

NOTICE
36th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SIXTH (36th) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NORTH EASTERN CARRYING CORPORATION LIMITED (CIN:L51909DL1984PLC019485) WILL BE HELD ON WEDNESDAY, SEPTEMBER 29, 2021 AT 12.30 P.M.(IST) THROUGH VIDEO CONFERENCING /OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Jain, Chairman & Managing Director (DIN: 00010695), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, Sector 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Nemani Garg Agarwal & Co., Chartered Accountants (Firm Registration No. 010192N), be and is hereby appointed as Statutory Auditor of the Company for the period of 5 years in place of the existing auditor, M/s Raj Achint & Associates, Chartered Accountants (Firm Registration No. 022023N), to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the 41st AGM to be held in year 2026, on such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

SPECIAL BUSINESS

4. To consider & approve re-appointment of Mr. Sunil Kumar Jain (DIN: 00010695) as Managing Director of the Company for five consecutive years.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Sunil Kumar Jain (DIN: 00010695) as Managing Director and Key Managerial Personnel of the Company, liable to retire by rotation, for a period of 5 years, on expiry of his present term of office, i.e. with effect from October 1, 2021, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors, together with recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and as accepted by Mr. Sunil Kumar Jain, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider & approve re-appointment of Mr. Utkarsh Jain as Whole Time Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Utkarsh Jain (DIN: 05271884) as Whole Time Director of the Company, liable to retire by rotation, for a period of 5 years, on expiry of his present term of office, i.e. with effect from October 1, 2021, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors, together with recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and as accepted by Mr. Utkarsh Jain, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To Consider & approve adoption of new set of Memorandum of Association as per Companies Act, 2013.

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

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the existing Clause III B containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 29 be and is hereby stands deleted and replaced by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A).

RESOLVED FURTHER THAT the existing Clause III C containing the “Other Objects” sub clause no. 1 to 59 be and is hereby also stands deleted in full.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To Consider & approve adoption of new set of Article of Association as per Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association as per Companies Act, 2013 in place of existing Articles of Association of the Company as per Companies Act, 1956, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. To consider & approve increase in the Authorized Share Capital of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 54,00,00,000 (Rupees Fifty Four Crore Only) divided into 5,40,00,000 (Five Crore Forty Lakhs) Equity Shares having face value of Rs.10/- each to Rs. 1,00,00,00,000 (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10 each by addition of 4,60,00,000 (Four Crore Sixty lakhs) Equity Shares having face value of Rs.10/- each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To consider & approve Alteration of the Capital Clause of Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 the existing clause V of the Memorandum of Association is substituted by the following figures and words namely:

V. “The Authorised Share Capital of the Company is Rs. 1,00,00,00,000 (Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of face value Rs.10/- each .”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, be and is hereby authorised to do all such acts, deeds, steps and actions including delegation of any of its powers herein conferred to any of its Directors and / or Company Secretary.”

**By Order of the Board of Director of
North Eastern Carrying Corporation Limited**

**Place: Delhi
Date: September 04, 2021**

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

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country. Accordingly, the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”], the 36th AGM of the Company is being conducted through VC/OAVM Facility, without physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM
2. In terms of the MCA Circulars, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of casting vote through remote e-Voting prior to the AGM, participation in the 36th AGM through VC/OAVM Facility and for electronic voting during the AGM.
3. Attendance of the Members participating in the 36thAGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In line with the MCA Circulars and SEBI Circular referred above, the Notice of the 36thAGM along with Annual Report is being sent by e-mail to all members, whose e-mail IDs are registered with the Company. The said documents are available on the website of the Company at www.neccgroupp.com and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and also on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

The Company had published advertisements in newspapers to encourage shareholders, holding shares in physical and electronic form, to register/update their email IDs for receiving the Annual Report for the financial year 2020-21.

Those shareholders who have still not been able to update their e-mail IDs, may follow the process below for registration of e-mail IDs and procuring User IDs & Password for e-voting, on the resolutions set out in this Notice:-

- In case shares are held in Demat mode, please send an e-mail to cs@neccgroupp.com quoting DP ID Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name of holder(s), scanned copy of client master list/demat account statement, PAN Card and Aadhaar Card.
- In case shares are held in physical mode, please send an e-mail to cs@neccgroupp.com quoting Folio No., Name, scanned copy of Share certificate (front & back), PAN Card and Aadhaar Card.

