | <u>1,39,54,933</u> |
| Total | | <u>548,69,48,715</u> | <u>539,75,04,809</u> |
| EXPENSES | | | |
| Operating/Direct Cost/Services Availed | 19 | 501,59,41,692 | 493,39,92,241 |
| Purchase of Stock-in-Trade | | 0 | 0 |
| Changes in inventories of Finished Goods,WIP & Stock | | 0 | 0 |
| Employee Benefit Expenses | 20 | 13,13,35,567 | 11,37,09,697 |
| Financial Costs | 21 | 8,05,45,010 | 9,29,39,847 |
| Depreciation and Amortization Expense | 22 | 2,70,26,355 | 3,06,56,581 |
| Other Administrative Expenses | 23 | <u>14,20,16,451</u> | <u>13,66,24,381</u> |
| Total | | <u>539,68,65,075</u> | <u>530,79,22,747</u> |
| Profit before exceptional and extraordinary items and tax | | 9,00,83,640 | 8,95,82,061 |
| Exceptional Items | | <u>0</u> | <u>0</u> |
| Profit before extraordinary items and tax | | 9,00,83,640 | 8,95,82,061 |
| Extraordinary Items | | <u>0</u> | <u>0</u> |
| Profit before tax | | 9,00,83,640 | 8,95,82,061 |
| Tax expense: | | | |
| (1) Provision for Current tax (Income Tax) | | 3,37,47,848 | 2,91,76,507 |
| (2) Deferred Tax Savings/(Charge) | | 33,353 | -6,32,986 |
| (3) Provision for tax(Earlier year) W/back | | <u>3,59,553</u> | <u>33,76,352</u> |
| Profit(Loss) from the period from continuing operations | | 5,60,09,592 | 5,63,96,216 |
| Profit/(Loss) from discontinued operations | | 0 | 0 |
| Tax expense of discontinued operations | | 0 | 0 |
| Profit/(Loss) from Discontinued operations | | 0 | 0 |
| Profit/(Loss) for the period | | <u>5,60,09,592</u> | <u>5,63,96,216</u> |
| Earning per equity share: | | | |
| (1) Basic | | 1.12 | 1.10 |
| (2) Diluted | | 1.12 | 1.10 |

Significant Accounting Policies

1,2,3

The Notes No. 1 to 37 are integral part of these financial statements.

Auditor's Report

As per our separate report of even date attached

For M/s. Sanghi & Co.

Chartered Accountants

Firm Registration No.: 012619N

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

Sd/-
Ram Kishan Sanghi

Proprietor
M. No. 091534

Place: Delhi
Date: 30.05.2017

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
S. L. Yadav
CFO

NORTH EASTERN CARRYING CORPORATION LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2017

| | <u>Amt. In Rs.</u> | <u>As At 31.03.2017 Amt. In Rs.</u> | <u>As At 31.03.2016 Amt. In Rs.</u> |
|--|--------------------|---|---|
| A. Cash Flow From Operating Activities: | | | |
| Net Profit before taxation | 9,00,83,640 | 8,95,82,061 | |
| Add: Depreciation | <u>2,70,26,355</u> | <u>3,06,56,581</u> | |
| Sub-Total | 11,71,09,995 | 12,02,38,642 | |
| Less: Profit on Sale of Fixed Assets | 10,09,804 | 1,57,577 | |
| Less: Interest on Income Tax Refund/Other Interest | <u>3,64,563</u> | <u>4,05,101</u> | |
| Operating Profit before working capital changes | 11,57,35,628 | 11,96,75,964 | |
| Less: Increase in Sundry Debtors | 6,50,96,491 | 6,56,11,698 | |
| Add: Decrease in Loans & Advances | (2,75,25,724) | 5,81,39,485 | |
| Add: Increase in Current Liabilities | <u>(93,03,649)</u> | <u>(5,87,40,819)</u> | |
| Cash generated from operations | 1,38,09,763 | 5,34,62,932 | |
| Less: Income Tax Paid/ Provided | <u>3,41,07,401</u> | <u>3,25,58,321</u> | |
| Net Cash From Operating Activities | (2,02,97,637) | (2,02,97,637) | 2,09,04,611 |
| B. Cash Flow From Investing Activities: | | | |
| Add: Sale Proceeds of Fixed Assets | 22,33,500 | 56,82,701 | |
| Add: Interest on Income Tax Refund/Other Interest | 3,64,563 | 4,05,101 | |
| Less: Purchase of Fixed Assets | <u>2,96,19,846</u> | <u>7,20,71,137</u> | |
| Net Cash Outflow from Investing Activities | (2,70,21,783) | (2,70,21,783) | (6,59,83,335) |
| C. Cash Flow From Financing Activities: | | | |
| Add: Increase in Secured Loans | 7,59,671 | 4,56,32,864 | |
| Add : Increase in Unsecured Loans | <u>5,00,00,000</u> | <u>50,00,000</u> | |
| Net Cash Inflow from Financing Activities | 5,07,59,671 | 5,07,59,671 | 4,06,32,864 |
| Net Increase in Cash & Cash Equivalents (A+B+C) | | 34,40,250 | (44,45,861) |
| Add: Cash & Cash Equivalents at beginning of Year | | 3,24,39,380 | 3,68,85,243 |
| Cash & Cash Equivalents at end of Year | | <u>3,58,79,628</u> | <u>3,24,39,380</u> |

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

Place: Delhi
Date: 30.05.2017

| | |
|--|---|
| Sd/- Sunil Kumar Jain Managing Director DIN : 00010695 | Sd/- Utkarsh Jain Director DIN : 05271884 |
| Sd/- Mamta Bisht Company Secretary M. No. 30347 | Sd/- 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 31.03.17. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the books and records of the company and also the statement of Profit & Loss and Balance Sheet of the company covered by our report of even date to the members of the Company.

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

Place: Delhi
Date: 30.05.2017

Sd/-
Ram Kishan Sanghi
Proprietor
M. No. 091534

NORTH EASTERN CARRYING CORPORATION LIMITED
Notes to the financial statements for the year ended March 31, 2017

1. Corporate information

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

2. Basis of preparation

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

3. Summary of significant accounting policies

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

• Use of estimates

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

• Contingent Liabilities

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

• Fixed Assets

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

• Leases

Lease rentals in respect of operating lease arrangements are recognized as an expense in the profit & loss account on accrual basis with reference to lease terms and other considerations.

• Investment

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

• Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.

- **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- **Income tax**

- o 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.

- o 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**

- o **Gratuity:** Gratuity is provided on the basis of calculations of the actuary.

- o **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.

- o **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, 2017

| | As On 31.03.2017 Amt.In (Rs.) | As On 31.03.2016 Amt.In (Rs.) |
|---|--|--|
| Note - 4: Share Capital | | |
| Authorized Share Capital : | | |
| 54000000 Equity Shares of Rs 10 each | 54,00,00,000 | 54,00,00,000 |
| Issued , Subscribed and fully paid up shares : | | |
| 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

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

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

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

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

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%) | 6036494(12.03%) |
| Utkarsh Jain | 0 | 3000000(5.98%) |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 <u>Amt.In (Rs.)</u> | As On 31.03.2016 <u>Amt.In (Rs.)</u> |
|--|---|---|
| Note : 5 Reserves & Surplus | | |
| Shree Ganesh Ji Maharaj | 1,101 | 1,101 |
| Surplus/Deficit in the statement of profit and loss | | |
| Balance as per last financial statements | 22,69,42,313 | 17,05,46,097 |
| Profit (-Loss) after tax for the year | 5,60,09,592 | 5,63,96,216 |
| Closing Balance | <u>28,29,51,905</u> | <u>22,69,42,313</u> |
| Total | <u>28,29,53,006</u> | <u>22,69,43,414</u> |

