

**NORTH EASTERN PUBLISHING &  
ADVERTISING COMPANY LIMITED**  
(CIN: L22122AS1981PLC001884)

**ANNUAL REPORT 2017-18**

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## **BOARD OF DIRECTORS:**

Champa Lal Pareek:	Managing Director (DIN: 00030815)
Tarak Nath Dey:	Non –Executive Independent Director (DIN: 00343396)
Chand Ratan Modi:	Non –Executive Non-Independent Director (DIN: 00343685)
Avi Lunia:	Non-Executive Independent Director (DIN: 07687360)
Chanchal Rungta:	Non –Executive Non-Independent Director (DIN: 07590027)

## **COMMITTEES OF THE BOARD:**

### **Audit Committee Members:**

Mr. Tarak Nath Dey: Chairman	Mr.Champa Lal Pareek: Member
Mr. Avi Lunia: Member	

### **Nomination & Remuneration Committee Members:**

Mr. Champa Lal Pareek: Chairman	Mr. Tarak Nath Dey: Member
Mr. Avi Lunia: Member	

### **Stakeholders Committee Members:**

Mr. Chand Ratan Modi: Chairman	Mr. Champa Lal Pareek: Member
Mr. Avi Lunia: Member	

## **OTHER KEY MANAGERIAL PERSON:**

Mr. Binod Kumar Bihani: Chief Financial Officer

**BANKER:** Axis Bank

## **AUDITORS:**

Statutory & Tax Auditor:	M/s. Rahul Bansal & Associates. Chartered Accountants, 33 A, Jawaharlal Nehru Road, Suit #3, 6 <sup>th</sup> Floor, Kolkata-700071
Secretarial Auditor:	Priya Mankani, Practicing Company Secretary, Block-309, Flat-2A, Fort Residency, S.N. Roy Road, New Alipore, Kolkata-700038
Internal Auditor:	Mohit Surtani. 26/1A, S.N. Roy Road, Kolkata-700038

**REGISTRAR & SHARE TRANSFER AGENT:** M/s Niche Technologies Private Limited, D-511, Bagree Market, Rash Behari Bose Road- Kolkata-700001

**SHARES LISTED WITH:** Metropolitan Stock Exchange of India Limited

**REGISTERED OFFICE ADDRESS:** Room No 5, H.M. Market, T.R. Phookan Road, Guwahati-781001.

**CORPORATE OFFICE:** 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata-700017

**NORTH EASTERN PUBLISHING AND ADVERTISING CO LTD.**  
ROOM NO. 5, 1<sup>ST</sup> FLOOR, H M MARKET, T R PHOOKAN ROAD, GUWAHATI-781001  
Email Id: [nepacl17@gmail.com](mailto:nepacl17@gmail.com), Phone No: 033-66133300  
CIN: L22122AS1981PLC001884  
Website: [www.nepacl.in](http://www.nepacl.in)

### **NOTICE**


Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the members of **NORTH EASTERN PUBLISHING AND ADVERTISING COMPANY LIMITED** will be held on Saturday, 15<sup>th</sup> September, 2018 at 2:00 P.M. at the registered office at Room No. 5, 1<sup>st</sup> Floor, H.M. Market, T.R. Phookan Road, Guwahati- 781001 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended March 31, 2018 and Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Chand Ratan Modi (DIN: 00343685), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors  
For North Eastern Publishing & Advertising Company Limited

Place: Kolkata  
Date: 06.06.2018

  
Tarak Nath Dey  
Director  
DIN: 00343396

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- I. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Registered Office of the Company at Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001, not less than forty-eight hours before the commencement of the AGM.

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.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. Pursuant to Section 113 of the Companies Act, 2013, corporate members are requested to send a certified copy of the Board Resolution/Authorization together with specimen signature authorizing their representative, intending to attend and vote at the AGM.
3. Members are requested to bring their copies of Annual Report to the Meeting, in order to register the attendance, at the venue of the Annual General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
4. 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.
5. The Register of Members of the Company will remain closed from Sunday, September 9, 2018 to Saturday, September 15, 2018 (both days inclusive) for the purpose of Annual General Meeting.
6. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration.
7. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and for which purpose the

**Corporate Office: 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata - 700 017**  
**Tel (STD Code): 033 66133300, Fax: 033-66133303**

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Company has engaged the services of CDSL. The Board of Directors of the Company has appointed Ms. Priya Mankani, Practicing Company Secretary (Certificate of Practice Number- 17947), as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on Wednesday, September 12, 2018 at 9.00 AM and ends on Friday, September 14, 2018 at 5.00 PM.

8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on September 8, 2018 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.
9. Additional Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations) on Director seeking appointment / re-appointment at this AGM is furnished herewith annexure to the Notice. The directors have furnished their consent for appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Company at its Registered Office.
11. Members, who wish to obtain information on the Company or desire to view the Financial Statements, may visit the Company's corporate website or send their queries at least 10 days before the AGM to the Registered Office of the Company.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

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**Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	<b>Mr. Chand Ratan Modi</b>
<b>Date of Birth</b>	11/07/1959
<b>Date of Appointment</b>	30/11/2006
<b>Relationship with Directors</b>	Father of Mrs. Chanchal Rungta
<b>Expertise in Specific functional area</b>	Finance and Accounting
<b>Qualification</b>	M. Com
<b>Board Membership of Companies as on March 31, 2018</b>	<ol style="list-style-type: none"> <li>1. Sangrahalaya Timber and Crafts Ltd</li> <li>2. Hotahoti Wood Products Ltd</li> <li>3. North Eastern Publishing and Advertising Co Ltd.</li> <li>4. Purbanchal Prestressed Ltd</li> <li>5. Maurya Trading Co. Ltd</li> <li>6. Kamini Finance And Investment Company Ltd</li> <li>7. Uniom Manufacturing &amp; Trading Company Pvt Ltd</li> <li>8. Calcutta Infrastructure Infotech Projects Limited</li> <li>9. Miracle Vinimay Private Limited</li> <li>10. Maa Kami Finance Pvt Ltd</li> <li>11. Uttam Machinery &amp; Supply Company Pvt Ltd</li> <li>12. Gulmohur Trading (P) Ltd.</li> <li>13. Chemo Traders Pvt Ltd</li> <li>14. Micado Properties Pvt.Ltd.</li> <li>15. Megha Conclave Private Limited</li> <li>16. Prabhakar Builders Private Limited</li> </ol>
<b>Chairman/Member of the Committees of the Board of Directors as on March 31, 2018</b>	3
<b>Number of Shares held in the Company as on March 31, 2018</b>	-

**INSTRUCTIONS FOR E-VOTING**

Dear Member,

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the applicable rules, the Company is pleased to provide e-voting facility to all its Members, to enable to cast their vote electronically instead of dispatching the physical postal ballot

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form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The procedure with respect to **remote e-voting** is provided below:

- (i) The remote e-voting period commences on 12<sup>th</sup> September, 2018 (9:00 am) and ends on 14<sup>th</sup> September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8<sup>th</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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



Account Number (DBD)	depository or in the company records for your folio. <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (IV).</li> </ul>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **NORTH EASTERN PUBLISHING AND ADVERTISING COMPANY LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

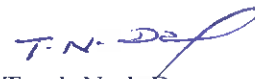
#### **GENERAL INSTRUCTIONS:**

1. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at [mankani.pria@gmail.com](mailto:mankani.pria@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 14<sup>th</sup> September, 2018, up to 5:00 pm without which the vote shall not be treated as valid.
2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> September, 2018. A person who is not a member as on cut-off date should treat this notice for information purpose only.

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3. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / Depositories as at closing hours of business on 27<sup>th</sup> July, 2018.
4. The shareholders shall have one vote per equity share held by them as on the cut-off date of 8<sup>th</sup> September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
5. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8<sup>th</sup> September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
6. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
7. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 8<sup>th</sup> September, 2018 are requested to send the written / email communication to the Company at [nepacl17@gmail.com](mailto:nepacl17@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
8. Ms. Priya Mankani, practicing Company Secretary (Certificate of Practice Number-17947) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Metropolitan Stock Exchange of India.

By Order of the Board of Directors  
For North Eastern Publishing & Advertising Company Limited

  
Tarak Nath Dey  
Director  
DIN: 00343396

Place: Kolkata  
Date: 06.06.2018

Corporate Office: 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata - 700 017  
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**ATTENDANCE SLIP**

*(To be handed over at the entrance of the Meeting Hall)*

Folio No.: \_\_\_\_\_ DP-ID No.: \_\_\_\_\_ Client IDNo. \_\_\_\_\_

Name of Member(s): \_\_\_\_\_

Name of the Proxy holder: \_\_\_\_\_

Registered Address: \_\_\_\_\_

\_\_\_\_\_

Number of Shares Held \_\_\_\_\_

*I, hereby record my presence of the 36<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Saturday the 15<sup>th</sup> day of September, 2018 at 2.00 p.m. at Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati- 781001.*

\_\_\_\_\_  
*Signature of the Member / Representative / Proxy Holder\**

*\* Strike out whichever is not applicable*

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**FORM OF PROXY**

*Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014*

Folio No.: \_\_\_\_\_ DP-IDNo.: \_\_\_\_\_ Client ID No.: \_\_\_\_\_

Name of the Member(s): \_\_\_\_\_ Email Id: \_\_\_\_\_

Registered Address: \_\_\_\_\_

*I/We, being members, holding shares of NORTH EASTERN PUBLISHING AND ADVERTISING COMPANY LIMITED hereby appoint:*

1. Name: \_\_\_\_\_ E-mail Id \_\_\_\_\_

Address: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ E-mail Id \_\_\_\_\_

Address: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_ E-mail Id \_\_\_\_\_

Address: \_\_\_\_\_

*as my / our Proxy to vote for me / us, on my / our behalf at the 36<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Saturday the 15<sup>th</sup> day of September, 2018 and at any adjournment thereof in respect of the following resolutions:*

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31<sup>st</sup> March, 2018.
2. Re-Appointment of Mr. Chand Ratan Modi as Director who is retiring by rotation.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2018. Signature of Member \_\_\_\_\_

Revenue  
Stamp

Signature of Proxy holder(s): 1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

**NOTE:** The Form of Proxy duly completed must be deposited at the Registered Office of the Company, Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati- 781001 not later than 48 hours before the time for holding the meeting.

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**ANNEXURE TO THE NOTICE FOR THE 36<sup>TH</sup> ANNUAL GENERAL MEETING  
OF THE COMPANY TO BE HELD ON 15<sup>TH</sup> SEPTEMBER, 2018**

Name & Registered Address  
of Sole/First named Member:  
Joint Holders Name (If any) :  
Folio No. / DP ID & Client ID:  
No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Saturday the 15<sup>th</sup> day of September, 2018 at 2.00 P.M. at Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati- 781001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

<b>EVS (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>180719014</b>		

**NORTH EASTERN PUBLISHING AND ADVERTISING CO LTD.**  
ROOM NO. 5, 1<sup>ST</sup> FLOOR, H M MARKET, T R PHOOKAN ROAD, GUWAHATI-781001  
Email Id: [nepacl17@gmail.com](mailto:nepacl17@gmail.com), Phone No: 033-66133300  
CIN: L22122AS1981PLC001884  
Website: [www.nepacl.in](http://www.nepacl.in)

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
12 <sup>th</sup> September, 2018 at 9:00 A.M. (IST)	14 <sup>th</sup> September, 2018 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

By Order of the Board  
For North Eastern Publishing and Advertising Company Limited

  
Tarak Nath Dey  
Director  
(00343396)

Place: Kolkata

Date: 25.07.2018

Encl: AGM Notice / Attendance Slip / Proxy Form

**NORTH EASTERN PUBLISHING AND ADVERTISING CO LTD.**  
ROOM NO. 5, 1<sup>ST</sup> FLOOR, H M MARKET, T R PHOOKAN ROAD, GUWAHATI-781001  
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CIN: L22122AS1981PLC001884  
Website: [www.nepacl.in](http://www.nepacl.in)

**Route map for the location of the venue of the 36<sup>th</sup> Annual General Meeting of North Eastern Publishing and Advertising Company Limited**



**Corporate Office: 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata - 700 017**  
**Tel (STD Code): 033 66133300, Fax: 033-66133303**



**DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2017-2018**

**To,  
The Members,**

Your directors have pleasure in presenting their 36<sup>th</sup> Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2018.