5. Members of the Company including Institutional Investors are encouraged to attend the AGM and vote on items to be transacted at the AGM. Corporate Members are requested to send a certified copy of the Board resolution / authorization letter to the Company through e-mail at cs@neccgroup.com.

The Company has fixed **Wednesday, September 22, 2021** as the Cut-off date for determining the eligibility to vote in respect of items of business to be transacted at the 36thAGM.

Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and is holding shares as on the cut-off date, may obtain the login ID and password by sending a request at www.evotingindia.com. However, if he / she is already registered with National Securities Depository Limited (NSDL) for remote e-voting, then he / she can use his / her Existing user ID and password for casting the vote. Any shareholder who disposes off his shareholding such that he/she is not a member as on the cut-off date should treat this Notice for information purposes only.

Further, the Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive)**.

6. **Mr. Ashish Kumar Friends, M/s A.K. Friends & Co.,** Practicing Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of items of business to be transacted at the 36thAGM, in a fair and transparent manner.
7. In compliance with provisions of MCA Circulars and SEBI Circular referred above, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. Those Shareholders who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM.

NSDL will be providing facility for remote e-voting, participation in the 36thAGM through VC/OAVM and voting during the 36thAGM through electronic voting system. The remote e-voting period begins on **Sunday, September 26, 2021 (9.00 A.M.)** and ends on **Tuesday, September 28, 2021 (5.00 P.M.)**. The remote e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. Please refer to detailed instructions for remote e-voting, attending the 36thAGM through VC/OAVM and electronic voting during the AGM, annexed to this Notice.

8. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM is provided as annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
9. SEBI encourages all shareholders to hold their shares in dematerialized form as this eliminates the possibility of damage/loss of physical share certificate(s) & cases of forgery and facilitates the ease and convenience of paperless trading of shares. Further, no stamp duty is payable on transfer of shares held in Demat form. It is also pertinent to mention that with effect from April 1, 2019, SEBI has prescribed that requests for effecting transfer of securities (except transmission or transposition cases) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, we request you to convert your shareholdings from physical form to demat form at the earliest, in existing demat account or new demat account to be opened with any Depository Participant (DP).
10. Members who hold shares in physical form are requested to send all correspondence concerning transmission, transposition, sub-division, consolidation of shares or any other related matter and/or change in address or bank account, to R&TA of the Company and in case of shares held in electronic mode, to their respective Depository Participants.
11. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to the R&TA of the Company in Form SH-13 as prescribed in the Companies (Share Capital and Debentures) Rules,

2014. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective DP.
12. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, will be available for inspection through electronic mode, without any fee, by the members from the date of circulation of this Notice, up to the date of AGM i.e. September 29, 2021. Members desiring for inspection of said documents are requested to send an e-mail to the Company at cs@neccgroup.com.
 13. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number/folio number, email id, mobile number to cs@neccgroup.com at least seven days prior to the date of the AGM and the same will be replied by the Company suitably.
 14. The Scrutinizer shall, after the conclusion of the electronic voting during the AGM, assess the votes cast at the meeting through electronic voting system, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Meeting.
 15. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company (www.neccgroup.com) and on National Securities Depository Limited (NSDL) website www.evoting.nsdl.com and will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time. Further, the Resolution(s), if passed by requisite majority, shall be deemed to be passed on the date of 36th AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 26, 2021 at 09:00 A.M. and ends on Tuesday, September 28, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner"

	<p>icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting websit

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akfriends38@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@masserv.com.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@neccgroup.com. The same will be replied by the company suitably.

**By Order of the Board of Director of
North Eastern Carrying Corporation Limited**

**Place: Delhi
Date: September 04, 2021**

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

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

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

ITEM NO.4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on September 04, 2021, subject to the approval of Members of the Company has reappointed Mr. Sunil Kumar Jain, aged 59 years, as Managing Director of the Company, liable to retire by rotation, for a term of 5 years with effect from October 1, 2021 on the following terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board:

- a. Consolidated Annual Salary, perquisites, Performance Bonus etc. not exceeding the limits specified under Schedule V of the Companies Act, 2013. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost..
- b. Expenses incurred for travelling, boarding and lodging including during business trips and provision of car(s) for use on Company's business and communication expenses at residence along with free mobile phone facility, long Distance personal Calls shall be reimbursed at actual and not considered as perquisites.