Note : 6 Long Term Borrowings

Vehicle Loans:

| | | |
|--|-------------|-------------|
| Kotak Mahindra Bank | 87,63,309 | 2,83,55,272 |
| ICICI Bank Ltd | 6,22,224 | 0 |
| HDFC Bank Limited | 1,23,56,075 | 74,75,197 |
| Audi Finance Limited | 0 | 3,60,065 |
| Yes Bank | 1,53,542 | 0 |
| BMW Financial Services Limited | 16,86,418 | 40,29,214 |
| (Secured against hypothecation of vehicles financed) | | |

| | | |
|---|-------------|-------------|
| Kotak Mahindra Bank - Working Capital Term Loan | 4,54,51,003 | 1,01,35,901 |
| (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) | | |

| | | |
|--------------|--------------------|--------------------|
| Total | <u>6,90,32,572</u> | <u>5,03,55,648</u> |
|--------------|--------------------|--------------------|

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
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, 2017

| | As On 31.03.2017 Amt.In (Rs.) | As On 31.03.2016 Amt.In (Rs.) |
|---|--|--|
| Note : 7 Short Term Borrowings | | |
| HDFC Bank Limited | 1,15,17,919 | 62,96,380 |
| ICICI Bank Limited | 3,08,126 | 0 |
| Volkswagen | 0 | 0 |
| Kotak Mahindra Bank | 2,06,53,506 | 2,08,82,468 |
| Audi Finance Limited | 3,60,065 | 20,70,030 |
| Yes Bank Ltd | 77,391 | 0 |
| BMW Financial Services Limited | 23,42,795 | 21,36,353 |
| (Secured against hypothecation of vehicles financed) | | |
| Kotak Mahindra Bank - Working Capital Term Loan | 3,01,32,410 | 3,80,00,176 |
| Oriental Bank of Commerce (WDCL) | 35,00,00,000 | 35,00,00,000 |
| Kotak Mahindra Bank (OD A/c) | 21,59,63,080 | 22,42,98,499 |
| Oriental Bank of Commerce (OD A/c.) | 8,33,39,590 | 8,89,28,228 |
| (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 | 5,00,00,000 | 0 |
| (From Directors) | | |
| Total | 76,46,94,881 | 73,26,12,134 |
| Note : 8 Trade Payables | | |
| Sundry Creditors | 1,63,17,721 | 4,15,06,955 |
| Total | 1,63,17,721 | 4,15,06,955 |
| Note : 9 Other Current Liabilities | | |
| Security Deposits | 2,55,000 | 9,11,147 |
| E. S. I. Payable | 2,75,896 | 1,90,958 |
| Provident Fund Payable | 9,04,527 | 8,14,330 |
| Professional Tax Payable | 10,920 | 10,578 |
| T. D. S. Payable | 19,92,071 | 24,80,166 |
| Service Tax Payable | 8,68,266 | 11,67,109 |
| Bonus/ Ex-Gratia Payable | 87,97,944 | 73,52,173 |
| Lorry Freight Payable | 1,23,85,788 | 79,94,147 |
| Claim Payable | 1,45,216 | 1,36,070 |
| Other Expenses & Liabilities Payable | 2,07,01,427 | 1,81,45,161 |
| Total | 4,63,37,055 | 3,92,01,839 |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 Amt.In (Rs.) | As On 31.03.2016 Amt.In (Rs.) |
|--|--|--|
| Note : 10 Short Term provisions | | |
| Provision for I. Tax (AY 2017-2018) | 3,02,54,848 | 0 |
| Provision for I. Tax (AY 2016-2017) | 0 | 2,91,76,507 |
| Provision for I. Tax (AY 2011-2012) | 2,21,60,772 | 2,21,60,772 |
| Provision for Fringe Benefit Tax (AY 2009-10) | 12,96,751 | 12,96,751 |
| Provision for Gratuity | 3,26,44,146 | 2,49,72,119 |
| Total | 8,63,56,517 | 7,76,06,149 |
| Note : 12 Long Term Loans & Advances | | |
| Security Deposits | 1,70,382 | 1,75,732 |
| Earnest Money Deposits | 95,02,034 | 1,10,16,889 |
| Landlord Security Deposits | 3,12,49,938 | 3,07,14,374 |
| Total | 4,09,22,354 | 4,19,06,995 |
| Note : 13 Current Investments - At Cost | | |
| 10,000/- fully paid up equity shares of Rs 10 each of N.E.C.C. Retail Solutions Private Limited (wholly owned subsidiary) | 1,00,000 | 1,00,000 |
| Total | 1,00,000 | 1,00,000 |
| Note : 14 Trade Receivables (Unconfirmed, Unsecured and Considered Good) | | |
| Debts outstanding for more than six months | 7,22,87,984 | 9,43,79,097 |
| Others Debts | 119,42,55,929 | 110,70,68,325 |
| Total | 126,65,43,913 | 120,14,47,422 |
| Note : 15 Cash & Cash Equivalent | | |
| Cash-in-Hand | | |
| Cash in Hand | 96,17,632 | 66,20,791 |
| Funds In Transit | 49,59,310 | 62,25,933 |
| | 1,45,76,942 | 1,28,46,724 |
| Bank Balance | | |
| Balance - In Current A/c | 1,48,44,539 | 1,52,52,732 |
| Fixed deposit under PMGKY (Three Years maturity) | 17,50,000 | 0 |
| Balance - In Fixed Deposits | 47,08,147 | 43,39,924 |
| | 2,13,02,686 | 1,95,92,656 |
| Total | 3,58,79,628 | 3,24,39,380 |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
S. L. Yadav
CFO

NORTH EASTERN CARRYING CORPORATION LIMITED

Note 11: Fixed Assets Annexed to and Forming Part of the Balance Sheet as on 31.03.2017