**Financial Highlights**

During the year under review, performance of your company as under:

<b>Particulars</b>	<b>Year Ended 31st March, 2018</b>	<b>Year Ended 31st March, 2017</b>
Profit/ Loss before Taxation	138,08,795	10,77,697
<b>Less: Tax Expenses</b>		
Current Tax	26,30,000	7,50,000
<b>Profit/(Loss) after Tax</b>	111,78,795	3,27,697
Add: Balance Brought Forward from last year	(269,18,633)	(272,02,082)
Transferred to Reserve u/s 45-IC of the RBI Act, 1934	22,35,759	65,539
Taxation for Earlier Year	-	21,292
<b>Balance Profit/ (Loss) c/d to Balance Sheet</b>	<b>(179,75,597)</b>	<b>(269,18,633)</b>

**State of Company's Affairs and Future Outlook**

The performance of the Company depends upon host of factors and it is trying to overcome various market risks and other external factors which affect its progress.

A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. We remain optimistic about the performance of the company hence it has widens its activities in Capital Market and is looking into the opportunities in debt market and hedge market too, further exploring other ventures for the benefit of the Shareholders.

**Share Capital**

The paid up Equity Share Capital as on March 31, 2018 was Rs. 40.50 Crores. During the year under review, the Company has not issued any shares or any convertible instruments.

**Dividend**

Your Directors regret to recommend declaration of any dividend for the year due to insufficient profit during the year.

**NBFC Reserve Fund**

During the year under review, the Company transferred a sum of Rs. 22,35,759 to the NBFC Reserve Fund as required by the provision of section 45-IC of RBI Act, 1934.

North Eastern Publishing & Advertising Co. Ltd.

### **Amount transferred to Reserves**

Due to insufficient profit during the year, the Company does not recommend transfer of any amount to reserves.

### **Material Changes Affecting the Financial Position of the Company**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

### **Change in the nature of Business, if any**

The Company is engaged in Non-Banking Financial activity and is duly registered with the RBI as an NBFC Company.

### **Particulars of Loan, Guarantees and Investments under Section 186**

Section 186 of the Companies Act, 2013 does not apply to the Company because the company being a Non-Banking Financial Company makes loans and investments in its ordinary course of business.

### **Related Party Transactions**

All Related Party Transactions ('RPT') entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Related Parties or other designated persons which may have a potential conflict with the interest of the Company at large.

The Board has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions.

Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is appended as Annexure-I to the Board's report.

### **Internal Control Systems and their Adequacy**

The Company has adequate system of internal control to safeguard and protect itself from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

### **R.B.I Directive to NBFC**

The Company did not invite or accept any deposits from the public during the financial year ended 31st March, 2018. For the current financial year commencing on 1<sup>st</sup> April, 2018 the Board of Directors of the Company has confirmed by a Board Resolution dated 11<sup>th</sup> April, 2018, that the Company shall not invite or accept any deposit from public during the Financial Year, 2018-19.

### **Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo**

The provision of Section 134(m) of the Companies Act, 2013 do not apply to the Company. There was no foreign inflow or outflow during the year under review.

### **Details of Subsidiary, Joint Venture or Associates**

The Company does not have any Subsidiary, Joint Venture and Associate Company with the meaning of Companies Act, 2013.

### **Risk Management Policy**

As an NBFC, your company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risks associated with your company's business which includes deployment of funds in specific projects, diversifications into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities, and other legal proceedings. Your company recognizes the importance of risk management, and has invested in people, process and technologies to effectively mitigate the above risks.

### **Directors**

As per the provisions of the Companies Act, 2013, Mr. Chand Ratan Modi will retire by rotation at the ensuing annual general meeting and being eligible offered himself for re-appointment.

As on date the following are the directors of the Company:

SL NO	NAME	DESIGNATION
1	Champa Lal Pareek	Managing Director
2	Tarak Nath Dey	Independent Director
3	Chand Ratan Modi	Non- Independent Director
4	Avi Lunia	Independent Director
5	Chanchal Rungta	Non-Independent Director

### **Number of Board Meetings**

During the Financial Year 2017-18, the Board met 7 times on 25<sup>th</sup> April, 2017, 30<sup>th</sup> May, 2017, 27<sup>th</sup> June, 2017, 10<sup>th</sup> August, 2017, 10<sup>th</sup> November, 2017, 8<sup>th</sup> February, 2018 and 15<sup>th</sup> March, 2018.

### **Details of significant & material orders passed by the regulators or courts or tribunal**

No significant & material orders have been passed by any regulator or court or tribunal against the Company.

### **Receipt of any commission by MD/ WTD from a Company or for receipt of commission/ remuneration from its Holding or Subsidiary**

The Company has not received any commission by MD/ WTD from a Company, its holding or subsidiary.

### **Vigil Mechanism**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the Company has adopted a vigil mechanism policy.

North Eastern Publishing & Advertising Co. Ltd.

### **Corporate Governance and Management Discussion Analysis**

The Company has in place the SEBI regulations pertaining to Corporate Governance. During the year the Company had 5 members Board of Directors consisting of one Managing Director, 2 Non-Executive Independent Director and two Non-Executive Non-Independent Directors.

The Corporate Governance Certificate for the year ended March 31, 2018 is issued by Ms. Priya Mankani, Practicing Company Secretaries, of the Company.

The Company has in place an Insider Trading Code for compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Details of securities transaction by insiders are placed before the Board of Directors of the Company and also notified to the Stock Exchanges.

Mr. Champa Lal Pareek, Managing Director and Mr. Binod Kumar Bihani, Chief Financial Officer, have given their certificate under Regulation 17(8) read with Part B of Schedule II of SEBI-LODR regarding annual financial statements for the year ended March 31<sup>st</sup>, 2018 to the Board of Directors and the same has been attached with this report as Annexure-II. The Managing Director has given certificate under Regulation 34(3) read with Part D of Schedule V of SEBI-LODR regarding compliance with the Code of Conduct of the Company for the year ended March 31<sup>st</sup>, 2018 which is attached as Annexure-III and forms a part of this Report of Directors.

Management Discussion and Analysis as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has been incorporated in this report as separate annexure-IV.

### **Declaration by Independent Directors:**

The independent directors have declared to the company stating their independence pursuant to Section 149(6) of the Company's Act 2013, and the same was noted by the Board of Directors at its meeting.

An independent director shall hold office for a term of five consecutive years on the Board of the Company, but it shall be eligible for reappointment for next five years on passing of Special Resolution by the Company and disclosure of such in Board's Report.

### **Key Managerial Person:**

During the year under review Mr. Sourav Saha – Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) tendered his resignation due to other preoccupation with effect from 7<sup>th</sup> February, 2018.

Further Mr. Binod Kumar Bihani has been designated as the Key Managerial Personnel of the Company (KMP) pursuant to the provisions of sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with effect from March 15, 2018.

### **Audit Committee**

The Audit committee comprises of 3 directors. The committee functions under the Chairmanship of Mr. Tarak Nath Dey, a Non-Executive Independent Director. The other members of the Committee are Mr. Champa Lal Pareek and Mr. Avi Lunia.

The details of the related party transactions are placed before the Audit committee periodically. Any recommendations (if any) placed by the Committee are considered and adopted by the Board. All persons have direct access to the Chairman for sharing their grievances. The Audit Committee also has the responsibility to assess risks and find corrective measures to mitigate the same.

North Eastern Publishing & Advertising Co. Ltd.

The committee met 5 times during the year on 11th May, 2017; 30th May, 2017; 10th August, 2017; 10th November, 2017 and 8th February, 2018.

### **Nomination & Remuneration Committee Policy**

A Remuneration Committee was constituted by the Board of Directors to consider, analyze, determine and approve on behalf of the Board and on behalf of the shareholders the remuneration to be paid to the executive directors of the Company. The committee functions under the Chairmanship of Mr. Champa Lal Pareek, an Executive Independent Director. The other members of the Committee are Mr. Tarak Nath Dey and Mr. Avi Lunia.

### **Stakeholder Relationship Committee**

The Stakeholder Relationship Committee comprises of 3 Directors. The committee functions under the Chairmanship of Mr. Chand Ratan Modi, a Non-Executive Independent Director. The other members of the Committee are Mr. Champa Lal Pareek and Mr. Avi Lunia.

The Registrars and Transfer Agents of the Company is Niche Technologies Pvt. Ltd. The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

### **Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

### **Extract of Annual Return**

The extract of Annual Return, in format MGT 9, for the Financial Year 2017-2018 has been enclosed with this report as Annexure-V.

### **Auditors**

#### **1. Statutory Auditors**

M/s. Rahul Bansal & Associates (Firm Registration No: 327098E), Chartered Accountants, have been appointed as statutory auditors of the Company at the Annual General Meeting held on 18.08.2014 for a period of five years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

#### **2. Secretarial Auditor**

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, the Company has appointed Ms. Priya Mankani, to undertake the Secretarial audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure-VI.

#### **3. Internal Auditor**

Mr. Mohit Surtani, Company Secretary, perform the duties of Internal Auditor of the Company and his report is reviewed by the Audit Committee from time to time.

**Explanation to Auditor's Remarks**

The observation made in the Auditor's Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

**Corporate Social Responsibility (CSR) Policy**

The provisions of Section 135 of the Companies Act, 2013 related to Corporate Social Responsibility is not applicable to the Company during the year.

**Number of Complaints relating to Sexual Harassment in the last financial year and pending as on the end of the financial year**

No cases of Sexual Harassment were reported in the financial year. This is supported by Sexual Harassment Policy which ensures a free and fair enquiry process with clear timelines.

**Listing**

The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

**E Voting**

The Company will provide e-voting facility to all members to enable them to cast their vote electronically on all Resolutions set-fourth in the notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulations, 2015. The instructions for e-voting have been provided in the Notice.

**Directors Responsibility Statement**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

North Eastern Publishing & Advertising Co. Ltd.

- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Acknowledgment**

The Directors express their sincere appreciation to the valued shareholders, bankers and clients and others associated with the Company for their support.