Mr. Sunil Kumar Jain satisfies all the conditions set out in Part-I of Schedule V and Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified to be a Director of the Company in terms of provisions of Section 164 of the Companies Act, 2013

Further, the brief resume of Mr. Sunil Kumar Jain giving the nature of his expertise in specific functional area, remuneration paid, number of meeting attended during the year etc. forms part of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sunil Kumar Jain and Mr. Utkarsh Jain is in any way, concerned or interested, financially or otherwise, in passing of the said Resolution.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of re-appointment and remuneration of Mr. Sunil Kumar Jain as specified above, are now placed before the Members for their approval.

In view of the above, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on September 04, 2021, subject to the approval of Members of the Company has reappointed Mr. Utkarsh Jain, aged 27 years, as Whole Time Director of the Company, liable to retire by rotation, for the term of 5 years with effect from October 1, 2021 on the following terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board:

- a. Consolidated Annual Salary, perquisites, Performance Bonus etc. not exceeding the limits specified under Schedule V of the Companies Act, 2013. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- b. Expenses incurred for travelling, boarding and lodging including during business trips and provision of car(s) for use on Company's business and communication expenses at residence along with free mobile phone facility, long Distance personal Calls shall be reimbursed at actual and not considered as perquisites.

Mr. Utkarsh Jain satisfies all the conditions set out in Part-I of Schedule V and Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified to be a Director of the Company in terms of provisions of Section 164 of the Companies Act, 2013

Further, the brief resume of Mr. Utkarsh Jain giving the nature of his expertise in specific functional area, remuneration paid, number of meeting attended during the year etc. forms part of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Utkarsh Jain and Mr. Sunil Kumar Jain is in any way, concerned or interested, financially or otherwise, in passing of the said Resolution.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of re-appointment and remuneration of Mr. Utkarsh Jain as specified above, are now placed before the Members for their approval.

In view of the above, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO: 6

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013. The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares.

Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice except to the extent of their shareholding, if any.

ITEM NO: 7

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new set of AOA to be substituted in place of the existing AOA.

Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice except to the extent of their shareholding, if any.

ITEM NO :8 & 9

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of equity. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof .

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient.

Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorise Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

It is proposed to increase the Authorised Share Capital of the Company from Rs. 54,00,00,000 (Rupees Fifty-Four Crore Only) divided into 5,40,00,000 (Five Crore Forty Lakhs) Equity Shares having face value of Rs.10/- each to Rs. 1,00,00,00,000 (Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10 each by addition of 4,60,00,000 (Four Crore Sixty lakhs) Equity Shares having face value of Rs.10/- each.

Consequently, the existing clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at item nos. 6 & 7 to be passed as Ordinary Resolution(s).

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 5:00 PM (IST) on all working days from the date of dispatch of the Notice till the last date for voting.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item nos. 8 & 9 above, except to the extent of their shareholding, if any

ATTACHMENT TO THE EXPLANATORY STATEMENT FOR ITEM NO 4 & 5

The following information is furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:

I. General Information

1. Nature of Industry: Logistics/Transportation

2. Date or expected date of Commencement of Commercial Production:

The Company was incorporated in the year 1984 and since the Company is into the service sector, hence there is no date of commercial production.

3. Financial Performance of the Company:

(Rs. In Lakhs)

Particulars	2020-2021	2019-2020
Revenue from operations	230,58,64,426	376,29,94,178
Profit / (Loss) before exceptional items and Tax	1,18,14,143	8,75,55,854
Profit/(Loss) before Tax	1,18,14,143	8,75,55,854
Profit/(Loss) After Tax	1,43,01,214	6,38,95,681

4. Foreign Earnings, Investments or Collaborations: The Company has not made any foreign investments and neither entered into any foreign collaborations.

II. Other Information:

1. Reasons of loss or inadequate profits

Due to sudden outbreak of Covid 19 Pandemic which also turned out to be an unmatched socio-economic crisis leading to disruptions across the world. Our Business is also significantly affected during the year.

2. Steps taken or proposed to be taken for improvement

The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost. Various realignment initiatives ensured reduced debt burden on the Company resulting in overall reduction in finance cost.

3. Expected Increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the profitability of the Company. Considering the present business scenario, the Company is expecting to increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

III. Disclosures

The details of remunerations and other information are given in the Corporate Governance part of the Directors' Report.