| Particulars | GROSS BLOCK | | | DEPRECIATION | | Amount In Rupees | |
|---|---------------------|----------------------------|-------------------------|---------------------|---------------------|---------------------|---------------------|
| | As At 01.04.2016 | Addition during the Yr. | Sale during the Year | As At 31.03.2017 | As At 01.04.2016 | For the Year | NET BLOCK |
| | | | | | As At 31.03.2017 | As At 31.03.2017 | As At 31.03.2016 |
| Tangible Assets | | | | | | | |
| Land | 24,45,049 | 8,75,923 | 0 | 33,20,972 | 0 | 0 | 24,45,049 |
| Building - 60 Years | 2,51,71,829 | 20,40,445 | 0 | 2,72,12,274 | 1,07,02,020 | 8,06,090 | 1,44,69,809 |
| Office Equipments - 5 Years | | | | | | | |
| Office Equipments | 36,38,968 | 2,63,304 | 24,150 | 38,78,122 | 26,65,895 | 5,17,645 | 9,73,073 |
| Motor Vehicles | | | | | | | |
| Car, Scooter and Cycle | 5,14,77,590 | 59,68,530 | 27,14,367 | 5,47,31,753 | 3,11,61,190 | 72,27,684 | 2,03,16,400 |
| Lorry & Trucks (SLM) - 6 Years | 19,79,86,223 | 1,87,67,009 | 1,94,94,132 | 19,72,59,101 | 10,94,70,871 | 1,61,24,610 | 8,85,15,352 |
| Electrical Install. & Fitt. - 10 Years | | | | | | | |
| Electrical Install. & Fitt. | 6,22,685 | 2,15,800 | 0 | 8,38,485 | 4,14,292 | 98,608 | 2,08,393 |
| Computers - 3Years | | | | | | | |
| Computers | 1,15,15,837 | 13,50,000 | 31,899 | 1,28,33,938 | 89,22,913 | 21,03,746 | 25,92,924 |
| Typewriters | 1,797 | 0 | 0 | 1,797 | 1,797 | 0 | 0 |
| Furniture & Fixtures - 10 Years | | | | | | | |
| Furniture & Fixtures | 75,79,811 | 1,38,835 | 12,800 | 77,05,846 | 68,47,216 | 1,47,972 | 7,32,595 |
| Intangible Assets | | | | | | | |
| Goodwill | 30,04,39,789 | 2,96,19,846 | 2,22,77,348 | 30,77,82,288 | 17,01,86,194 | 2,70,26,355 | 13,02,53,595 |
| Total | 5,33,74,000 | 0 | 0 | 5,33,74,000 | 0 | 0 | 5,33,74,000 |
| Previous Year | 35,38,13,789 | 2,96,19,846 | 2,22,77,348 | 36,11,56,288 | 17,01,86,194 | 2,70,26,355 | 18,36,27,595 |
| | 37,37,60,740 | 7,20,71,137 | 9,20,18,089 | 35,38,13,788 | 22,60,22,578 | 3,06,56,581 | 14,77,38,162 |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 Amt.In (Rs.) | As On 31.03.2016 Amt.In (Rs.) |
|---|--|--|
| Note : 16 Short Term Loans and Advances | | |
| (Unconfirmed, Unsecured & Considered Good) | | |
| (Advance recoverable in cash or in kind or for value to be recd.) | | |
| Staff Advances | 1,24,50,938 | 1,32,65,218 |
| Rates & Taxes Receivable | 1,60,90,482 | 1,80,93,778 |
| Prepaid Expenses & Recoverables | 3,80,092 | 19,81,100 |
| Refund Due (A/Y 09-10) | 10,44,163 | 10,44,163 |
| Advance Income Tax/TDS (AY 11-12) | 2,20,43,455 | 2,20,43,455 |
| Advance Income Tax/TDS (AY 16-17) | 0 | 2,10,55,176 |
| Advance Income Tax/TDS (AY 17-18) | 2,90,05,073 | 0 |
| Advance Fringe Benefit Tax (AY 09-10) | 13,25,000 | 13,25,000 |
| TDS Recoverable | 1,33,844 | 61,827 |
| Other Advances | 15,10,04,549 | 12,63,77,494 |
| Interest Accrued but not received on FDR | 8,11,061 | 5,31,081 |
| Total | 23,42,88,656 | 20,57,78,291 |
| Note : 17 Revenue from Operations | | |
| Freight | 544,26,53,101 | 537,86,19,611 |
| Loading & Unloading | 3,72,66,912 | 49,30,265 |
| Total | 547,99,20,013 | 538,35,49,876 |
| Note : 18 Other Income | | |
| Profit on sale of Fixed Assets | 10,09,804 | 1,57,577 |
| Discount on Finance | 11,34,729 | 51,13,448 |
| Insurance Claim | 3,50,806 | 39,94,452 |
| Interest received | 3,64,563 | 4,05,101 |
| Lorry Running and Maintenance | 0 | 6,67,992 |
| Interest on Income Tax | 0 | 9,33,636 |
| Warehouse Income | 41,68,800 | 26,82,726 |
| Total | 70,28,702 | 1,39,54,933 |
| Note : 19 Operating / Direct Cost/ Services Availed | | |
| Lorry Freight | 499,02,64,832 | 490,49,78,112 |
| Lorry Maintenance | 85,32,824 | 0 |
| Commission | 97,84,057 | 1,02,68,846 |
| Claims | 73,59,979 | 1,87,45,283 |
| Total | 501,59,41,692 | 493,39,92,241 |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 <u>Amt.In (Rs.)</u> | As On 31.03.2016 <u>Amt.In (Rs.)</u> |
|--|---|---|
| Note : 20 Employee Benefit Expenses | | |
| Establishment Expenses | 10,51,17,122 | 9,46,24,740 |
| PF/ESI | 78,91,083 | 67,66,855 |
| Gratuity | 89,18,135 | 45,87,653 |
| Recruitment & Training Expenses | 3,33,626 | 33,147 |
| Directors Remuneration | 60,00,000 | 48,00,000 |
| Staff Welfare | 30,75,601 | 28,97,303 |
| Total | <u>13,13,35,567</u> | <u>11,37,09,697</u> |
| Note : 21 Financial Cost | | |
| Bank Interest | 7,44,78,825 | 8,64,37,589 |
| Finance Cost - Vehicles | 60,66,185 | 65,02,258 |
| Total | <u>8,05,45,010</u> | <u>9,29,39,847</u> |
| Note : 22 Depreciation & Amortised Cost | | |
| Depreciation | 2,70,26,355 | 3,06,56,581 |
| Total | <u>2,70,26,355</u> | <u>3,06,56,581</u> |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 <u>Amt.In (Rs.)</u> | As On 31.03.2016 <u>Amt.In (Rs.)</u> |
|--|--|--|
| Note : 23 Other Administrative Expenses | | |
| Advertisement & Publicity | 19,66,020 | 16,39,703 |
| Books & Periodicals | 18,285 | 13,187 |
| Business Promotion | 59,896 | 24,693 |
| Bank Charges & Comm. | 20,93,125 | 40,63,223 |
| Car Expenses | 26,17,095 | 31,43,603 |
| Conveyance & Scooter Petrol | 18,20,269 | 17,78,010 |
| Corporate Social Responsibility Expenditure | 17,95,249 | 11,04,503 |
| Diwali Expenses | 1,79,950 | 3,36,045 |
| Donations | 2,52,500 | 2,77,000 |
| Electricity & Water Charges | 59,22,057 | 60,69,703 |
| Fees, Rates & Taxes | 26,41,643 | 9,29,345 |
| General Expenses | 14,13,460 | 13,78,351 |
| Generator Hire & Maintenance Charges | 8,98,051 | 9,30,191 |
| Insurance | 39,10,170 | 34,72,976 |
| Interest/Penalty on Late Deposit TDS | 64,828 | 17,859 |
| Interest on Late Deposit S. Tax/Additional Demand of S. Tax* | 27,13,323 | 22,10,238 |
| Internet Charges | 10,20,537 | 5,42,347 |
| Legal & Professional Expenses | 65,26,245 | 77,79,909 |
| Office Expenses | 4,70,700 | 5,74,110 |
| Packing & Forwarding Expenses | 4,47,317 | 4,09,186 |
| Penalty | 2,35,817 | 0 |
| Payment to Auditors | 1,50,000 | 1,50,000 |
| Postage & Courier | 17,66,155 | 17,68,981 |
| Printing & Stationary | 34,78,307 | 41,02,358 |
| Rent | 6,71,49,313 | 6,46,34,949 |
| Repair & Maintenance | 1,13,54,733 | 80,04,450 |
| Scooter Expenses | 31,57,384 | 28,31,627 |
| Security Guard Charges | 14,86,422 | 16,95,080 |
| Scholarship | 1,20,000 | 1,35,000 |
| Subscriptions | 4,19,622 | 2,66,509 |
| Telephone Expenses | 51,32,768 | 54,69,175 |
| Travelling Expenses | 88,45,348 | 97,39,104 |
| Warehouse Charges | 18,89,864 | 11,32,966 |
| Total | 14,20,16,451 | 13,66,24,381 |

*Also includes the service tax paid by the company under reverse charge mechanism,
Swachh Bharat Expense and Service tax Input

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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 |
| Utkarsh Jain | Key Managerial Personnel |

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

| Name of the party | Description of relationship |
|---------------------------------------|--|
| Shreyans Buildtech Private Limited | Enterprises over which Key Managerial Personnel are able to exercise significant influence |
| Shreyans Buildwell Private Limited | Enterprises over which Key Managerial Personnel are able to exercise significant influence |
| NECC Retail Solutions Private Limited | Wholly owned subsidiary company |
| Sunil Kumar Jain | Key Managerial Personnel |
| Utkarsh Jain | Key Managerial Personnel |
| Vanya Jain | Relatives of Key Managerial Personnel |
| 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 | Wholly owned subsidiary company | Others |
|---|---------------------------------|--|---|--|---------------|
| Rent Paid | 62,16,000 | 9,60,000 | 12,26,269 | - | 8,64,000 |
| Directors Remuneration | 60,00,000 | - | - | - | - |
| Loan Received | 5,00,00,000 | | | | |
| Amount Given | - | - | - | 15,000 | - |
| Personal/Corporate Guarantees obtained to the extent of loan taken by the Company | Yes | Yes | Yes | - | Yes |

25. The Company has paid fixed monthly remuneration to the directors in accordance with the provisions of section 196, 197, 203 and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Schedule V of the Companies Act 2013.