Champa Lal Pareek  
Director  
DIN: 00030815



Tarak Nath Dey  
Director  
DIN: 00343396

For and Behalf of the Board of Directors



Binod Kumar Bihani  
Chief Finance Officer

Place: Kolkata

Date: 06.06.2018



**ANNEXURE-1****FORM NO. AOC-2**

*(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 arm's length transactions under third proviso thereto**

1. Details of contacts or arrangements or transactions not at arm's length basis- NIL  
All transactions entered into by the Company during the year with related parties were on arm's length basis.
  2. Details of material contracts or arrangements or transactions at arm's length basis
- A. List of Related Parties and Relationships**

<b>Name of the Related Party</b>	<b>Relationship</b>
Chanchal Rungta	DIRECTOR
Chand Ratan Modi	
Tarak Nath Dey	
Trilok Chand Modi	
Usha Devi Modi	RELATIVES OF DIRECTORS
Divya Modi	
Chanda Modi	
Raunack Rungta	
Ram Ratan Modi	
Hotahoti Wood Products Ltd.	ENTERPRISES WITH COMMON DIRECTORSHIP
Purbanchal Prestressed Ltd.	
Kamini Finance & Investment Co. Ltd.	
Sangrahalaya Timber & Crafts Ltd.	
Maurya Trading Co. Ltd.	
Visisth Chay Vyapar Ltd.	
Aries Commercial Pvt. Ltd.	
Aquaries Commercial Pvt. Ltd.	
Megha Conclave Pvt. Ltd.	
Gulmohur Trading Pvt. Ltd.	
Chemo Traders Pvt. Ltd.	
Deccan Traders Pvt. Ltd.	INTEREST IN RELATIVES
Citystar Infrastructures Ltd.	
N.K. Concrete Creations Pvt. Ltd.	
Citystar Foods Pvt. Ltd.	
Citystar Agro Industries Pvt. Ltd.	
Citystar Ganguly Projects LLP	DIRECTOR'S INTEREST IN LLP



Name of the Related Party	Nature of Transaction	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Chanchal Rungta	Salaries and allowances	8,70,000	4,15,000
Ram Ratan Modi	Salaries and allowances	5,90,000	2,65,000
Hotahoti Wood Products Ltd	Rent	8,928	7,776
Purbanchal Prestressed Ltd	Rent	8,928	17,152
Purbanchal Prestressed Ltd	Purchase/Sale of Investment	-	5,25,776
Kamini Finance & Inv. Co Ltd	Purchase/Sale of Investment	-	1,78,928
Sangrahalaya Timber & Crafts Ltd	Rent	8,928	8,928
Maurya Trading Company Ltd	Purchase/Sale of Investment	-	17,44,000
Deccan Traders Pvt. Ltd.	Purchase/Sale of Investment	-	1,83,000
Citystar Infrastructures Ltd	Loans(Liab)	92,93,315	953,69,552

Name of the Related Party	Nature of Balance	As at 31st March, 2018	As at 31st March, 2017
Chanchal Rungta	Amount (Payable)/Receivable	1,07,000	(2,38,000)
Chand Ratan Modi	Amount Receivable	42,15,000	5,45,000
Trilok Chand Modi	Amount Payable	18,92,355	18,92,355
Usha Devi Modi	Amount Receivable	9,15,791	27,86,500
Divya Modi	Amount Receivable	1,10,000	85,000
Chanda Modi	Amount Receivable	2,33,000	2,60,000
Raunack Rungta	Amount Receivable	40,000	40,000
Ram Ratan Modi	Amount Receivable	159,00,000	28,15,000
Purbanchal Prestressed Ltd	Amount Receivable/(payable)	17,856	8,928
Kamini Finance & Inv.Co Ltd	Amount Receivable/(Payable)	25,632	16,704
Sangrahalaya Timber & Crafts Ltd	Amount Receivable	17,856	8,928
Aries Commercial Pvt Ltd	Amount Receivable	10,000	10,000
Aquaries Commercial Pvt Ltd	Amount Receivable	8,30,000	8,30,000
Megha Conclave Pvt Ltd	Amount Receivable	58,338	58,338
Deccan Traders Pvt. Ltd.	Amount Receivable/(Payable)	1,35,000	1,35,000
Citystar Infrastructures Ltd	Amount Payable	49,96,57,675	51,72,52,843
N K Concrete Creations Pvt Ltd	Amount Receivable	29,06,555	19,75,555
Citystar Foods Pvt Ltd	Amount Receivable	299,57,539	2,80,12,539
Citystar Agro Industries Pvt Ltd	Amount Receivable	817,69,503	8,15,20,418

**B. Date(s) of approval by the Board, if any:**

The transaction is on arms' length basis and in the ordinary course of business and so the approval of the Board for this purpose is not required.

**C. Amount paid as advances, if any –**

Name of Related Party	Nature of Transaction	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Chanchal Rungta	Loans & Advances	20,00,000	20,00,000
Chand Ratan Modi	Loans & Advances	47,95,000	10,45,000
Usha Devi Modi	Loans & Advances	1,29,291	1,48,500
Divya Modi	Loans & Advances	25,000	1,35,000
Chanda Modi	Loans & Advances	2,23,000	3,75,000
Raunack Rungta	Loans & Advances	29,70,000	29,70,000
Ram Ratan Modi	Loans & Advances	204,30,000	1,20,05,000
Visisth Chay Vyapar Limited	Loans & Advances	-	30,84,351
Aries Commercial Pvt. Ltd.	Loans & Advances	10,000	10,000
Aquaries Commercial Pvt. Ltd.	Loans & Advances	-	1,41,930
Megha Conclave Pvt. Ltd.	Loans & Advances	-	1,38,388
N.K. Concrete Creations Pvt. Ltd.	Loans & Advances	10,51,111	7,70,712
Citystar Foods Pvt. Ltd.	Loans & Advances	19,45,000	12,25,000
Citystar Agro Industries Pvt. Ltd.	Loans & Advances	2,49,085	500,30,000
Citystar Ganguly Projects LLP	Loans & Advances	-	5,75,836

For and Behalf of the Board of Directors



Champa Lal Pareek  
Director  
DIN: 00030815



Tarak Nath Dey  
Director  
DIN: 00343396



Binod Kumar Bihani  
Chief Finance Officer

Place: Kolkata  
Date: 06.06.2018

**ANNEXURE-II**

**CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY**

*(Pursuant to Regulation 17(8) read with Schedule II Part B of the SEBI (LODR) Regulations, 2015)*

We, Champa Lal Pareek, Managing Director and Mr. Binod Bihani, Chief Financial Officer certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31<sup>st</sup>, 2018 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading, and
  - These statements present true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps that we have taken to rectify the identified deficiencies; and
4. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) Significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) Significant changes, if any, in the accounting policies made 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 financial reporting.



**Champa Lal Pareek**  
Managing Director



**Binod Kumar Bihani**  
Chief Financial Officer


Place: Kolkata

Date: 06.06.2018

**ANNEXURE-III****ANNUAL CERTIFICATE UNDER REGULATION 34(3)  
READ WITH PART PARA D OF SCHEDULE V OF THE SEBI (LISTING  
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As required under Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2018.

**Place: Kolkata**  
**Date: 06.06.2018**

  
**Champa Lal Pareek**  
**Managing Director**

## **ANNEXURE IV**

### **Management Discussion and Analysis Report**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2018.

The Management Discussion and Analysis have been included in accordance with the Code of Corporate Governance as approved by the Securities Exchange Board of India (SEBI). This report has been annexed with the financial statements of the Company to set a background to the workings of the Company. The estimates relating to the financial statements are prepared on reasonable basis and reflect the true picture of the state of affairs of the Company and the profits/ loss for the year.

The report provides an overview of the sector in which the company functions, its goals, performances, risks, threats, initiatives and strategies and also the route which the Company plans to take in the future. These estimates and outlooks are prone to fluctuations in the economy and may vary from time to time depending upon the market situations.

### **Non-Banking Finance Company (NBFC) Outlook**

NBFC's form an integral part of the country's financial structure. They not only compliment the functioning of banks but also facilitate inclusive growth of the economy. The role of NBFCs as effective financial intermediaries has been well recognized as they have inherent ability to take quicker decisions, assume greater risks, and customize their services and charges more according to the needs of the clients. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganized sector such as wholesale & retail traders, small-scale industries. NBFCs have been playing a very important role both from the macro-economic perspective and as integral part of the Indian financial system, enhancing competition and diversification in the financial sector. It can be said without a doubt that NBFC's have scripted a great success story. From a growth of 8.6% in 2006 to 14% in 2015, it is estimated that the compound annual growth rate of NBFC's shall hit 18% in 2018-19.

### **Business**

The company is engaged in the business of investment in securities and providing loans and advances. The Company is registered as Non-deposit taking Non-Banking Finance Company with the Reserve Bank of India. Since the asset size of the Company is not more than Rs 100 crores it is presently Non Systemically Important Non-Deposit taking NBFC.

### **Financials:**

The details of the financial performance of your Company are reflected in the Balance Sheet, Profit & Loss Account and other Financial Statements, appearing separately. Highlights are provided below:

<b>Particulars</b>	<b>2018</b>	<b>2017</b>
Revenue from Operations	29,59,91,328	7,67,28,972
Other Income	-	14,24,222
Total Revenue	29,59,91,328	7,81,53,194
Profit Before Interest, Depreciation & Tax	1,38,08,795	10,77,697

Higher revenues have induced greater tax implication on the Company. Finance Costs have also risen sharply. The revenues undoubtedly exceed the expenses faced by the Company but are not sufficient enough to be shelled out for declaring dividends to the shareholders.

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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and the 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.

### **Opportunities, Threats and Risks**

Being in the financial sector subjects the Company to the typical risks that any financial institution faces. The fluctuations in the economic conditions poses threats to the functioning of NBFCs. To minimize these risks the Company takes sufficient steps to scan the external environment regularly.

The Company has laid down a well-defined risk management mechanism covering the risk mapping, risk exposure and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same through a properly defined framework.

### **Human Resource/ Industrial relations**

The company recognises the importance and contribution of its human resources for its growth and development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on the count in the current year.

### **Internal Control Systems and Adequacy**

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

### **Cautionary Statement**

The statements in Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forwarded looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

**ANNEXURE-V****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****as on financial year ended on 31.03.2018****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.****REGISTRATION & OTHER DETAILS:**

i	CIN	L22122AS1981PLC001884
ii	Registration Date	24/06/1981
iii	Name of the Company	NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED
iv	Category/Sub-category of the Company	PUBLIC COMPANY/ LIMITED BY SHARES
v	Address of the Registered office & contact details	Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001
vi	Whether listed company	YES
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700001 Phone No.: 033 2235-7270/7271 Fax: 033 - 2215 6823 Email : nichetechpl@nichetechpl.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

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

NIL

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION

## IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian										
a) Individual/HUF										
b) Central Govt or State Govt										
c) Bodies Corporate	118,10,000	99,63,700	217,73,700	53.75	166,70,000		166,70,000	41.15	(12.60)	
d) Bank/FI										
e) Any other										
<b>SUB TOTAL (A) (1)</b>	118,10,000	99,63,700	217,73,700	53.75	166,70,000		166,70,000	41.15	(12.60)	
(2) Foreign										
a) NRI- Individuals										
b) Other Individuals										
c) Bodies Corp.										
d) Banks/FI										
e) Any other										
<b>SUB TOTAL (A) (2)</b>	118,10,000	99,63,700	217,73,700	53.75	166,70,000		166,70,000	41.15	(12.60)	
<b>Total Shareholding of Promoter</b>										
<b>(A) = (A)(1) + (A)(2)</b>	118,10,000	99,63,700	217,73,700	53.75	166,70,000		166,70,000	41.15	(12.60)	
<b>B. PUBLIC SHAREHOLDING</b>										
(1) Institutions										
a) Mutual Funds										
b) Banks/FI										
c) Central Govt										
d) State Govt										
e) Venture Capital Fund										
f) Insurance Companies										
g) FIIs										
h) Foreign Venture Capital Funds										
i) Others (specify)										
<b>SUB TOTAL (B) (1)</b>										
(2) Non institutions										
a) Bodies corporate	112,80,160	74,45,400	186,25,560	45.98	129,00,460	108,28,800	237,29,260	58.85	12.60	
i) Indian										
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs		1,06,740	1,06,740	0.26		1,06,740	1,06,740	0.26		
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs										
c) Others (specify)										
<b>SUB TOTAL (B) (2)</b>	112,80,160	74,52,140	187,32,300	46.25	129,00,460	109,35,540	238,36,000	58.85	12.60	
<b>Total Public Shareholding</b>										
<b>(B) = (B)(1) + (B)(2)</b>	112,80,160	74,52,140	187,32,300	46.25	129,00,460	109,35,540	238,36,000	58.85	12.60	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>										
<b>Grand Total (A+B+C)</b>	230,90,160	174,15,840	405,06,000	100	295,70,460	109,35,540	405,06,000	100		



**B Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding 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	HOTAHOTI WOOD PRODUCTS LTD	49,35,000	12.18	-	49,35,000	12.18	-	-
2	DOYANG WOOD PRODUCTS LIMITED	51,03,700	12.60	-	-	-	-	(12.60)
3	PURBANCHAL PRESTRESSED LTD	48,60,000	12.00	-	48,60,000	12.00	-	-
4	SANGRAHALATA TIMBER & CRAFTS LTD	44,10,000	10.89	-	44,10,000	10.89	-	-
5	UTTAM MACHINERY & SUPPLY CO. PVT. LTD	24,65,000	6.09	-	24,65,000	6.09	-	-
<b>TOTAL</b>		<b>217,73,700</b>	<b>53.75</b>	<b>-</b>	<b>1,66,70,000</b>	<b>41.15</b>	<b>-</b>	<b>(12.60)</b>

CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	DOYANG WOOD PRODUCTS LIMITED				
	At the beginning of the year	51,03,700	12.60		
	Changes during the year				
	Reason: Transfer			16,20,300	4.00
	Date: 21.04.2017				
	At the end of the year			34,83,400	8.60

Under review. Doyang Wood Products transferred its 16,20,300 shares to Gulmohur Trading Private Limited.

