

April 11, 2018

To
Corporate Relations
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-4000 01
(Security Code : 534615)

The Manager (Listing Department)
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
(Symbol: NECCLTD)

Dear Sir(s),

SUB: SUBMISSION OF COMPLIANCE REPORT FOR THE QUARTER ENDED ON MARCH 31, 2018 ON CORPORATE GOVERNANCE AS PER REGULATION 27(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended on March 31, 2018 as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking You

Yours faithfully
For **North Eastern Carrying Corporation Limited**
For **North Eastern Carrying Corporation Ltd.**


Company Secretary

(Mamta Bisht)
Company Secretary & Compliance Officer

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED ON MARCH 31, 2018 UNDER REGULATION 27(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Listed Entity: **North Eastern Carrying Corporation Limited**
Quarter ending: **March 31, 2018**

I. Composition of Board of Directors

Title	Name of the Director	Pan ^s & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the Current Term/cessation	Tenure* (in months)	No. of Directorships in listed entities including this listed entity	Number of Membership in Audit/Stakeholder Committee(s) including this listed entity	No. of post in audit/stakeholder committee held in listed entities including this listed entity
Mr.	Sunil Kumar Jain	AAIPJ 5927B & 00010695	Chairperson/Managing Director/Executive	01.10.2015	-	1	0	0
Mr.	Utkarsh Jain	ATPPJ6751R & 05271884	Whole time Director/Executive Director	01.10.2015	-	1	0	0
Mr.	Manoj Kumar Jain	AGHPJ0168K & 02573858	Non Executive / Independent Director	01.04.2014	60	3	1	5
Mr.	Mohak Jain	AHLPJ1782E & 02525330	Non Executive / Independent Director	01.04.2014	60	1	2	0
Mr.	Utsav Jain	AGMPJ0452F & 01609344	Non Executive / Independent Director	01.04.2014	60	1	2	0
Mrs.	Reena Gupta	AGUPG2237M & 06966728	Non Executive / Non Independent Director	25.04.2017	-	2	0	1

*PAN number of any director would not be displayed on the website of Stock Exchange

*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving or Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of the committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^s
1.Audit Committee	Mr. Manoj Kumar Jain Mr. Mohak Jain Mr. Utsav Jain	Chairperson/Independent Member/Independent/Non-Executive Member/Independent/Non-Executive
2.Nomination & Remuneration Committee	Mr. Manoj Kumar Jain Mr. Mohak Jain Mr. Utsav Jain	Chairperson/Independent Member/Independent/Non-Executive Member/Independent/Non-Executive
3. Stakeholder Relationship Committee	Mr. Manoj Kumar Jain Mr. Mohak Jain Mr. Utsav Jain	Chairperson/Independent Member/Independent/Non-Executive Member/Independent/Non-Executive
4. Corporate Social Responsibility Committee	Mr. Sunil Kumar Jain Mrs. Reena Gupta Mr. Utsav Jain Mr. Shyam Lal Yadav Mr. Vinod R Nair	Chairperson/Executive Member/Non-Executive Member/Non-Executive/Independent Member Member

* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13.11.2017	13.02.2018	91 days
	08.03.2018	22 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 13.02.2018	Yes (All Members are present throughout the meeting)	13.11.2017	91 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA) refer note below
Whether Prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & Remuneration Committee. - **Yes**
 - Stakeholder's relationship committee. - **Yes**
 - Risk management committee (applicable to the top 100 listed entities). - **Yes (non-mandatory Committee)**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **Yes**
Any comments/observations/advice of Board of Directors may be mentioned here: **No**

For North Eastern Carrying Corporation Limited

For North Eastern Carrying Corporation Ltd.

Mamta Bisht
Company Secretary

(Mamta Bisht)

Company Secretary and Compliance Officer

Annexure II

**CORPORATE GOVERNANCE REPORT OF NORTH EASTERN CARRYING CORPORATION LIMITED FOR THE
FINANCIAL YEAR ENDED MARCH 31, 2018**

Name of Listed Entity: **North Eastern Carrying Corporation Limited**
Financial Year ended: **March 31, 2018**

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status(Yes/No/NA)refer note below	Website Address
Detail of business	Yes	www.neccgroup.com
Terms and conditions of appointment of independent directors	Yes	www.neccgroup.com
Composition of various committees of Board of Directors	Yes	www.neccgroup.com
Code of conduct of Board of Directors and senior management personnel	Yes	www.neccgroup.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.neccgroup.com
Criteria of making payments to non-executive directors	Yes	www.neccgroup.com
Policy on dealing with related party transactions	Yes	www.neccgroup.com
Policy for determining 'material' subsidiaries	Yes	www.neccgroup.com
Details of familiarization programmes imparted to independent directors	Yes	www.neccgroup.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.neccgroup.com
email address for grievance redressal and other relevant details	Yes	www.neccgroup.com
Financial results	Yes	www.neccgroup.com
Shareholding pattern	Yes	www.neccgroup.com
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below	If status is "No" details of non-compliance may be given here
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit	18(1)	Yes	



Committee			
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.


2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

For North Eastern Carrying Corporation Ltd.


Company Secretary

Mamta Bisht
(Company Secretary and Compliance officer)