26. Contingent Liability not provided for:

- In Respect of Bank Guarantees issued by the bank on behalf of the company Rs 2,47,87,376/-.
- For claims/shortage not ascertained nor settled during the year. Claims lodged by customers but not settled by the company Rs 28,70,003/-.
- Approximate Liability on account of major cases filed against the company in various courts aggregating to Rs 19,31,040/-
- Income Tax Demand being contested before CIT (Appeals) Rs 2,12,030/-

27. Sundry Debtors include freight receivable against GRs issued during the year.

28. Tax Deducted at Source (A.Y. 2017-2018) 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. Disclosure regarding details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016 is as under

| | SBNs (Rs) | Other Denomination Notes (Rs) | Total (Rs) |
|---------------------------------------|------------------|--------------------------------------|-------------------|
| Closing cash in hand as on 08.11.2016 | 5,45,57,500/- | 14,87,561/- | 5,60,45,061/- |
| Add: Permitted receipts | - | 36,18,66,994/- | 36,18,66,994/- |
| Less: Permitted payments | - | 30,39,64,206/- | 30,39,64,206/- |
| Less: Amount deposited in Banks | 5,45,57,500/- | 2,43,54,000/- | 7,89,11,500/- |
| Closing cash in hand as on 30.12.2016 | - | 3,50,36,349/- | 3,50,36,349/- |

31. Deferred Tax has been created as per AS-22 issued by Institute of Chartered Accountants of India.

| Particulars | Deferred Tax Assets/(Liability) as at 01.04.2016 | Deferred Tax Credit/(Charge) for the year | Deferred Tax Asset/(Liability) as at 31.03.17 |
|--|--|---|---|
| On account of difference between book & tax dep. | (33,56,716) | (25,03,249) | (58,59,965) |
| On account of provision of gratuity | 82,56,532 | 25,36,602 | 1,07,93,134.00 |
| Total | 48,99,816 | 33,353 | 49,33,169 |

32. The debit and credit balances standing in the name of parties are subject to confirmation from them.
33. 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.
34. 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.
35. Being a service company quantitative information/clause are not applicable.
36. Payment to Auditors Amt. In Rs.
Audit Fee Rs.1,50,000/- (Previous Year Rs.1,50,000/-)
37. 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 Registration No.: 012619N

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

Sd/-
Ram Kishan Sanghi
Proprietor
M.No. 091534

Sd/-
Sunil Kumar Jain
Managing Director
DIN: 00010695

Sd/-
Utkarsh Jain
Director
DIN: 05271884

Place Delhi
Date: 30.05.2017

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
S.L. Yadav
CFO

Independent Auditor's Report

To
The Members of
North Eastern Carrying Corporation Limited

Report on the Financial Statements

We have audited the accompanying **consolidated** financial statements of **NORTH EASTERN CARRYING CORPORATION LIMITED** ("the Company") and its subsidiary (M/s N.E.C.C. Retail Solutions Private Limited) which comprise the **Consolidated** Balance Sheet as at March 31, 2017, the **Consolidated** Statement of Profit and Loss, **Consolidated** Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the **consolidated** financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the **consolidated** financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the **consolidated** financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the **consolidated** financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid **consolidated** financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the **Consolidated** Balance Sheet, the **Consolidated** Statement of Profit and Loss and the **Consolidated** Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d) in our opinion, the aforesaid **consolidated** financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes (SBNs) during the period from 8th November, 2016 to 30th December, 2016 and these disclosures are in accordance with the books of account maintained by the company.

For and on behalf of

Sanghi & Co.

Chartered Accountants

Firm's registration number: 012619N

Sd/-

Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: Delhi

Date: 30.05.2017

NORTH EASTERN CARRYING CORPORATION LIMITED

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

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

We have audited the internal financial controls over financial reporting of North Eastern Carrying Corporation Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the **consolidated** financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

Sanghi & Co.

Chartered Accountants

Firm's registration number: 012619N

Sd/-

Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: Delhi

Date: 30.05.2017

NORTH EASTERN CARRYING CORPORATION LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

| PARTICULARS | Notes | As At 31.03.2017 <u>Amt. In Rs.</u> | As At 31.03.2016 <u>Amt. In Rs.</u> |
|--|-------|---|---|
| EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 4 | 50,19,73,360 | 50,19,73,360 |
| (b) Reserves and Surplus | 5 | 28,28,33,618 | 22,68,49,060 |
| (c) Money received against share warrants | | 0 | 0 |
| (2) Share Application money pending allotment | | 0 | 0 |
| (3) Non-Current Liabilities | | | |
| (a) Long-Term Borrowings | 6 | 6,90,32,572 | 5,03,55,648 |
| (b) Deferred Tax Liabilities (Net) | | 0 | 0 |
| (c) Other Long Term Liabilities | | 0 | 0 |
| (d) Long Term Provisions | | 0 | 0 |
| (4) Current Liabilities | | | |
| (a) Short-Term Borrowings | 7 | 76,47,04,881 | 73,26,12,134 |
| (b) Trade Payables | 8 | 1,63,17,721 | 4,15,06,955 |
| (c) Other Current Liabilities | 9 | 4,63,37,055 | 3,92,01,839 |
| (d) Short-Term Provisions | 10 | 8,63,56,517 | 7,76,06,149 |
| Total Equity & Liabilities | | 176,75,55,724 | 167,01,05,144 |
| ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Fixed Assets | 11 | | |
| (i) Gross Block | | 36,11,56,288 | 35,38,13,789 |
| (ii) Depreciation | | 17,61,58,897 | 17,01,86,194 |
| (iii) Net Block | | 18,49,97,391 | 18,36,27,595 |
| (b) Non-current investments | | 0 | 0 |
| (c) Deferred tax assets (net) | | 49,33,169 | 48,99,816 |
| (d) Long term loans and advances | 12 | 4,09,22,354 | 4,19,06,995 |
| (e) Other non-current assets | | 0 | 0 |
| (2) Current Assets | | | |
| (a) Current investments (0) | | 0 | 0 |
| (b) Inventories | | 0 | 0 |
| (c) Trade receivables | 13 | 126,65,43,913 | 120,14,47,422 |
| (d) Cash and cash equivalents | 14 | 3,58,88,239 | 3,24,48,025 |
| (e) Short-term loans and advances | 15 | 23,42,70,656 | 20,57,75,291 |
| (f) Other current assets | | 0 | 0 |
| Total Assets | | 176,75,55,724 | 167,01,05,144 |

Significant Accounting Policies 1,2,3

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

Auditor's Report

As per our separate report of even date attached

For M/s. Sanghi & Company

Chartered Accountants

Firm No: 012619N

Sd/-

Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: Delhi

Date: 30.05.2017

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
S. L. Yadav
CFO

NORTH EASTERN CARRYING CORPORATION LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