Doyang Wood Products Limited does not stand to be the promoter of the Company.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	HOTAHOTI WOOD PRODUCTS LTD	49,35,000	12.18	49,35,000	12.18
2	PURBANCHAL PRESTRESSED LTD	48,60,000	12	48,60,000	12
3	SANGRAHALATA TIMBER AND CRAFTS LTD	44,10,000	10.89	44,10,000	10.89
4	DOYANG WOOD PRODUCTS LIMITED	34,83,400	8.6	34,83,400	8.6
5	UTTAM MACHINERY & SUPPLY CO. PVT. LTD	24,65,000	6.09	24,65,000	6.09
6	RUKMINI PROPERTIES PVT. LTD	24,40,600	6.03	24,40,600	6.03
7	SAH'S CAPITAL MARKETS LTD	40,45,400	9.987	40,45,400	9.987
8	GULMOHUR TRADING PVT. LTD	6,00,000	1.48	22,20,300	5.48
9	M/GA RESOURCES LTD	20,00,000	4.938	20,00,000	4.938
10	CHEMO TRADERS PVT. LTD	18,25,590	4.507	18,25,590	4.507

(v) Shareholding of Directors &amp; KMP

Sl. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)				
	At the end of the year				

## INDEBTEDNESS

Indebtedness of the Company including Interest outstanding/accrued but not due for payment			
	Secured Loans excluding deposits	Unsecured Loans	Deposits
			Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>			
(i) Principal Amount		5733,85,027	5733,85,027
(ii) Interest due but not paid		2091,74,689	2091,74,689
(iii) Interest accrued but not due			
<b>Total (i+ii+iii)</b>		7825,59,716	7825,59,716
<b>Change in Indebtedness during the financial year</b>			
Additions		1931,64,980	1931,64,980
Reduction		418,60,000	418,60,000
<b>Net Change</b>		1513,04,980	1513,04,980
<b>Indebtedness at the end of the financial year</b>			
(i) Principal Amount		6810,83,014	6810,83,014
(ii) Interest due but not paid		2527,81,682	2527,81,682
(iii) Interest accrued but not due			
<b>Total (i+ii+iii)</b>		9338,64,696	9338,64,696

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole time director and/or Manager: Nil

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961				
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others (specify)				
5	Others, please specify				
	<b>Total (A)</b>				
	<b>Ceiling as per the Act</b>				

## B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	<b>Total (1)</b>		
2	Other Non Executive Directors	Chanchal Rungta	
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		2,90,000
	<b>Total (2)</b>		2,90,000
	<b>Total (B)=(1+2)</b>		2,90,000
	<b>Total Managerial Remuneration</b>		
	<b>Overall Ceiling as per the Act.</b>		

## REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD - Nil

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
1	Gross Salary	CEO	Company Secretary	CFO	Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.				
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others, specify				
5	Others, please specify				
	<b>Total</b>				

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES - NIL

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					
	NONE				
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
	NONE				
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
	NONE				
Penalty					
Punishment					
Compounding					

**Priya Mankani**

Practicing Company Secretaries.....

Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, Kolkata-700038(W.B.)

Mobile: +91 7407223556 || E-Mail: mankani.pria@gmail.com



**ANNEXURE-VI**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup>, 2018**

*(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)*

To,  
The Members,  
North Eastern Publishing & Advertising Company Limited  
Room No.5, 1<sup>st</sup> Floor,  
H.M. Market,  
T.R. Phookan Road  
Guwahati-781001

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. North Eastern Publishing & Advertising Company Limited (hereinafter called the Company) for and during the financial year ended March 31<sup>st</sup>, 2018. Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.
2. Based on our verification of the M/s. North Eastern Publishing & Advertising Company 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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31<sup>st</sup>, 2018, complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We have examined the books, papers, minutes book, forms and returns filed and other records maintained by M/s. North Eastern Publishing & Advertising Company Limited for and during the financial year ended March 31<sup>st</sup>, 2018 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings,
- (v) The Regulations and Guidelines prescribed under the Securities Exchange Board of India Act, 1992 ('SEBI Act') viz:-
  - 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, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-N/A;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and-N/A;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-N/A;
  - i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;
- 4. We have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited (MSEI).
- 5. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
- 6. We further report that,  
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 7. 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.
- 8. Majority decisions is carried through while dissenting members' views are captured and recorded as part of the minutes.
- 9. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, such as laws related

***Priya Mankani***

Practicing Company Secretaries.....

Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, Kolkata-700038(W.B.)

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to taxation, local laws applicable to the area of operation of business and other laws generally applicable to the Company.

10. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Place: Kolkata

Date: 06.06.2018



*Priya Mankani*

Priya Mankani

Company Secretaries

Mem No: 34744

CP. No.: 17947

**Priya Mankani**

Practicing Company Secretaries.....

Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, Kolkata-700038(W.B.)

Mobile: +91 7407223556 || E-Mail: [mankani.pria@gmail.com](mailto:mankani.pria@gmail.com)



**'Annexure A'**

**(To the Secretarial Audit Report of M/S. North Eastern Publishing & Advertising  
Company Limited  
for the financial year ended 31.03.2018)**

To,  
The Members,  
North Eastern Publishing & Advertising Company Limited  
Room No.5, 1<sup>st</sup> Floor,  
H.M. Market,  
T.R. Phookan Road  
Guwahati-781001

Our Secretarial Audit Report for the financial year ended 31.03.2018 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.



Place: Kolkata  
Date: 06.06.2018

*Priya Mankani*  
Priya Mankani  
Company Secretaries  
Mem No: 34744  
CP. No.: 17947

## **CORPORATE GOVERNANCE REPORT**

Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large.

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Agreements for different segments of capital markets to ensure better enforceability. The Listing Regulations were made effective from 1st December, 2015 (effective date). Accordingly, all listed entities were required to enter into the Uniform Listing Agreement within 6 (six) months from the effective date. Your Company has accordingly entered into Listing Agreement with Metropolitan Stock Exchange of India.

This Corporate Governance Report relating to the year ended March 31<sup>st</sup>, 2018 has been issued in compliance with the Regulation 34(3) read along with Clause C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms a part of the Report of the Directors to the Members of the Company and the same is given below.

### **1. OUR COMPANY'S PHILOSOPHY ON CODE OF CONDUCT:**

The Company recognises its role as a corporate citizen and endeavours to adopt the best practices and highest standards of Corporate Governance through transparency in business ethics, accountability to its customers, government and others. The Company's activities are carried out in accordance with good practices and the Company is constantly striving to better them and adopt the best practices.

### **OUR MISSION:**

- to provide a healthy working environment for our employees where they are properly recognised and rewarded.
- to continuously evaluate the working and performance of the employees so as to polish their skills and improve the working standards.
- to explore businesses with higher potential so as to overcome the financing and banking gaps.

## **2. BOARD OF DIRECTORS**

### **2.1 Composition and Category of Directors**

The Board of Directors as on March 31<sup>st</sup>, 2018 consists of five Directors of which there are 4 Non-Executive Directors and one Managing Director as follows:

<b>Name of the Director</b>	<b>Category</b>	<b>Particulars</b>
Mr. Champa Lal Pareek	Managing Director	Appointed as an Independent Director with effect from 31 <sup>st</sup> March, 2010



North Eastern Publishing & Advertising Co. Ltd.

Mr. Chand Ratan Modi	Promoter & Non-Executive Director	He is the promoter director of the Company with effect from 30 <sup>th</sup> November, 2006.
Mr. Tarak Nath Dey	Non-Executive Director	Appointed as an Independent Director with effect from 30 <sup>th</sup> November, 2006.
Mr. Avi Lunia	Non-Executive Director	Appointed as an Independent Director with effect from 24 <sup>th</sup> December, 2016.
Mrs. Chanchal Rungta	Non-Executive Director	Appointed as a Non-Independent Director with effect from 13 <sup>th</sup> August, 2016.

## 2.2 Key Managerial Personnel

Mr. Binod Bihani was appointed as the Chief Financial Officer of the Company on 15<sup>th</sup> March, 2018. He is required to directly report to the Board of Directors and also sits on the Board. He does not hold any shares of the Company.

## 2.3 Board Meetings, Annual General Meetings and Attendance

During the Financial Year 2017-18, the Board met 7 times on 25<sup>th</sup> April, 2017, 30<sup>th</sup> May, 2017, 27<sup>th</sup> June, 2017, 10<sup>th</sup> August, 2017, 10<sup>th</sup> November, 2017, 8<sup>th</sup> February, 2018 and 15<sup>th</sup> March, 2018.

3. The attendance of the Directors on these dates are provided in the table below:

NAMES OF THE DIRECTOR	NO. OF BOARD MEETINGS		ATTENDANCE AT AGM
	HELD	ATTENDED	
CHAND RATAN MODI	7	7	YES
TARAK NATH DEY	7	7	YES
CHAMPA LAL PAREEK	7	7	YES
AVI LUNIA	7	7	YES
CHANCHAL RUNGTA	7	7	YES

Mr. Tarak Nath Dey, the Chairman to the Audit Committee was also present during the Annual General Meeting held on 28<sup>th</sup> August, 2017. It was decided that Mrs. Chanchal Rungta shall resign by rotation and will be eligible for re-appointment

## 3.1 Directorships and Committee membership

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all Companies in India of which they are a Director.

## 2.5 **Board Committees**

The Board of Directors have constituted the following committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholder Relationship Committee

The responsibility of the Risk Management and adherence to risk management plan, procedures and any risk related matters are delegated to the Audit Committee only. Hence there is no separate risk management committee.

## 4. **AUDIT COMMITTEE**

### 3.1 **Composition:**

The Audit committee comprises of 3 directors. The committee functions under the Chairmanship of Mr. Tarak Nath Dey, a Non-Executive Independent Director. The other members of the Committee are Mr. Champa Lal Pareek and Mr. Avi Lunia.

The details of the related party transactions are placed before the Audit committee periodically. Any recommendations (if any) placed by the Committee is considered and adopted by the Board. All persons have direct access to the Chairman for sharing their grievances. The Audit Committee also has the responsibility to assess risks and find corrective measures to mitigate the same. The Minutes of the Audit Committee are circulated to all Directors and are discussed at the Board Meetings.

The committee met 5 times during the year on 11th May, 2017; 30th May, 2017; 10th August, 2017; 10th November, 2017 and 8th February, 2018.

### 3.2 **Terms of Reference:**

The Terms of Reference of the Audit Committee covers all areas mention under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has also included in terms of reference of the Audit Committee the monitoring, implementing and review of risk management plan as required under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore a separate Risk Management Committee hasn't been formed. The broad terms of reference of Audit Committee includes review of financial reporting process and all financial results, statements, disclosures and recommend the same to the Board, review the internal audit reports and discuss the same with the internal auditors, review internal control systems and procedures, evaluation of internal financial controls and risk management systems and their effectiveness, to meet the statutory auditors and discuss their findings, their scope of audit, post audit discussion, auditor's independence, adequacy of internal audit functions, audit qualifications, if any, appointment/ removal and remuneration of auditors, changes in accounting policies and practices, reviewing approval and disclosure of all related party transactions, reviewing with the management the performance of the statutory and internal auditors and their remuneration, compliance with listing agreements, listing regulations, company law and other legal requirements and the Company's financial and risk management plan and policies and its implementation, disaster recovery policies and compliance with statutory requirements.