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

S. No.	Particulars	Mr. Sunil Kumar Jain	Mr. Utkarsh Jain
1.	DIN	00010695	05271884
2.	Age	59	27
3.	Qualification	Bachelor of Commerce from University of Delhi.	BSc (Hons) in Management Studies from the University of Nottingham, United Kingdom, IIM Ahmedabad Alumni.
4.	Background details/Nature of Expertise	He joined his family business in 1980 at an early age of 18 years. Since 1999-2000 he leads the Company in all sectors vide operation, marketing and finance and had implemented new technologies vide computerization of head office, regional	He has joined the Management of the Company as Whole Time Director to share hands with his father in the legacy of the family business. Like his father he is giving new shape to the business with his innovative and fresh ideas to enhance

		offices and major branches in 2003. He equipped the vehicles with GPRS system. He enhances the effectiveness of group meetings by sharing his expertise on issues or questions that arise. He has used his technical knowledge to generate numerous improvements in procedures, and operations and applied his expertise to the various Consignments relating to transport, logistics and contributed directly to the project's success.	business. He is involved in getting major assignments for the Company.
5.	Date of first appointment on the Board	10/10/1994	16/12/2013
6.	Past Remuneration	Rs.48,00,000/- (Rupees Forty Eight Lakhs only) per annum	Rs.12,00,000/- (Rupees Twelve Lakhs only) per annum
7.	Recognition or Awards	As a result of his effort North Eastern Carrying Corporation Limited has been awarded for good business performance by "Inc. India 500" for a continuous period of Two years i.e. 2011-12 & 2012-13 & Parivahan Shresth Award for his regular contribution to the Indian Economy & Transport sector.	Not applicable
8.	Job Profile and his suitability	He is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company	He is responsible to look after the overall operations and Marketing of the Company under the supervision and control of the Board of Directors of the Company
9.	Remuneration proposed	The proposed remuneration would remain same as that of existing remuneration which is within the applicable Statutory requirements under Companies Act, 2013.	
10.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by them of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses	
11.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Sunil Kumar Jain is one of the Promoter and Shareholder of the Company.	Mr. Utkarsh Jain is the Promoter and Shareholder of the Company and son of Mr. Sunil Kumar Jain, Managing Director of the Company.
12.	Directorship held in other Companies	1. N E C C LOGISTICS LIMITED 2. GAURANG DEVELOPERS PRIVATE LIMITED 3. SUPER REALCON PRIVATE LIMITED 4. SHREYANS LOGISTICS PRIVATE LIMITED. 5. SUVI DEVELOPERS PRIVATE LIMITED 6. N E C C AUTOMOBILES PRIVATE LIMITED 7. N E C C SECURITIES PRIVATE LIMITED 8. INDIKA AGRO PRODUCTS PRIVATE LIMITED 9. SHUBHI AGENCIES PRIVATE LIMITED 10. N.E.C.C. FINANCIAL SERVICES PRIVATE LIMITED	1. GAURANG DEVELOPERS PRIVATE LIMITED 2. SUPER REALCON PRIVATE LIMITED 3. SHREYANS BUILDTECH PRIVATE LIMITED 4. SHREYANS LOGISTICS PRIVATE LIMITED 5. N E C C LOGISTICS LIMITED 6. SUVI DEVELOPERS PRIVATE LIMITED 7. N E C C AUTOMOBILES PRIVATE LIMITED 8. SHREYANS BUILDWELL PRIVATE LIMITED 9. N E C C SECURITIES PRIVATE LIMITED 10. INDIKA AGRO PRODUCTS PRIVATE LIMITED 11. SHUBHI AGENCIES PRIVATE LIMITED
13.	Memberships/Chairmanships of committees of other companies	Nil	Nil
14.	Number of Board Meetings attended during the year.	Ten. Details of the same form part of the Corporate Governance Report.	Ten. Details of the same form part of the Corporate Governance Report.

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

S.No	Particulars	
1.	Name of the Statutory Auditor proposed to be appointed	M/s Nemani Garg Agarwal & Co, Chartered Accountants
2.	Basis of Recommendation/ Areas of Expertise	It is a leading Chartered Accountancy Firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services etc.
3.	Terms of Appointment	Statutory Auditors will be appointed for a term of 5 years from the conclusion of this Annual General Meeting.
4	Proposed fees payable	Same as that of the Outgoing auditor.
5.	Any material change in the fee payable to new auditor from that paid to the outgoing auditor	No

Date: September 04, 2021

Place: Delhi

On Behalf of the Board of Director of
North Eastern Carrying Corporation Limited
Sd/-
Sunil Kumar Jain
(Chairman and Managing Director)
DIN: 00010695