| PARTICULARS | Notes | As At 31.03.2017 <u>Amt. In Rs.</u> | As At 31.03.2016 <u>Amt. In Rs.</u> |
|---|-------|---|---|
| INCOME | | | |
| Revenue from operations | 16 | 547,99,20,013 | 538,35,49,876 |
| Other Income | 17 | <u>70,28,702</u> | <u>1,39,54,933</u> |
| Total | | <u>548,69,48,715</u> | <u>539,75,04,809</u> |
| EXPENSES | | | |
| Operating/Direct Cost/Services Availed | 18 | 501,59,41,692 | 493,39,92,241 |
| Purchase of Stock-in-Trade | | 0 | 0 |
| Changes in inventories of Finished Goods,WIP & Stock | | 0 | 0 |
| Employee Benefit Expenses | 19 | 13,13,35,567 | 11,37,09,697 |
| Financial Costs | 20 | 8,05,45,010 | 9,29,39,939 |
| Depreciation and Amortization Expense | 21 | 2,70,26,355 | 3,06,56,581 |
| Other Administrative Expenses | 22 | <u>14,20,41,485</u> | <u>13,66,35,581</u> |
| Total | | <u>539,68,90,109</u> | <u>530,79,34,039</u> |
| Profit before exceptional and extraordinary items and tax | | 9,00,58,606 | 8,95,70,769 |
| Exceptional Items | | <u>0</u> | <u>0</u> |
| Profit before extraordinary items and tax | | 9,00,58,606 | 8,95,70,769 |
| Extraordinary Items | | <u>0</u> | <u>0</u> |
| Profit before tax | | 9,00,58,606 | 8,95,70,769 |
| <u>Tax expense:</u> | | | |
| (1) Provision for Current tax (Income Tax) | | 3,37,47,848 | 2,91,76,507 |
| (2) Deferred Tax Savings/(Charge) | | 33,353 | -6,32,986 |
| (3) Provision for tax(Earlier year) W/back | | <u>3,59,553</u> | <u>33,81,814</u> |
| Profit(Loss) from the period from continuing operations | | 5,59,84,558 | 5,63,79,462 |
| Profit/(Loss) from discontinued operations | | 0 | 0 |
| Tax expense of discontinued operations | | 0 | 0 |
| Profit/(Loss) from Discontinued operations | | 0 | 0 |
| Profit/(Loss) for the period | | <u>5,59,84,558</u> | <u>5,63,79,462</u> |
| Earning per equity share: | | | |
| (1) Basic | | 1.12 | 1.10 |
| (2) Diluted | | 1.12 | 1.10 |

Significant Accounting Policies 1,2,3

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

Auditor's Report

As per our separate report of even date attached

For M/s. Sanghi & Company

Chartered Accountants

Firm No: 012619N

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

Sd/-
Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: Delhi

Date: 30.05.2017

Sd/-
Sunil Kumar Jain
 Managing Director
 DIN : 00010695

Sd/-
Mamta Bisht
 Company Secretary
 M. No. 30347

Sd/-
Utkarsh Jain
 Director
 DIN : 05271884

Sd/-
S. L. Yadav
 CFO

NORTH EASTERN CARRYING CORPORATION LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2017

| | <u>Amt. In Rs.</u> | <u>As At 31.03.2017 Amt. In Rs.</u> | <u>As At 31.03.2016 Amt. In Rs.</u> |
|--|----------------------|---|---|
| A. Cash Flow From Operating Activities: | | | |
| Net Profit before taxation | 9,00,58,606 | 8,95,70,769 | |
| Add: Depreciation | <u>2,70,26,355</u> | <u>3,06,56,581</u> | |
| Sub-Total | 11,70,84,961 | 12,02,27,350 | |
| Less: Profit on Sale of Fixed Assets | 10,09,804 | 1,57,577 | |
| Less: Interest on Income Tax Refund/Other Interest | <u>3,64,563</u> | <u>4,05,101</u> | |
| Operating Profit before working capital changes | 11,57,10,594 | 11,96,64,672 | |
| Less: Increase in Sundry Debtors | 6,50,96,491 | 6,56,11,698 | |
| Add: Decrease in Loans & Advances | -2,75,10,724 | 5,81,40,285 | |
| Add: Increase in Current Liabilities | <u>-93,03,649</u> | <u>-5,87,40,819</u> | |
| Cash generated from operations | 1,37,99,730 | 5,34,52,440 | |
| Less: Income Tax Paid/ Provided | 3,41,07,401 | <u>3,25,58,321</u> | |
| Net Cash From Operating Activities | <u>-2,03,07,670</u> | <u>-2,03,07,670</u> | 2,08,94,119 |
| B. Cash Flow From Investing Activities: | | | |
| Add: Sale Proceeds of Fixed Assets | 22,33,500 | 56,82,701 | |
| Add: Interest on Income Tax Refund/Other Interest | 3,64,563 | 4,05,101 | |
| Less: Purchase of Fixed Assets | <u>2,96,19,846</u> | <u>7,20,71,137</u> | |
| Net Cash Outflow from Investing Activities | <u>(2,70,21,783)</u> | <u>(6,59,83,335)</u> | (6,59,83,335) |
| C. Cash Flow From Financing Activities: | | | |
| Add: Increase in Secured Loans | 7,59,671 | 4,56,32,864 | |
| Add : Increase in Unsecured Loans | <u>5,00,10,000</u> | <u>50,00,000</u> | |
| Net Cash Inflow from Financing Activities | 5,07,69,671 | 4,06,32,864 | 4,06,32,864 |
| Net Increase in Cash & Cash Equivalents (A+B+C) | | 34,40,215 | (44,56,354) |
| Add: Cash & Cash Equivalents at beginning of Year | | 3,24,48,025 | 3,69,04,379 |
| Cash & Cash Equivalents at end of Year | | <u>3,58,88,239</u> | <u>3,24,48,025</u> |

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

Place: Delhi
Date: 30.05.2017

| | |
|--|---|
| Sd/- Sunil Kumar Jain Managing Director DIN : 00010695 | Sd/- Utkarsh Jain Director DIN : 05271884 |
| Sd/- Mamta Bisht Company Secretary M. No. 30347 | Sd/- 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 31.03.17. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the books and records of the company and also the statement of Profit & Loss and Balance Sheet of the company covered by our report of even date to the members of the Company.

For M/s. Sanghi & Company

Chartered Accountants
Firm No: 012619N

Place: Delhi
Date: 30.05.2017

Sd/-
Ram Kishan Sanghi
Proprietor
M. No. 091534

NORTH EASTERN CARRYING CORPORATION LIMITED
Consolidated Notes to the financial statements for the year ended March 31, 2017

1. Corporate information

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

2. Basis of preparation

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

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

3. Other Significant accounting policies

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

NORTH EASTERN CARRYING CORPORATION LIMITED
Notes forming part of Balance Sheet and Statement of Profit & Loss
for the year ended 31st March, 2017

| | As At 31.03.2017 Amt. In Rs. | As At 31.03.2016 Amt. In Rs. |
|---|---|---|
| Note - 4: Share Capital | | |
| Authorized Share Capital : | | |
| 54000000 Equity Shares of Rs 10 each | 54,00,00,000 | 54,00,00,000 |
| Issued , Subscribed and fully paid up shares : | | |
| 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

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

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

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

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

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%) | 6036494(12.03%) |
| Utkarsh Jain | 0 | 3000000(5.98%) |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 <u>Amt.In (Rs.)</u> | As On 31.03.2016 <u>Amt.In (Rs.)</u> |
|--|--|--|
| Note : 5 Reserves & Surplus | | |
| Shree Ganesh Ji Maharaj | 1,101 | 1,101 |
| Surplus/Deficit in the statement of profit and loss | | |
| Balance as per last financial statements | 22,68,47,959 | 17,04,68,496 |
| Profit (-Loss) after tax for the year | 5,59,84,558 | 5,63,79,462 |
| Closing Balance | <u>28,28,32,517</u> | <u>22,68,47,959</u> |
| Total | <u>28,28,33,618</u> | <u>22,68,49,060</u> |