### 3.3 **Internal Audit**

North Eastern Publishing & Advertising Co. Ltd.

Mr. Mohit Surtani, Company Secretary, performs the duties of Internal Auditor of the Company and his report is reviewed by the Audit Committee from time to time.

### 3.4 Attendance

During the Financial year ended March 31<sup>st</sup>, 2018, the Audit Committee met 5 times on 11th May, 2017; 30th May, 2017; 10th August, 2017; 10th November, 2017 and 8th February, 2018. The following table shows the attendance of the members during the Audit Committee meeting:

NAME OF THE MEMBERS	NO. OF AUDIT COMMITTEE MEETINGS		
	HELD	ATTENDED	
TARAK NATH DEY	5	5	
CHAMPA LAL PAREEK	5	5	
AVI LUNIA	5	5	

## 5. NOMINATION AND REMUNERATION COMMITTEE

A Remuneration Committee was constituted by the Board of Directors to consider, analyse, determine and approve on behalf of the Board and on behalf of the shareholders the remuneration to be paid to the executive directors of the Company. The committee functions under the Chairmanship of Mr. Champa Lal Pareek, a Non-Executive Independent Director. The other members of the Committee are Mr. Tarak Nath Dey and Mr. Avi Lunia.

## 6. STAKEHOLDER RELATIONSHIP COMMITTEE

### 5.1 Composition:

The Stakeholder Relationship Committee comprises of 3 Directors. The committee functions under the Chairmanship of Mr. Chand Ratan Modi, a Non-Executive Independent Director. The other members of the Committee are Mr. Champa Lal Pareek and Mr. Avi Lunia.

The Registrars and Transfer Agents of the Company is Niche Technologies Pvt. Ltd. The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

### 5.2 Details of Complaints from shareholders:

Pursuant to Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, below is the Statement of Investor Complaints for the year ended 31<sup>st</sup> March, 2017.

SL NO.	PARTICULARS	NO. OF COMPLAINTS
1.	Pending at the beginning of the year with the Company	Nil
2.	Received during the year by the Company	Nil
3.	Redressed during the year by the Company	Nil
4.	Pending at the end of the year with the Company	Nil

**7. GENERAL BODY MEETINGS****7.1 Particulars of last three Annual General Meetings are given below:**

Relating to Financial Year ended on	Venue of AGM	Date of AGM	Time of AGM
2015	Room No.5, H.M. Market, T.R. Phookan Road, Guwahati-781001	29.09.2015	12.00 P.M.
2016	Room No.5, H.M. Market, T.R. Phookan Road, Guwahati-781001	27.09.2016	9.00 A.M.
2017	Room No.5, H.M. Market, T.R. Phookan Road, Guwahati-781001	28.08.2017	2.00 P.M.

**7.2 Special Resolution**

No Special Resolution was passed in the Annual General Meeting held in the previous year on 28<sup>th</sup> August, 2017.

At the Annual General Meeting to be held in the current year on 15<sup>th</sup> September, 2018, no proposal has been made to be passed by the Special Resolution.

**Postal Ballot:** No resolutions were passed by the Postal Ballot in any of the previous three Annual General Meetings.

**8. Means of Communication**

**8.1** The financial results and the quarterly shareholding pattern are electronically transmitted to the stock exchanges and are also updated on the Company's website [www.nepacl.com](http://www.nepacl.com). Quarterly results are emailed to all Members whose email is registered with the Company.

**8.2** Shareholder communication including Notices and annual reports are being sent to the email addresses of Members available with the Company. Annual Accounts are sent to members at least 25 days before the Annual General Meeting.

**8.3** The company's website [www.nepacl.com](http://www.nepacl.com) makes online announcements of Board meeting dates, results of the meetings, quarterly financial results, announcements of the date of Annual General Meeting and proposed dividend, changes in Directors and other announcements. The website also provides quarterly shareholding pattern.

**8.4 Address for Communication:** All communication regarding share transactions, change of address, bank mandates, nominations etc. should be addressed to the Registrars and Share Transfer Agents of the Company on the following address:

**Niche Technologies Private Limited**  
**D-511 Bagree Market, 5<sup>th</sup> Floor,**  
**71 B.R.B. Basu Road,**  
**Kolkata-700001**

North Eastern Publishing & Advertising Co. Ltd.

**Phone: (033) 2235-7271/7270/3070**

**Fax: (033) 2215-6823**

**Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)**

Shareholders are encouraged to correspond with the Registrars & Share Transfer Agents and the Company via email to speed up the response, reduce paperwork and also to help us address the complaints faster. Shareholders are requested to mention the Folio Nos (DP-Id and Client Id in case of demat shares), phone or mobile number and their Email Id so that we can contact them and redress their complaints immediately. However, for instructions like change of bank mandate, change of address, transfers & transmission of shares etc. letters duly signed by the shareholders concerned should be sent otherwise such requests cannot be processed by the Registrars. Email IDs of the shareholders will have to be registered with the Company to enable the Company or the Registrars to communicate electronically.

## **9. GENERAL SHAREHOLDER INFORMATION**

### ***8.1 Date, Time, Venue of the Annual General Meeting:***

The Annual General Meeting of the Company will be held on 15<sup>th</sup> September, 2018 at 2.00 P.M. at Room No. 5, H.M. Market, T.R. Phookan Road, Guwahati-781001.

### ***8.2 Financial Year:***

The Financial Year of the Company ended on March 31<sup>st</sup>, 2018.

### ***8.3 Record Date & Cut-Off Date:***

The Cut-Off Date is 20<sup>th</sup> August, 2018 for determining who will be entitled to vote electronically on the resolutions mentioned in the Notice convening the Annual General Meeting by remote-voting and also vote at the meeting venue.

### ***8.4 Electronic Voting:***

Pursuant to Section 108 and other applicable as per Company's Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the Annual General Meeting will be made through electronic voting. The electronic voting ("E-Voting") period will be from 9.00 A.M. on 9<sup>th</sup> September to 5.00 P.M. on 15<sup>th</sup> September, 2017, both days inclusive.

No special resolution is proposed to be conducted through postal ballot or electronic voting.

**Scrutiniser for electronic voting:** Ms. Priya Mankani, Practicing Company Secretaries (Membership No: 34744 and C.P. No. 17947) of Block-309, Flat 2A, Fort Residency, 38 S.N.Roy Road, New Alipore, Kolkata-700038, Phone: 7407223556, Email ID: [makani.pria@gmail.com](mailto:makani.pria@gmail.com)) has been appointed as the scrutiniser to scrutinise the electronic voting process and the voting at the venue of the Annual General Meeting in a fair and transparent manner and to give her report to the Chairman.

### ***8.5 Listing on Stock Exchanges:***

The shares of the Company are listed on the following Stock Exchange:

Metropolitan Stock Exchange of India

**Scrip Code: NEPACL**

Vibgyor Towers, 4<sup>th</sup> Floor,

Plot No. C 62, G Block,

North Eastern Publishing & Advertising Co. Ltd.

Opp. Trident Hotel,

Bandra Kurla Complex, Bandra (E)

Mumbai-400098

For dematerialisation of Equity shares of the Company of the Face Value Rs 10/- each, the ISIN No. allotted to the Company is INE930E01012.

The annual listing fees have been paid and all requirements of the stock exchanges where the shares are listed, including submission of quarterly reports and certificates, are complied with.

#### 8.6 Registrars and Share Transfer Agents

The share management work, both physical and demat, is being handled by the Registrars and Share Transfer Agents of the Company whose name and address is given below:

**Niche Technologies Private Limited**

D-511 Bagree Market, 5<sup>th</sup> Floor,

71 B.R.B. Basu Road,

Kolkata-700001

Phone: (033) 2235-7271/7270/3070

Fax: (033) 2215-6823

Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

Contact Person: Ashok Sen

#### 8.7 Share Transfer Agent

Share Transfer requests valid and complete in all respects are normally processed within 15 days. Power has been delegated to the Company Secretary and the Registrar and Transfer Agents for expediting share transfers. Valid requests for demat of shares are completed within 10 days. The Company's shares are compulsorily traded in the dematerialized form. The ISIN No. allotted to the Company is INE930E01012.

#### 8.8 Distribution of Shareholding as on March 31<sup>st</sup>, 2018

SHARES HELD	NO. OF SHARES HELD	%
IN PHYSICAL MODE	10935540	27.00
DEMAT WITH NSDL	29570460	73.00
DEMAT WITH CDSL	0	0.00
TOTAL	40506000	100

NO. OF SHARES	NO. OF SHAREHOLDERS	%	NO. OF SHARES HELD	%
1-500	1,011	98.1553	1,00,740	0.2487
501-1000	0	0.0000	0	0.0000
1001-5000	0	0.0000	0	0.0000
5001-10000	1	0.0971	6,000	0.0148
10001-50000	0	0.0000	0	0.0000
50001-100000	1	0.0971	58,370	0.1441
100001 & above	17	1.6505	4,03,40,890	99.5924
TOTAL	1030	100	4,05,06,000	100



**8.9 Shareholding pattern as on March 31<sup>st</sup>, 2018**

The detailed report on the Shareholding Pattern of the Company as on March 31<sup>st</sup>, 2018 is prescribed in MGT-9 enclosed to the Boards Report as Annexure-V.

**8.10 Top ten Shareholders**

PARTICULARS	NO. OF SHARES HELD	%
HOTAHOTI WOOD PRODUCTS LIMITED	4935000	12.18
DOYANG WOOD PRODUCTS LTD.	3483400	8.60
RUKMINI PROPERTIES PVT. LTD.	2440600	6.025
PURBANCHAL PRESTRESSED LIMITED	4860000	12.00
GULMOHUR TRADING PVT. LTD.	2220300	5.48
SANGRAHALAYA TIMBER & CRAFTS LIMITED	4410000	10.89
SMIFS CAPITAL MARKETS LTD.	4045400	9.987
VISISTH CHAY VYAPAR LIMITED	1775000	4.382
MEGA RESOURCES LIMITED	1300000	4.938
UTTAM MACHINERY & SUPPLY CO. LTD.	2465000	6.09

**10. DISCLOSURES**

- 10.1** Details of transactions with related parties have been reported in Notes of Accounts. These disclosures are also made for the purpose of Regulation 10(1) (a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. All the transactions with related parties are at arm's length basis and there are no materially significant related party transactions which may have potential conflict with the interests of the Company at large. The Related Party Transaction Policy is available on the Company's website [www.nepacl.com](http://www.nepacl.com).

North Eastern Publishing & Advertising Co. Ltd.

**10.2** There we no instance of non-compliance by the Company or any penalties or strictures imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets in the past three years.

**10.3** The Company has established a vigil mechanism system and has in place a "Whistle Blower Policy" the details of which are mentioned on Company's website. Adequate safeguards have been provided against any victimisation of persons who use the vigil mechanism. All persons have been given direct access to the Chairman of the Audit Committee to lodge their grievances. No personnel has been denied access to the Audit Committee to lodge their grievances.

**10.4** Mandatory requirements and non-mandatory requirements have been complied with except that the Company does not send the half-yearly financial performance to each household of shareholders who do not have their email ID registered with the Company or the Depository Participants.

**10.5** Management Discussion Analysis Report forms a part of the Directors Report.

**10.6** No presentations were made to the institutional investors and analysts during the year.

**10.7** The Company does not have any subsidiary therefore corresponding disclosures have not been made.

**10.8** There have been no public issues, rights issues or other public offerings during the past five years. The Company has not issued any GDR's or ADR's or warrants or any convertible instruments. Hence corresponding disclosures have not been made.

**10.9** Other items which are not applicable are not applicable to the Company have not been separately commented upon.

For and Behalf of the Board of Directors



Champa Lal Pareek  
Director  
DIN: 00030815



Tarak Nath Dey  
Director  
DIN: 00343396



Binod Kumar Bihani  
Chief Finance Officer

Place: Kolkata

Date: 06.06.2018



**Priya Mankani**

**Practicing Company Secretaries.....**

Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, Kolkata-700038(W.B.)