Note : 6 Long Term Borrowings
Vehicle Loans:

| | | |
|--|--------------------|--------------------|
| Kotak Mahindra Bank | 87,63,309 | 2,83,55,272 |
| ICICI Bank Ltd | 6,22,224 | 0 |
| HDFC Bank Limited | 1,23,56,075 | 74,75,197 |
| Audi Finance Limited | 0 | 3,60,065 |
| Yes Bank Ltd | 1,53,542 | 0 |
| BMW Financial Services Limited (Secured against hypothecation of vehicles financed) | 16,86,418 | 40,29,214 |
| Kotak Mahindra Bank - Working Capital Term Loan (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) | 4,54,51,003 | 1,01,35,901 |
| Total | <u>6,90,32,572</u> | <u>5,03,55,648</u> |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 Amt.In (Rs.) | As On 31.03.2016 Amt.In (Rs.) |
|---|--|---|
| Note : 7 Short Term Borrowings | | |
| HDFC Bank Limited | 1,15,17,919 | 62,96,380 |
| ICICI Bank Limited | 3,08,126 | 0 |
| Kotak Mahindra Bank | 2,06,53,506 | 2,08,82,468 |
| Audi Finance Limited | 3,60,065 | 20,70,030 |
| Yes Bank Ltd | 77,391 | 0 |
| BMW Financial Services Limited | 23,42,795 | 21,36,353 |
| (Secured against hypothecation of vehicles financed) | | |
| Kotak Mahindra Bank - Working Capital Term Loan | 3,01,32,410 | 3,80,00,176 |
| Oriental Bank of Commerce (WDCL) | 35,00,00,000 | 35,00,00,000 |
| Kotak Mahindra Bank (OD A/c) | 21,59,63,080 | 22,42,98,499 |
| Oriental Bank of Commerce (OD A/c.) | 8,33,39,590 | 8,89,28,228 |
| (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 | 5,00,10,000 | 0 |
| (From Directors) | | |
| Total | 76,47,04,881 | 73,26,12,134 |
| Note : 8 Trade Payables | | |
| Sundry Creditors | 1,63,17,721 | 4,15,06,955 |
| Total | 1,63,17,721 | 4,15,06,955 |
| Note : 9 Other Current Liabilities | | |
| Security Deposits | 2,55,000 | 9,11,147 |
| E. S. I. Payable | 2,75,896 | 1,90,958 |
| Provident Fund Payable | 9,04,527 | 8,14,330 |
| Professional Tax Payable | 10,920 | 10,578 |
| T. D. S. Payable | 19,92,071 | 24,80,166 |
| Service Tax Payable | 8,68,266 | 11,67,109 |
| Bonus/ Ex-Gratia Payable | 87,97,944 | 73,52,173 |
| Lorry Freight Payable | 1,23,85,788 | 79,94,147 |
| Claim Payable | 1,45,216 | 1,36,070 |
| Other Expenses & Liabilities Payable | 2,07,01,427 | 1,81,45,161 |
| Total | 4,63,37,055 | 3,92,01,839 |
| For and on behalf of Board of North Eastern Carrying Corporation Limited | | |
| | Sd/- Sunil Kumar Jain Managing Director DIN : 00010695 | Sd/- Utkarsh Jain Director DIN : 05271884 |
| | Sd/- Mamta Bisht Company Secretary M. No. 30347 | Sd/- 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, 2017

| | As On 31.03.2017 Amt.In (Rs.) | As On 31.03.2016 Amt.In (Rs.) |
|--|-------------------------------------|-------------------------------------|
| Note : 10 Short Term provisions | | |
| Provision for I. Tax (AY 2016-2017) | 0 | 2,91,76,507 |
| Provision for I. Tax (AY 2017-2018) | 3,02,54,848 | 0 |
| Provision for I. Tax (AY 2011-2012) | 2,21,60,772 | 2,21,60,772 |
| Provision for Fringe Benefit Tax (AY 2009-10) | 12,96,751 | 12,96,751 |
| Provision for Gratuity | 3,26,44,146 | 2,49,72,119 |
| Total | 8,63,56,517 | 7,76,06,149 |
| Note : 12 Long Term Loans & Advances | | |
| Security Deposits | 1,70,382 | 1,75,732 |
| Earnest Money Deposits | 95,02,034 | 1,10,16,889 |
| Landlord Security Deposits | 3,12,49,938 | 3,07,14,374 |
| Total | 4,09,22,354 | 4,19,06,995 |
| Note : 13 Trade Receivables | | |
| (Unconfirmed, Unsecured and Considered Good) | | |
| Debts outstanding for more than six months | 7,22,87,984 | 9,43,79,097 |
| Others Debts | 119,42,55,929 | 110,70,68,325 |
| Total | 126,65,43,913 | 120,14,47,422 |
| Note : 14 Cash & Cash Equivalent | | |
| Cash-in-Hand | | |
| Cash in Hand | 96,17,632 | 66,20,791 |
| Funds In Transit | 49,59,310 | 62,25,933 |
| | 1,45,76,942 | 1,28,46,724 |
| Bank Balance | | |
| Balance - In Current A/c | 1,48,53,150 | 1,52,61,377 |
| Fixed Deposit under PMGKY (Three Years Maturity) | 17,50,000 | 0 |
| Balance - In Fixed Deposits | 47,08,147 | 43,39,924 |
| | 2,13,11,297 | 1,96,01,301 |
| Total | 3,58,88,239 | 3,24,48,025 |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
S. L. Yadav
CFO

NORTH EASTERN CARRYING CORPORATION LIMITED

Note 11: Fixed Assets Annexed to and Forming Part of the Balance Sheet as on 31.03.2017

| | | Particulars | | Rates | GROSS BLOCK | | | DEPRECIATION | | | Amount in Rupees | | |
|---|--|---------------------|---------------------------|-------------------------|---------------------|---------------------|--------------------|--------------|---------------------|---------------------|---------------------|---------------------|--|
| | | As At 01.04.2016 | Addition during theYr. | Sale during the Year | As At 31.03.2017 | As At 01.04.2016 | Sale Adjustment | For the Year | As At 31.03.2017 | As At 31.03.2017 | As At 31.03.2016 | As At 31.03.2016 | |
| Tangible Assets | | | | | | | | | | | | | |
| Land | | | | | | | | | | | | | |
| 24,45,049 8,75,923 0 33,20,972 0 0 0 0 33,20,972 24,45,049 | | | | | | | | | | | | | |
| Building - 60 Years | | | | | | | | | | | | | |
| 2,51,71,829 20,40,445 0 2,72,12,274 1,07,02,020 0 8,06,090 1,15,08,110 1,57,04,164 1,44,69,809 | | | | | | | | | | | | | |
| Office Equipments - 5 Years | | | | | | | | | | | | | |
| Office Equipments | | | | | | | | | | | | | |
| 36,38,968 2,63,304 24,150 38,78,122 26,65,895 22,942 5,17,645 31,60,598 7,17,524 9,73,073 | | | | | | | | | | | | | |
| Motor Vehicles | | | | | | | | | | | | | |
| Cars, Scooters and Cycle | | | | | | | | | | | | | |
| 5,14,77,590 59,68,530 27,14,367 5,47,31,753 3,11,61,190 22,11,021 72,27,684 3,61,77,853 1,85,53,900 2,03,16,400 | | | | | | | | | | | | | |
| Lorry & Trucks (SLM) - 6 Years | | | | | | | | | | | | | |
| 19,79,86,223 1,87,67,009 1,94,94,132 19,72,59,101 10,94,70,871 1,87,78,795 1,61,24,610 10,68,16,686 9,04,42,415 8,85,15,352 | | | | | | | | | | | | | |
| Electrical Install. & Fitt. - 10 Years | | | | | | | | | | | | | |
| Electrical Install. & Fitt. | | | | | | | | | | | | | |
| 6,22,685 2,15,800 0 8,38,485 4,14,292 0 98,608 5,12,900 3,25,585 2,08,393 | | | | | | | | | | | | | |
| Computers - 3Years | | | | | | | | | | | | | |
| Computers | | | | | | | | | | | | | |
| 1,15,15,837 13,50,000 31,899 1,28,33,938 89,22,913 30,304 21,03,746 1,09,96,355 18,37,583 25,92,924 | | | | | | | | | | | | | |
| Typewriters | | | | | | | | | | | | | |
| 1,797 0 0 1,797 1,797 0 0 1,797 0 0 | | | | | | | | | | | | | |
| Furniture & Fixtures - 10 Years | | | | | | | | | | | | | |
| Furniture & Fixtures | | | | | | | | | | | | | |
| 75,79,811 1,38,835 12,800 77,05,846 68,47,216 10,590 1,47,972 69,84,598 7,21,248 7,32,595 | | | | | | | | | | | | | |
| Intangible Assets | | | | | | | | | | | | | |
| Goodwill | | | | | | | | | | | | | |
| 30,04,39,789 2,96,19,846 2,22,77,348 30,77,82,288 17,01,86,194 2,10,53,652 2,70,26,355 17,61,58,897 13,16,23,391 13,02,53,595 | | | | | | | | | | | | | |
| Total | | | | | | | | | | | | | |
| 35,38,13,789 2,96,19,846 2,22,77,348 36,11,56,288 17,01,86,194 2,10,53,652 2,70,26,355 17,61,58,897 18,49,97,391 18,36,27,595 | | | | | | | | | | | | | |
| Previous Year | | | | | | | | | | | | | |
| 37,37,60,740 7,20,71,137 9,20,18,089 35,38,13,789 22,60,22,578 8,64,92,965 3,06,56,581 17,01,86,194 18,36,27,595 14,77,38,162 | | | | | | | | | | | | | |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 <u>Amt.In (Rs.)</u> | As On 31.03.2016 <u>Amt.In (Rs.)</u> |
|---|--|--|
| Note : 15 Short Term Loans and Advances | | |
| (Unconfirmed, Unsecured & Considered Good) | | |
| (Advance recoverable in cash or in kind or for value to be recd.) | | |
| Staff Advances | 1,24,50,938 | 1,32,65,218 |
| Rates & Taxes Receivable | 1,60,90,482 | 1,80,93,778 |
| Prepaid Expenses & Recoverables | 3,80,092 | 19,81,100 |
| Refund Due (A/Y 09-10) | 10,44,163 | 10,44,163 |
| Advance Income Tax/TDS (AY 17-18) | 2,90,05,073 | 0 |
| Advance Income Tax/TDS (AY 11-12) | 2,20,43,455 | 2,20,43,455 |
| Advance Income Tax/TDS (AY 16-17) | 0 | 2,10,55,176 |
| Advance Fringe Benefit Tax (AY 09-10) | 13,25,000 | 13,25,000 |
| TDS Recoverable | 1,33,844 | 61,827 |
| Other Advances | 15,09,86,549 | 12,63,74,494 |
| Interest Accrued but not recieved on FDR | 8,11,061 | 5,31,081 |
| Total | <u>23,42,70,656</u> | <u>20,57,75,291</u> |
| Note : 16 Revenue from Operations | | |
| Freight | 544,26,53,101 | 537,86,19,611 |
| Loading & Unloading | 3,72,66,912 | 49,30,265 |
| Total | <u>547,99,20,013</u> | <u>538,35,49,876</u> |
| Note : 17 Other Income | | |
| Profit on sale of Fixed Assets | 10,09,804 | 1,57,577 |
| Discount on Finance | 11,34,729 | 51,13,448 |
| Insurance Claim | 3,50,806 | 39,94,452 |
| Interest received | 3,64,563 | 4,05,101 |
| Lorry Running and Maintenance | 0 | 6,67,992 |
| Interest on Income Tax | 0 | 9,33,636 |
| Warehouse Income | 41,68,800 | 26,82,726 |
| Total | <u>70,28,702</u> | <u>1,39,54,933</u> |
| Note : 18 Operating / Direct Cost/ Services Availed | | |
| Lorry Freight | 499,02,64,832 | 490,49,78,112 |
| Lorry Maintenance | 85,32,824 | 0 |
| Commission | 97,84,057 | 1,02,68,846 |
| Claims | 73,59,979 | 1,87,45,283 |
| Total | <u>501,59,41,692</u> | <u>493,39,92,241</u> |