Mobile: +91 7407223556 || E-Mail: [mankani.pria@gmail.com](mailto:mankani.pria@gmail.com)



**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
North Eastern Publishing & Advertising Company Limited  
1<sup>st</sup> Floor, Room No. 5,  
H.M. Market,  
T.R. Phookan Road,  
Guwahati-781001

- A. We have conducted an audit of compliance of Corporate Governance norms and procedures by the Company being M/s. North Eastern Publishing & Advertising Company Limited, having its registered office at 1<sup>st</sup> Floor, Room No. 5, H.M. Market, T.R. Phookan Road, Guwahati-781001 (hereinafter called the Company) during the Financial Year ended March 31<sup>st</sup>, 2018, and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with other applicable provisions of law during the aforesaid period.
- B. That our audit is an independent audit of compliance of corporate governance norms and procedures as mentioned by M/s. North Eastern Publishing & Advertising Company Limited. That compliance of corporate governance norms and procedures is the responsibility of the Company. That our audit is neither an opinion on financial statements of the Company nor on future viability of the Company or on effective management of the Company.
- C. In our opinion and to the best of our understanding, based on the records, documents, books and other information furnished to us during the aforesaid audit by the Company, its officers and agents, we confirm that the Company has complied with the corporate governance norms and procedures, as referred above and to the extent applicable to the Company, during the aforesaid period under scrutiny.

Place: Kolkata  
Date: 06.06.2018



*Priya Mankani*  
Priya Mankani  
Company Secretaries  
Mem No: 34744  
CP. No.: 17947

## **Independent Auditor's Report**

**To the Members of North Eastern Publishing and Advertising Company Limited**

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

We have audited the attached financial statements of **North Eastern Publishing and Advertising Company Limited** ('the Company'), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss and the 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 and presentation of these 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 financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 financial statements.



## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of Balance Sheet, of the state of affairs of the Company as at 31 March 2018.
- b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date: and
- c) in the case of the Cash Flow Statement, of the Cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") 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 the paragraph 3 and 4 of the Order, to the extent applicable.
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 purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as 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 financial statements comply with the Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 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"; and
  - (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 derivatives contracts for which there were any material foreseeable losses
    - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **RAHUL BANSAL & ASSOCIATES**

Chartered Accountants

Firm Registration number: 327098E

*R. Bansal*

Rahul Bansal

Partner

Membership number: 068619

Place: Kolkata

Date : 06<sup>th</sup> day of June, 2018



### Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) The management has conducted physical verification of inventories at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has complied with the provisions of Section 189 of the Companies Act, 2013.
- (iv) 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 making Loan and investments.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the activities rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, Employee State Insurance (ESI), excise duty, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues, as and when applicable to us, have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
- (viii) The Company did not have any outstanding dues to financial institutions, banks or debenture holders or government during the year.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments) and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.



- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair, In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the Company has complied with the provisions of section 45-IA of the Reserve Bank of India Act, 1934 as and when applicable.

**For RAHUL BANSAL & ASSOCIATES**

*Chartered Accountants*

Firm Registration number: 327098E

*R. Bansal*

**Rahul Bansal**

*Partner*

Membership number: 068619

Place: Kolkata

Date : 06<sup>th</sup> day of June, 2018





## **Annexure - B to the Auditors' Report**

### **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 Publishing and Advertising Company Limited** ("the Company") as of 31 March 2018 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 ('ICAI'). 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 judgment, 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 31 March 2018, 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 RAHUL BANSAL & ASSOCIATES**

*Chartered Accountants*

Firm Registration number: 327098E

*R. Bansal*

**Rahul Bansal**

*Partner*

Membership number: 068619

Place: Kolkata

Date: 06<sup>th</sup> day of June, 2018



**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2018**

(Figures in Rs.)

Sl. No.	Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
I.	<b>EQUITY AND LIABILITIES</b>			
(1)	<u>Shareholder's Funds</u>			
	(a) Share Capital	2.6	4050,60,000	4050,60,000
	(b) Reserves and Surplus	2.7	(149,82,104)	(261,60,898)
(2)	<u>Non-Current Liabilities</u>			
	(a) Long Term Borrowings	2.8	6810,83,014	5733,85,027
	(b) Long Term Provisions	2.9	46,15,845	41,42,039
(3)	<u>Current Liabilities</u>			
	(a) Trade Payables	2.10	570,41,141	98,33,211
	(b) Other Current Liabilities	2.11	2789,69,657	2355,40,093
	(c) Short-Term Provisions	2.12	36,03,000	9,73,000
	<b>Total Equity &amp; Liabilities</b>		<b>14153,90,552</b>	<b>12027,72,472</b>
II.	<b>ASSETS</b>			
(1)	<u>Non-Current Assets</u>			
	(a) Fixed Assets			
	(i) Tangible Assets	2.13	542,12,273	542,88,622
	(b) Non-Current Investments	2.14	311,47,458	300,22,458
	(c) Long Term Loans and Advances	2.15	11038,53,583	9684,80,553
(2)	<u>Current Assets</u>			
	(a) Inventories	2.16	1918,35,438	1311,59,356
	(b) Cash and Bank Balances	2.17	6,80,485	67,52,142
	(c) Short - Term Loans and Advances	2.18	336,61,316	120,69,340
	<b>Total Assets</b>		<b>14153,90,552</b>	<b>12027,72,472</b>

Significant accounting Policies and Notes on Accounts.

1 & 2

As per our report of even date

For **Rahul Bansal & Associates**

Chartered Accountants

Firm Registration No. 327098E

*R. Bansal*

CA Rahul Bansal

Partner

Membership No. 068619

Place: KOLKATA

Dated : June 06th, 2018



For and on behalf of the Board of Directors

*C. L. Pareek*

Champa Lal Pareek

Managing Director

00030815

*Chand Ratan Modi*

Chand Ratan Modi

Director

00343685



**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**

**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2018**

(Figures in Rs.)

Sl. No.	Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(1)	Revenue from operations	2.20	2959,91,328	767,28,972
(2)	Other Income	2.21	-	14,24,222
(3)	Total Revenue (1+2)		2959,91,328	781,53,194
(4)	<u>Expenses:</u>			
	Purchases of Stock in Trade		2845,65,189	251,40,968
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.22	(606,76,082)	(20,33,759)
	Employee Benefit Expense	2.23	18,24,563	11,74,000
	Finance Cost	2.24	545,53,065	490,64,123
	Depreciation		76,349	80,413
	Other Expenses	2.25	13,65,643	23,07,342
	Provisions	2.26	4,73,806	13,42,411
	Total Expenses		2821,82,533	770,75,497
(5)	Profit before exceptional and extraordinary items and tax (3 - 4)		138,08,795	10,77,697
(6)	Exceptional Items		-	-
(7)	Profit before extraordinary items and tax (5 - 6)		138,08,795	10,77,697
(8)	Extraordinary Items		-	-
(9)	Profit before tax (7 - 8)		138,08,795	10,77,697
(10)	<u>Tax expense:</u>			
	(1) Current tax		26,30,000	7,50,000
(11)	Profit from Operations (9 - 10)		111,78,795	3,27,697
(12)	Earning per equity share:			
	(1) Basic		0.28	0.01
	(2) Diluted		0.28	0.01

Significant accounting Policies and Notes on Accounts.

1 & 2

As per our report of even date

For **Rahul Bansal & Associates**

Chartered Accountants

Firm Registration No. 327098E

*R. Bansal*

**CA Rahul Bansal**

Partner

Membership No. 068619

Place: KOLKATA

Dated : June 06th, 2018



For and on behalf of the Board of Directors

*C. C. Pareek*

**Champa Lal Pareek**

Managing Director

00030815

*Chand Ratan Modi*

**Chand Ratan Modi**

Director

00343685

**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED AS ON 31ST MARCH, 2018**

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		138,08,795		10,77,697
<u>Adjustments for:</u>				
Provisions Against Standard Assets		4,73,806		13,42,411
Operating profit / (loss) before working capital changes		142,82,600		24,20,108
<u>Changes in working capital:</u>				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(606,76,082)		(20,33,759)	
Trade receivables	-		-	
Short-term loans and advances	(215,91,976)		87,04,078	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	472,07,929		91,23,768	
Other current liabilities	434,29,564		344,89,857	
Provisions	26,30,000	109,99,435	4,56,700	507,40,644
<b>Cash from Operating activities</b>		252,82,035		531,60,752
Income Tax	26,30,000		7,50,000	
Taxation for earlier years	-	26,30,000	21,292	7,28,708
<b>Net cash flow from / (used in) operating activities (A)</b>		226,52,035		524,32,044
<b>B. Cash flow from investing activities</b>				
Purchase of Investment		(11,25,000)		156,70,000
(Increase)/Decrease in Fixed assets		76,349		80,413.00
<b>Net cash flow from / (used in) investing activities (B)</b>		(10,48,651)		157,50,413.00
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings	1076,97,987		799,77,013	
(Increase)/decrease in Long term Loans & Advances given	(1353,73,030)	(276,75,043)	(1417,34,504)	(617,57,491)
<b>Net cash flow from / (used in) financing activities (C)</b>		(276,75,043)		(617,57,491)
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		(60,71,659)		64,24,966
Cash and cash equivalents at the beginning of the year		67,52,143		3,27,177
<b>Cash and cash equivalents at the end of the year</b>		6,80,484		67,52,143

As per our report of even date

For **Rahul Bansal & Associates**  
Chartered Accountants  
Firm Registration No. 327098E

*R. Bansal*

**CA Rahul Bansal**  
Partner  
Membership No. 068619



For and on behalf of the Board of Directors

*C. Lal Pareek*  
**Champa Lal Pareek**  
Managing Director  
00030815

*Chand Ratan Modi*  
**Chand Ratan Modi**  
Director  
00343685

Place: KOLKATA  
Dated : June 06th, 2018

**1 SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of preparation of financial statements**

- a) The Accounts have been prepared under the historical cost convention on an Accrual basis and in accordance with the Accounting Standards notified under the relevant provisions of the Companies act, 2013 and are consistent with generally accepted accounting principles and conform to the statutory provisions and practices prevailing in the industry. All the figures have been rounded off to nearest rupees.
- b) The company generally follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.

**1.2 Inventories**

Stock-in-trade are valued as follows:-

- a) Unquoted shares : At cost  
b) Quoted shares : At cost or market value whichever is lower  
c) Flats: At cost

**1.3 Investments**

Investments are valued at cost. All the investments are considered to be of long term by the management and decline in market value, if any, is of temporary nature. Bonus/ demerged shares are valued at nil cost.

**1.4 RBI Prudential Norms**

The Company has complied with the RBI Prudential Norms relating to Income Recognition, Accounting Standard and Asset classification and provisioning for bad and doubtful debts as applicable to it.

**1.5 Estimates**

The preparation of financial statements requires use of estimates and assumptions to be made that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Difference between actual amount and estimates are recognised in the period in which the results are known / materialized.