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

 Sd/-
Sunil Kumar Jain
 Managing Director
 DIN : 00010695

 Sd/-
Utkarsh Jain
 Director
 DIN : 05271884

 Sd/-
Mamta Bisht
 Company Secretary
 M. No. 30347

 Sd/-
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, 2017

| | As On 31.03.2017 <u>Amt.In (Rs.)</u> | As On 31.03.2016 <u>Amt.In (Rs.)</u> |
|--|--|--|
| Note : 19 Employee Benefit Expenses | | |
| Establishment Expenses | 10,51,17,122 | 9,46,24,740 |
| PF/ESI | 78,91,083 | 67,66,855 |
| Gratuity | 89,18,135 | 45,87,653 |
| Recruitment & Training Expenses | 3,33,626 | 33,147 |
| Directors Remuneration | 60,00,000 | 48,00,000 |
| Staff Welfare | 30,75,601 | 28,97,303 |
| Total | <u>13,13,35,567</u> | <u>11,37,09,697</u> |
| Note : 20 Financial Cost | | |
| Bank Interest | 7,44,78,825 | 8,64,37,681 |
| Finance Cost - Vehicles | 60,66,185 | 65,02,258 |
| Total | <u>8,05,45,010</u> | <u>9,29,39,939</u> |
| Note : 21 Depreciation & Amortised Cost | | |
| Depreciation | 2,70,26,355 | 3,06,56,581 |
| Total | <u>2,70,26,355</u> | <u>3,06,56,581</u> |

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
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, 2017

| | As On 31.03.2017 Amt.In (Rs.) | As On 31.03.2016 Amt.In (Rs.) |
|--|-------------------------------------|-------------------------------------|
| Note : 22 Other Administrative Expenses | | |
| Advertisement & Publicity | 19,66,020 | 16,39,703 |
| Books & Periodicals | 18,285 | 13,187 |
| Business Promotion | 59,896 | 24,693 |
| Bank Charges & Comm. | 20,93,964 | 40,63,223 |
| Car Expenses | 26,17,095 | 31,43,603 |
| Conveyance & Scooter Petrol | 18,20,269 | 17,78,010 |
| Corporate Social Responsibility Expenditure | 17,95,249 | 11,04,503 |
| Donations | 2,52,500 | 2,77,000 |
| Diwali Expenses | 1,79,950 | 3,36,045 |
| Electricity & Water Charges | 59,22,057 | 60,69,703 |
| Fees, Rates & Taxes | 26,41,643 | 9,29,345 |
| General Expenses | 14,13,460 | 13,78,351 |
| Generator Hire & Maintenance Charges | 8,98,051 | 9,30,191 |
| Insurance | 39,10,170 | 34,72,976 |
| Interest/Penalty on Late Deposit TDS | 64,828 | 17,859 |
| Interest on Late Deposit S. Tax/Additional Demand of S. Tax* | 27,13,323 | 22,10,238 |
| Internet Charges | 10,20,537 | 5,42,347 |
| Legal & Professional Expenses | 65,50,440 | 77,91,109 |
| Office Expenses | 4,70,700 | 5,74,110 |
| Packing & Forwarding Expenses | 4,47,317 | 4,09,186 |
| Penalty | 2,35,817 | 0 |
| Payment to Auditors | 1,50,000 | 1,50,000 |
| Postage & Courier | 17,66,155 | 17,68,981 |
| Printing & Stationery | 34,78,307 | 41,02,358 |
| Rent | 6,71,49,313 | 6,46,34,949 |
| Repair & Maintenance | 1,13,54,733 | 80,04,450 |
| Scooter Expenses | 31,57,384 | 28,31,627 |
| Security Guard Charges | 14,86,422 | 16,95,080 |
| Scholarship | 1,20,000 | 1,35,000 |
| Subscriptions | 4,19,622 | 2,66,509 |
| Telephone Expenses | 51,32,768 | 54,69,175 |
| Travelling Expenses | 88,45,348 | 97,39,104 |
| Warehouse Charges | 18,89,864 | 11,32,966 |
| Total | 14,20,41,485 | 13,66,35,581 |

*Also includes the service tax paid by the company under reverse charge mechanism, Swachh Bharat Cess and Service tax input

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

Sd/-
Sunil Kumar Jain
Managing Director
DIN : 00010695

Sd/-
Utkarsh Jain
Director
DIN : 05271884

Sd/-
Mamta Bisht
Company Secretary
M. No. 30347

Sd/-
S. L. Yadav
CFO

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

| Sr. No. | Name of Enterprise | Country of Incorporation | Proportion of ownership as on 31st March 2017 |
|---------|---|--------------------------|---|
| 1. | N.E.C.C. Retail Solutions Private Limited | India | 100 % |

Note: Ownership in subsidiary is based on equity shareholding.

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

| Sr. No. | Name of Enterprise | Country of Incorporation | Proportion of ownership as on 31st March 2017 |
|---------|--------------------|--------------------------|---|
| NIL | | | |

25. Related Party Disclosures

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

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

| Name of the party | Description of relationship |
|-------------------|-----------------------------|
| Sunil Kumar Jain | Key Management Personnel |
| Utkarsh Jain | Key Managerial 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 Managerial Personnel |
| Utkarsh Jain | Key Managerial Personnel |
| Vanya Jain | Relatives of Key Managerial Personnel |
| Sunil Kumar Jain & Sons (HUF) | Others |

Transactions during the year with related parties
(In Rs.)

| | Key Managerial Personnel | Relatives of Key Managerial Personnel | Enterprises over which Key Managerial Personnel are able to exercise significant influence | Wholly owned subsidiary company | Others |
|---|--------------------------|---------------------------------------|--|---------------------------------|----------|
| Rent Paid | 62,16,000 | 9,60,000 | 12,26,269 | - | 8,64,000 |
| Directors Remuneration | 60,00,000 | - | - | - | - |
| Loan Received | 5,00,00,000 | | | | |
| Personal/Corporate Guarantees obtained to the extent of loan taken by the Company | Yes | Yes | Yes | - | Yes |

26. Contingent Liability not provided for:

- In Respect of Bank Guarantees issued by the bank on behalf of the company Rs 2,47,87,376/-.
- For claims/shortage not ascertained nor settled during the year. Claims lodged by customers but not settled by the company Rs 28,70,003/-.
- Approximate Liability on account of major cases filed against the company in various courts aggregating to Rs. 19,31,040/-
- Income Tax Demand being contested before CIT (Appeals) Rs 2,12,030/-

27. Additional information required under Schedule III to the Companies Act, 2013 of enterprises consolidated as

Subsidiary/Associates/Joint ventures.

| Name of the Enterprise | Net Assets i.e. total assets minus total liabilities | | Share in Profit or loss | |
|--|--|-----------------------|-------------------------------------|-----------------------|
| | As % of Consolidated net assets | Amount (Rs. in lakhs) | As % of Consolidated profit or loss | Amount (Rs. in lakhs) |
| Parent | | | | |
| North Eastern Carrying Corporation Limited | 100.02% | 7849.26 | 100.04% | 560.09 |
| Subsidiaries | | | | |
| Indian | | | | |
| N.E.C.C. Retail Solutions Private Limited | (-)0.02% | (-)1.19 | (-)0.04% | (-)0.25 |
| Total | 100% | 7848.07 | 100% | 559.84 |

Auditors Report
As per our report of even date attached
For **M/s Sanghi & Company**
Chartered Accountants
Firm No: 012619N

Sd/-
Ram Kishan Sanghi
Proprietor
M.No. 091534

Sd/-
Sunil Kumar Jain
Managing Director
DIN: 00010695

Sd/-
Utkarsh Jain
Director
DIN: 05271884

Place Delhi
Date: 30.05.2017

Sd/-
S L Yadav
CFO

Sd/-
Mamta Bisht
Company Secretary
M.No. 30347

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129
Read with rule 5 of Companies (Accounts) Rules, 2014)

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF
SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT VENTURES**
Part A: Subsidiaries

| S. No. | Particulars | Details |
|--------|---|---|
| 1. | Name of the subsidiary | N.E.C.C. Retail Solutions Private Limited |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | N.A. |
| 3. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | N.A. |
| 4. | Share capital | Rs. 1,00,000/- |
| 5. | Reserves and Surplus | Rs. (1,19,389) |
| 6. | Total Assets | Rs. 8,611 |
| 7. | Total Liabilities | Rs. 28,000 |
| 8. | Investments | Nil |
| 9. | Turnover | Nil |
| 10. | Profit before taxation | Rs. (25,034) |
| 11. | Provision for taxation | Nil |
| 12. | Profit after taxation | Rs. (25,034) |
| 13. | Proposed Dividend | Nil |
| 14. | Extent of shareholding (in percentage) | 100% |

Notes:

The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: No
- Names of subsidiaries which have been liquidated or sold during the year: No

Part B: Associates and Joint Ventures
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| S. No. | Particulars | Details |
|--------|--|------------|
| 1. | Name of Associates or Joint Ventures | NIL |
| 2. | Latest audited Balance Sheet Date | |
| 3. | Shares of Associate or Joint Ventures held by the company on the year end | |
| | Number | |
| | Amount of Investment in Associates or Joint Venture | |
| | Extent of Holding (in percentage) | |
| 4. | Description of how there is significant influence | |
| 5. | Reason why the associate/ joint venture is not consolidated | |
| 6. | Net worth attributable to shareholding as per latest audited Balance Sheet | |
| 7. | Profit or Loss for the year | |
| (i) | Considered in Consolidation | |
| (ii) | Not Considered in Consolidation | |

Notes:

The following information shall be furnished at the end of the statement:

- Names of Associates or Joint Ventures which are yet to commence operations: No
- Names of Associates or Joint Ventures which have been liquidated or sold during the year: No

For M/s. Sanghi & Co.

Chartered Accountants

Firm No: 012619N

Sd/-

Ram Kishan Sanghi

Proprietor

M. No. 091534

For and on behalf of Board of Directors

North Eastern Carrying Corporation Limited

Sd/-

Sunil Kumar Jain

Managing Director

DIN : 00010695

Sd/-

Utkarsh Jain

Director

DIN : 05271884

Sd/-

Mamta Bisht

Company Secretary

M. No. 30347

Sd/-

S. L. Yadav

CFO

Place: Delhi

Date: 30.05.2017

ATTENDANCE SLIP- 32nd ANNUAL GENERAL MEETING

| | |
|-------------------------------|--|
| Name of the attending Member: | |
| Name of the proxy: | |
| No. of share held: | |
| Folio no* / Client ID: | |
| DP ID | |

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company held on Thursday, September 28, 2017 at 10:00 A.M. at B-2, Aadash Sadan, Ashok Vihar Phase II, Delhi-110052.

Member/ Proxy Signature

*Applicable in case of Shares held in Physical Form

NOTES: 1. The attendance slip should be signed as per the specimen signature registered with Mas Services Limited, Registrar & Transfer Agent (R&TA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the R&TA counter(s) at the venue against which R&TA will provide Entry Slip. Entry to the hall will be strictly on the basis of Entry Slip as provided by R&TA. 2. Shareholder(s) present in person or through registered proxy shall only be entertained. 3. Shareholder(s)/ proxy holder(s) will be required to take care of their belonging(s). 4. No gifts/coupons will be distributed at the Annual General Meeting.

ROUTE MAP FOR AGM VENUE



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]

| | |
|---|---------------------------------|
| Name of the Member(s): | Folio No/ *Client Id: *DP Id |
| Regd. Address: | |
| No. of Shares Held: | e-mail Id: |
| I/We being the member(s) of _____ shares of North Eastern Carrying Corporation Limited, hereby appoint: | |
| Name: | Signature |
| Address | |
| Email Id | |
| or failing him/ her | |
| Name: | Signature |
| Address | |
| Email Id | |
| or failing him/ her | |
| Name: | Signature |
| Address | |
| Email Id | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Thursday, September 28, 2017 at 10:00 A.M. at B-2, Aadarsh Sadan, Ashok Vihar Phase II, Delhi-110052 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S. No. | Particulars |
|--------------------------|--|
| Ordinary Business | |
| 1. | To receive, consider, approve and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 along with the Reports of the Board of Directors and the Auditors thereon. |
| 2. | To Re-appoint Mr. Sunil Kumar Jain (DIN: 00010695) who is liable to retire by rotation and being eligible, offers himself for re-appointment. |
| 3. | To appoint M/s Raj Achint & Associates (FRN: 022023N) as Statutory Auditors of the Company. |
| Special Business | |
| 4. | To appoint Mrs. Reena Gupta as Director of the Company. |

Signed this..... day of.....2017

Signature of the Shareholder

Signature of proxy

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) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