**1.6 Taxes On Income**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961

**2 NOTES ON ACCOUNTS**

- 2.1 There is no contingent liability at the end of the accounting year.
- 2.2 The Company has not accepted any Public Deposit during the year in pursuance of a resolution passed by the Board of Directors of the Company
- 2.3 The Provision Against Non Performing Assets have been made as per prudential norms of RBI.
- 2.4 In terms of Notification No. DNBS.222/ CGM(US)-2011 and DNBS.223/ CGM(US)-2011 both dated January 17, 2011 issued by the Department of Non-Banking Supervision, the Company has made a provision on Standard Assets at 0.35% of the amount outstanding as at the end of the financial year.
- 2.5 Purchases of Stock in trade

Particulars	Units	Quantity	Value (Rs.)
Quoted Equity Shares	No.	11,88,531	2845,65,189
		(7,49,561)	(189,82,102)
Unquoted Equity Shares	No.	-	-
		(75,000)	(61,58,866)

Note: Figures in bracket relates to the previous year

*Choudhary*



2.6 **List of Related Parties and Relationship**

<b>Name of the Related Party</b>	<b>Relationship</b>
Chanchal Rungta Chand Ratan Modi Tarak Nath Dey	DIRECTOR
Trilok Chand Modi Usha Devi Modi Divya Modi Chanda Modi Raunack Rungta Chanda Modi Ram Ratan Modi	RELATIVES OF DIRECTOR
Hotahoti Wood Products Ltd Purbanchal Prestressed Ltd Kamini Finance & Inv.Co Ltd Sangrahalaya Timber & Crafts Ltd Maurya Trading Company Ltd Visisth Chay Vyapar Ltd Aries Commercial Pvt Ltd Aquaries Commercial Pvt Ltd Megha Conclave Pvt Ltd Gulmohur Trading Pvt Ltd Chemo Traders Pvt Ltd	ENTERPRISES WITH COMMON DIRECTORSHIP
Deccan Traders Pvt Ltd. Citystar Infrastructures Ltd N K Concrete Creations Pvt Ltd Citystar Foods Pvt Ltd Citystar Agro Industries Pvt Ltd Citystar Ganguly Projects LLP	INTEREST OF RELATIVES
	DIRECTOR'S INTEREST IN LLP

<b>Name of the Related Party</b>	<b>Nature of Transaction</b>	<b>During the year 2017-18</b>	<b>During the year 2016-17</b>
Chanchal Rungta	Salaries and allowances	8,70,000	4,15,000
Chanchal Rungta	Loans & Advances	20,00,000	20,00,000
Chand Ratan Modi	Loans & Advances	47,95,000	10,45,000
Usha Devi Modi	Loans & Advances	1,29,291	1,48,500
Divya Modi	Loans & Advances	25,000	1,35,000
Chanda Modi	Loans & Advances	2,23,000	3,75,000
Raunack Rungta	Loans & Advances	29,70,000	29,70,000
Ram Ratan Modi	Salaries and allowances	5,90,000	2,65,000
Ram Ratan Modi	Loans & Advances	204,30,000	120,05,000
Hotahoti Wood Products Ltd	Rent	8,928	7,776
Purbanchal Prestressed Ltd	Rent	8,928	17,152
Purbanchal Prestressed Ltd	Purchase/Sale of Investment	-	5,25,776
Kamini Finance & Inv.Co Ltd	Purchase/Sale of Investment	-	1,78,928
Sangrahalaya Timber & Crafts Ltd	Rent	8,928	8,928
Maurya Trading Company Ltd	Purchase/Sale of Investment	-	17,44,000
Visisth Chay Vyapar Ltd	Loans & Advances	-	30,84,351
Aries Commercial Pvt Ltd	Loans & Advances	10,000	10,000
Aquaries Commercial Pvt Ltd	Loans & Advances	-	1,41,930
Megha Conclave Pvt Ltd	Loans & Advances	-	1,38,338
Deccan Traders Pvt Ltd.	Purchase/Sale of Investment	-	1,83,000
Citystar Infrastructures Ltd	Loans(Liab)	92,93,315	953,69,552
N K Concrete Creations Pvt Ltd	Loans & Advances	10,51,111	7,70,712
Citystar Foods Pvt Ltd	Loans & Advances	19,45,000	12,25,000
Citystar Agro Industries Pvt Ltd	Loans & Advances	2,49,085	500,30,000
Citystar Ganguly Projects LLP	Loans & Advances	-	5,75,836

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**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**

NOTES ON ACCOUNTS AND SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31ST MARCH, 2018

Name of the Related Party	Nature of Balance	As at 31st March, 2018	As at 31st March, 2017
Chanchal Rungta	Amount (Payable)/Receivable	1,07,000	- 2,38,000
Chand Ratan Modi	Amount Receivable	42,15,000	5,45,000
Trilok Chand Modi	Amount Payable	18,92,355	18,92,355
Usha Devi Modi	Amount Receivable	9,15,791	27,86,500
Divya Modi	Amount Receivable	1,10,000	85,000
Chanda Modi	Amount Receivable	2,33,000	2,60,000
Raunack Rungta	Amount Receivable	40,000	40,000
Ram Ratan Modi	Amount Receivable	159,00,000	28,15,000
Purbanchal Prestressed Ltd	Amount Receivable/(payable)	17,856	8,928
Kamini Finance & Inv.Co Ltd	Amount Receivable/(Payable)	25,632	16,704
Sangrahalaya Timber & Crafts Ltd	Amount Receivable	17856	8928
Aries Commercial Pvt Ltd	Amount Receivable	10000	10,000
Aquaries Commercial Pvt Ltd	Amount Receivable	830000	8,30,000
Megha Conclave Pvt Ltd	Amount Receivable	58338	58,338
Deccan Traders Pvt Ltd	Amount Receivable/(Payable)	1,35,000	1,35,000
Citystar Infrastructures Ltd	Amount Payable	499657675	517252843
N K Concrete Creations Pvt Ltd	Amount Receivable	29,06,555	1975555
Citystar Foods Pvt Ltd	Amount Receivable	299,57,539	28012539
Citystar Agro Industries Pvt Ltd	Amount Receivable	817,69,503	81520418

c) Previous year / period figures have been regrouped / reclassified wherever necessary to correspond with the current period classification / disclosure

*Chanchal*



**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

**Note : 2.6 Share Capital**

(Figures in Rs.)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	<u>Authorized Capital</u> 40510000 Equity Shares of Rs. 10/- each.	4051,00,000	4051,00,000
		4051,00,000	4051,00,000
2	<u>Issued, Subscribed &amp; Paid Up Capital</u> 40506000 Equity Shares of Rs. 10/- each	4050,60,000	4050,60,000
	<b>Total</b>	<b>4050,60,000</b>	<b>4050,60,000</b>

**Reconciliation of the number of shares outstanding**

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Number of shares at the beginning	405,06,000	405,06,000
	Add: Shares issued during the year	-	-
	<b>Number of shares at the closing</b>	<b>405,06,000</b>	<b>405,06,000</b>

**Details of shares held by each shareholder holding more than 5% shares**

Sl. No.	Particulars	As at 31st March, 2018		As at 31st March, 2017	
		Total No. Of shares	Holding (%)	Total No. Of shares	Holding (%)
1	Doyang Wood Products Ltd.	34,83,400	8.60	51,03,700	12.60
2	Hotahoti Wood Products Ltd.	49,35,000	12.18	49,35,000	12.18
3	Purbanchal Prestressed Ltd.	48,60,000	12.00	48,60,000	12.00
4	Sangrahalaya Timber & Crafts Ltd.	44,10,000	10.89	44,10,000	10.89
5	Uttam Machinery & Supply Company Pvt. Ltd.	24,65,000	6.09	24,65,000	6.09
6	Rukmini Properties Private Limited	24,40,600	6.03	24,40,600	6.03
7	SMIFS Capital Market Ltd.	40,45,400	9.99	40,45,400	9.99
8	Gulmohur Trading Pvt. Ltd.	22,20,300	5.48	-	-
	<b>Total</b>	<b>288,59,700</b>	<b>71.25</b>	<b>282,59,700</b>	<b>69.77</b>

**Note : 2.7 Reserves & Surplus**

(Figures in Rs.)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	<u>Reserve u/s 45-IC of the RBI Act, 1934</u> As per last Balance Sheet Add: Transferred from Profit & Loss Account	7,57,734 22,35,759 29,93,493	6,92,195 65,539 7,57,734
2	<u>Surplus / (Deficit) in Statement of Profit and Loss</u> Profit / (Loss) brought forward from previous year Add: Profit / (Loss) for the year  Taxation For Earlier Years  Less: Appropriations Transferred to Reserve u/s 45-IC of the RBI Act, 1934 Add: Provision in respect of NPA written back Closing Balance	(269,18,633) 111,78,795 (157,39,838) - 22,35,759 - (179,75,597)	(272,02,082) 3,27,697 (268,74,385) 21,292 65,539 - (269,18,633)
	<b>Total</b>	<b>(149,82,104)</b>	<b>(261,60,898)</b>

**Note : 2.8 Long Term Borrowings**

(Figures in Rs.)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	<u>Other Loans &amp; Advances</u> Unsecured*	6810,83,014	5733,85,027
	<b>Total</b>	<b>6810,83,014</b>	<b>5733,85,027</b>

\* Bearing Rate of Interest @8 % 9%, 12%, 15% p.a. and repayable in 2019-20

**Note : 2.9 Long Term Provisions**

(Figures in Rs.)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	In respect of Non Performing Assets	7,55,000	7,55,000
2	Contingent Provisions Against Standard Assets	38,60,845	33,87,039
	<b>Total</b>	<b>46,15,845</b>	<b>41,42,039</b>

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**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

*Note : 2.10 Trade Payables*

*(Figures in Rs.)*

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Trade Payables for Services	570,41,141	98,33,211
	Total	570,41,141	98,33,211

*Note : 2.11 Other Current Liabilities*

*(Figures in Rs.)*

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Interest Accrued & Due on Borrowings	2527,81,682	2091,74,689
2	Temporary overdraft(excess cheque overdrawn)	3,53,392	-
3	Others Liabilities <sup>#</sup>	258,34,583	263,65,404
	Total	2789,69,657	2355,40,093

<sup>#</sup> Includes TDS Payable, Advance against Properties

*Note : 2.12 Short Term Provisions*

*(Figures in Rs.)*

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Provisions Income Tax	36,03,000	9,73,000
	Total	36,03,000	9,73,000

*Chakraborty*





**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

**Note : 2.13 Fixed Asset**

(Figures in Rs.)

Sl. No	Particulars	Original Cost			Depreciation		Net Book Value	
		As at 31st Mar '17	Addition/ (deduction) during the year	As at 31st March, 2018	As at 31st Mar '17	As at 31st March, 2018	As at 31st March, 2018	As at 31st Mar '17
I	<b>Tangible Assets</b>							
1	Land	540,15,000	-	540,15,000	-	-	540,15,000	540,15,000
2	Computer	47,880	-	47,880	41,667	45,486	2,394	6,213
3	Motor Car	9,96,378	-	9,96,378	7,28,969	8,01,499	1,94,879	2,67,409
	<b>TOTAL</b>	<b>550,59,258</b>	<b>-</b>	<b>550,59,258</b>	<b>7,70,636</b>	<b>8,46,985</b>	<b>542,12,273</b>	<b>542,88,622</b>
	<b>(Previous Year)</b>	<b>550,59,258</b>	<b>-</b>	<b>550,59,258</b>	<b>6,90,223</b>	<b>7,70,636</b>	<b>542,88,622</b>	

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**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

Note : 2.14 Non-Current Investments

(Figures in Rs.)

Sl. No	Particulars	Face Value	As at 31st March, 2018		As at 31st March, 2017	
1)	<u>Other Investments</u>					
	(a) Investment in Property			29,01,058		29,01,058
	(b) Investment in Equity Instruments (fully paid up)		No. of Shares	Amount	No. of Shares	Amount
	<u>Quoted</u>					
	Siti Cable Network Limited	1	5,000	-	5,000	-
	Zee Media Corporation Limited	1	4,521	-	4,521	-
			9,521	-	9,521	-
	<u>Unquoted</u>					
	Advent Dealers Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Agrim Vanijya Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Ambition Deal Trade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Alankar Barter Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Aravali Tradecom Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Baviscon Tradelinks Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Bluestar Sales Agencies Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Booster Vintrade Pvt Ltd	10	1,800	18,000	1,800	18,000
	Cindrella Vanijya Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Citystar Foods Private Limited	10	1,75,000	17,50,000	1,75,000	17,50,000
	Citizen Vintrade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Crossway Commotrade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Crossroad Agencies Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Dhanvarsha Tie up Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Dayanidhi Vinitrade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Dreamland Vincom Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Excellent Deal Trade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Falcon Vintrade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Fort Tradelinks Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Evernew Tradecom Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Fourfold Vintrade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Fair Land Vinimay Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Future Commosales Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Fairplan Vanijya Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Gateway Vintrade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Glaze Commodeal Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Glaze Tie Up Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Glaze Tracom Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Glitter Commodeal Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Indraloke Tracom Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Intouch Trading Private Limited	10	2,17,590	130,55,400	2,17,590	130,55,400
	Jiwanjyoti Tie Up Ltd.	10	1,800	18,000	1,800	18,000
	Limelight Commosales Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Linkpoint Dealers Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Marina Deal Trade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Matrix Deal Trade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Majority Suppliers Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	Megha Conclave Private Limited	10	28,500	2,85,000	28,500	2,85,000
	Neptune Vintrade Pvt.Ltd.	10	1,800	18,000	1,800	18,000
	bal c/f		4,85,890	157,38,400	4,85,890	157,38,400



*Colbrook*

Hopewell Vinimay Pvt Ltd	10	1,700	17,000	1,700	17,000
Hopewell Commercial Pvt Ltd	10	1,700	17,000	1,700	17,000
Hilltop Suppliers Pvt Ltd	10	1,700	17,000	1,700	17,000
Hamsafar Dealcomm Pvt Ltd	10	1,700	17,000	1,700	17,000
Heritage Dealtrade Pvt Ltd	10	1,700	17,000	1,700	17,000
Acyumen Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
Acyumen Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Anchor Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
Nandlal Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
Citywings Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
Delta Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
Guidance Tradecom Pvt Ltd	10	1,600	16,000	1,600	16,000
Hilton Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Dreamvalley Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Escort Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Escort Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
Escort Vinimay Pvt Ltd	10	1,600	16,000	1,600	16,000
Kelvin Commotrade Pvt Ltd	10	1,600	16,000	1,600	16,000
Dove Commodreal Pvt Ltd	10	1,600	16,000	1,600	16,000
Kelvin Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Dove Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Kelvin Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
Hytone Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
Hytone Dealtrade Pvt Ltd	10	1,600	16,000	1,600	16,000
Hytone Vinimay Pvt Ltd	10	1,600	16,000	1,600	16,000
Hytone Vintrade Pvt Ltd	10	1,600	16,000	1,600	16,000
Intimate Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
Intimate Dealtrade Pvt Ltd	10	1,600	16,000	1,600	16,000
Keystar Suppliers Pvt Ltd	10	1,600	16,000	1,600	16,000
Keystar Vintrade Pvt Ltd	10	1,600	16,000	1,600	16,000
Janhit Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
Jhilmil Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
Kannan Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
Jaldham Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
Grace Tradecom Pvt Ltd	10	1,600	16,000	1,600	16,000
Indraloke Vincom Pvt Ltd	10	1,600	16,000	1,600	16,000
Cindrella Vincom Pvt Ltd	10	1,600	16,000	1,600	16,000
Trend Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Wellman Agents Pvt Ltd	10	1,600	16,000	1,600	16,000
Zenstar Vinimay Pvt Ltd	10	1,600	16,000	1,600	16,000
Zigma Dealers Pvt Ltd	10	1,600	16,000	1,600	16,000
Prantik Vanijya Pvt Ltd	10	1,600	16,000	1,600	16,000
Quantum Vincom Pvt Ltd	10	1,600	16,000	1,600	16,000
Popstar Tradelink Pvt Ltd	10	1,600	16,000	1,600	16,000
Rasraj Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
Rasraj Vincom Pvt Ltd	10	1,600	16,000	1,600	16,000
Risewell Merchants Pvt Ltd	10	1,600	16,000	1,600	16,000
Acyumen Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
Carnation Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Jograj Vinimay Pvt Ltd	10	1,600	16,000	1,600	16,000
Oliver Agency Pvt Ltd	10	1,600	16,000	1,600	16,000
Raghav Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
Silverson Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
Nandlal Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
Starmark Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
Escort Dealmark Pvt Ltd	10	1,600	16,000	1,600	16,000
Pentex Expo Private limited	10	50,000	10,00,000	50,000	10,00,000
Deccan Traders Pvt Ltd	10	2,50,000	25,00,000	2,50,000	25,00,000
Rukmini Properties Pvt Ltd	10	400	29,66,000	400	29,66,000
Pardalote Grihonirman Pvt Ltd	10	1,000	10,000	1,000	10,000
Grebe Housing Pvt Ltd	10	1,000	10,000	1,000	10,000
Keshel Infrastructures Pvt Ltd	10	1,000	10,000	1,000	10,000
Keshel House Builders Pvt Ltd	10	1,000	10,000	1,000	10,000
Quetzal Housing Building Pvt Ltd	10	1,000	10,000	1,000	10,000
Vireo Housing Pvt Ltd	10	1,000	10,000	1,000	10,000



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Berkelium House Builders Pvt Ltd	10	1,500	15,000	1,500	15,000
Buzzard Grihoshova Pvt Ltd	10	1,500	15,000	1,500	15,000
Mistletoe Realty Pvt Ltd	10	1,500	15,000	1,500	15,000
Tapaculo Griha Nirman Pvt Ltd	10	1,500	15,000	1,500	15,000
Thornbill Griho Pvt Ltd	10	1,500	15,000	1,500	15,000
Cichlid Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
Sittella Infrastructure Pvt Ltd	10	1,500	15,000	1,500	15,000
Komondor Builders Pvt Ltd	10	1,500	15,000	1,500	15,000
Sandgrouse Land Developers Pvt Ltd	10	1,500	15,000	1,500	15,000
Greygone Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
Oriole Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
Grosbeaks Nirman Pvt Ltd	10	1,500	15,000	1,500	15,000
Manakin Developers Pvt Ltd	10	1,500	15,000	1,500	15,000
Pakshiraj Niketan Pvt Ltd	10	1,500	15,000	1,500	15,000
Shiuli Kunjosobha Pvt Ltd	10	1,500	15,000	1,500	15,000
Grasshopper Nirman Pvt Ltd	10	1,500	15,000	1,500	15,000
Kakapo Grihonirman Pvt Ltd	10	1,500	15,000	1,500	15,000
Godhuli Kunjaloy Pvt Ltd	10	1,500	15,000	1,500	15,000
Caramel Grihoshobha Pvt Ltd	10	1,500	15,000	1,500	15,000
Tinamou Developers Pvt Ltd	10	1,500	15,000	1,500	15,000
Stork Hi Rise Pvt Ltd	10	1,500	15,000	1,500	15,000
Salamander Niketan Pvt Ltd	10	1,500	15,000	1,500	15,000
Kashphool Abashon Pvt Ltd	10	1,500	15,000	1,500	15,000
Asparagus Grihanirman Pvt Ltd	10	1,000	10,000	1,000	10,000
Custard Grihi Pvt Ltd	10	1,500	15,000	1,500	15,000
Catkins Attalika Pvt Ltd	10	1,500	15,000	1,500	15,000
Cassowaries Griho Pvt Ltd	10	1,500	15,000	1,500	15,000
Cuckoo Nirman Pvt Ltd	10	1,500	15,000	1,500	15,000
Ernu Developers Pvt Ltd	10	1,500	15,000	1,500	15,000
Bluestem Developers Pvt Ltd	10	1,500	3,75,000	-	-
Broadbill Realty Pvt Ltd	10	1,500	3,75,000	-	-
Flame Lily Builders Pvt Ltd	10	1,500	3,75,000	-	-
Surabhi Sanitary Wares Pvt. Ltd.	10	62,500	25,00,000	62,500	25,00,000
		10,94,990	282,46,400	10,90,490	271,21,400
Total		11,04,511	311,47,458	11,00,011	300,22,458

Sl. No	Particulars	Book Value	Market Value	Book Value	Market Value
1	Aggregate Value of Quoted Equity Shares	-	-	-	-
2	Aggregate Value of Unquoted Equity Shares	282,46,400	NA	271,21,400	NA



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**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

**Note : 2.15 Long Term Loans and Advances**  
**(Unsecured & Considered Good)**

(Figures in Rs.)

Sl. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Capital Advances	-	-
2	Loans & Advances to Related Parties	104,64,148	77,45,857
3	Loans & Advances to Others	10933,89,435	9607,34,696
	<b>Total</b>	<b>11038,53,583</b>	<b>9684,80,553</b>

**Note : 2.16 Inventories**

(Figures in Rs.)

Sl. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Stock - in - Trade	1918,35,438	1311,59,356
	<b>Total</b>	<b>1918,35,438</b>	<b>1311,59,356</b>

**Note : 2.17 Cash & Bank Balances**

(Figures in Rs.)

Sl. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
	<u>Cash &amp; Cash Equivalents</u>		
1	Cash-in-Hand	6,80,484	53,705
2	Balance with Banks	-	66,03,438
3	Cheque in hand	-	95,000
	<b>Total</b>	<b>6,80,485</b>	<b>67,52,142</b>

**Note : 2.18 Short Terms Loans and Advances**  
**(Unsecured & Considered Good)**

(Figures in Rs.)

Sl. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	<u>Loans &amp; Advances to Others</u>		
	Tax Deducted at Source	150,17,815	88,80,916
	Others*	186,43,502	31,88,424
	<b>Total</b>	<b>336,61,316</b>	<b>120,69,340</b>

\* Includes Interest Receivable, Advance to creditors etc.

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**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**

**Notes forming part of the financial statements as at 31st March, 2018**

**Note : 2.20 Revenue from Operations**

*(Figures in Rs.)*

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Interest	612,18,447	626,23,795
2	<u>Other Financial Services</u>		
	Sale of Shares	2227,51,953	240,86,280
	Miscellaneous Income	150	27,500
	Profit/(Loss) on Future Trading	(4,37,855)	(100,12,666)
	Dividend	5,45,318	-
	Speculation Profit	(2,51,302)	4,062
	Profit/(Loss) on Sale of Investments	121,64,618	-
	<b>Total</b>	<b>2959,91,328</b>	<b>767,28,972</b>

**Note : 2.21 Other Income**

*(Figures in Rs.)*

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Interest on Income Tax Refund	-	14,24,222
	<b>Total</b>	<b>-</b>	<b>14,24,222</b>

**Note : 2.22 Change in Inventories of Stock-in-Trade**

*(Figures in Rs.)*

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Opening Stock	1311,59,356	1291,25,597
2	Closing Stock	1918,35,438	1311,59,356
	<b>Total</b>	<b>(606,76,082)</b>	<b>(20,33,759)</b>

**Note : 2.23 Employee Benefit Expenses**

*(Figures in Rs.)*

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Salaries & Allowances	18,24,563	11,74,000
	<b>Total</b>	<b>18,24,563</b>	<b>11,74,000</b>

**Note : 2.24 Finance Cost**

*(Figures in Rs.)*

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Interest	545,53,065	490,64,123
	<b>Total</b>	<b>545,53,065</b>	<b>490,64,123</b>

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**NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LIMITED**  
Notes forming part of the financial statements as at 31st March, 2018

*Note : 2.25 Other Expenses*

(Figures in Rs.)

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Rent	8,928	8,928
2	Annual Custodial Fees	1,72,500	2,43,442
3	Security Services	5,72,500	8,03,750
4	Professional Fees	2,03,100	10,47,052
5	Miscellaneous Expenditures	4,08,615	2,04,170
	<b>Total</b>	<b>13,65,643</b>	<b>23,07,342</b>

*Payments to the auditors comprises*

(Figures in Rs.)

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	For Statutory Audit	15,000	15,000
2	-Internal Audit	7,500	7,500
3	-Tax Audit	7,000	7,000
	<b>Total</b>	<b>29,500</b>	<b>29,500</b>

*Note : 2.26 Provisions*

(Figures in Rs.)

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Provisions Against Standard Assets	4,73,806	13,42,411
	<b>Total</b>	<b>4,73,806</b>	<b>13,42,411</b>

*As per our report of even date*

**For Rahul Bansal & Associates**

Chartered Accountants

Firm Registration No. 327098E

*R. Bansal*

**CA Rahul Bansal**

Partner

Membership No. 068619



**For and on behalf of the Board of Directors**

*C. C. Pareek*

Champa Lal Pareek

Managing Director

00030815

*Chand Ratan Modi*

Chand Ratan Modi

Director

00343685

Place: KOLKATA

Dated June 06th, 2018