

NORTH EASTERN CARRYING CORPORATION LIMITED

Registered Off : 9062/47 Ram Bagh Road Azad Market, Delhi-110006

CIN L51909DL1984PLC019485 Tel :- (011)23517616-19, 32357519,

Website: www.neccgroupp.com, Email : cs@neccgroupp.com

NOTICE

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the shareholders of M/s North Eastern Carrying Corporation Limited will be held on Tuesday the 30th day of September, 2014 at the registered office of the Company at 9062/47, Ram Bagh Road, Azad Market, Delhi-110006 at 11:00 am to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31st, 2014 and the statement of Profit and Loss for the year ended on that date together with Auditors Report and Directors Report thereon.

2. Appointment of Auditor

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

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee and Board of the Company, Messrs. Sanghi & Company, Chartered Accountants (Firm Registration No. 012619N), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting held hereafter), at a remuneration and other terms as may be determined by the Audit Committee and finalized by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of the shareholders of the Company held on September 30, 2013 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, banks or financial institutions whether by way of cash credit, advance or deposits, loans or bill

discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ` 250 Crores (Rupees Two Hundred and Fifty Crores only)."

4. 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 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/charges/hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of ` 250 Crores (Rupees Two Hundred and Fifty Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public."

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder, Mr. Utkarsh Jain, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. December 16, 2013 and who holds office up to the date of

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this Annual General meeting and also liable to retire by rotation up to AGM and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Utkarsh Jain for the office of the Director of the Company, be and is hereby elected and appointed as an Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation."

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder, Mrs. Vanya Jain, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 18, 2014 and who holds office up to the date of this Annual General meeting and also liable to retire by rotation up to AGM and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mrs. Vanya Jain for the office of the Director of the Company, be and is hereby elected and appointed as an Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation."

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

"RESOLVED THAT Mr. Utsav Jain (DIN - 01609344), a non- executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office is liable to retirement by rotation be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for a term of five(5) consecutive years up to 31st March, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder."

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

"RESOLVED THAT Mr. Mohak Jain (DIN - 02525330), a non- executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office is liable to retirement by rotation be and is hereby appointed as an


Independent Director of the Company, not liable to retirement by rotation, for a term of five(5) consecutive years up to 31st March, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

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

"RESOLVED THAT Mr. Manoj Kumar Jain (DIN - 02573858), a non- executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office is liable to retirement by rotation be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for a term of five(5) consecutive years up to 31st March, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder."

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

Place: Delhi
Date: 30.08.2014


Sunil Kumar Jain
Chairman
DIN 00010695


Utkarsh Jain
Director
DIN 05271884

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NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the special business set out in the Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 9062/47, RAM BAGH ROAD, AZAD MARKET, DELHI 110006 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED HEREWITH.

Proxies submitted on behalf of companies, institutional investors, societies, etc., must be supported by appropriate resolution/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 25th day of September 2014 to 30th day of September 2014 (both days inclusive) for the purpose of Annual General Meeting (AGM).

5. Members holding equity shares in physical form are requested to notify/send details of their bank account, email-id etc. in case the same has not been furnished earlier or any change in their registered address/email-ID/NECS mandate/bank details etc. to the Company or its Registrar and Share Transfer Agent (RTA), M/s Mas Services Limited, F-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, quoting their folio numbers.

Members holding equity shares in dematerialized form are requested to notify/send the aforesaid details to their respective Depository Participant(s) (DP).

6. In terms of circular issued by Securities and Exchange Board of India (SEBI), it is mandatory to furnish a copy of PAN Card to the Company/RTA in the following cases viz transfer of shares, deletion of name, transmission of shares and transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.

7. Members holding equity shares in physical form are advised, in their own interest to avail of the nomination facility by filing Form SH 13 and deposit the same with the Company or its RTA. Members holding shares in demat form may contact their respective DP for recording nomination in respect of their shares.

8. Members holding equity shares in physical form in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members.

9. The Company's equity shares are compulsorily traded in dematerialized form. Members holding equity shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.

10. Members desirous of obtaining any information/clarification are requested to address their questions, if any, in writing to the Company Secretary at the Corporate Office of the Company at least 10 days before the date of the AGM, so that the information may be made available at the AGM.

11. Members are informed that in the case of joint holder(s) attending the meeting, only such joint holder which is higher in the order of names will be entitled to vote.

12. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall.

13. As a measure of economy, copies of the Annual Reports will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Reports to the meeting.

14. Notice of the AGM along with the Annual Report for the financial year 2013-14 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The annual report and the notice of the AGM will also be available on the Company's website www.neccgroup.com.

15. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register/update the same in respect of equity shares held by them in demat form with their respective DP and in the case of physical form with the Company or its RTA.

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16. Documents referred to in the notice and explanatory statement are open for inspection at the Registered/Corporate Offices of the Company on all working days between 10.00 a.m. to 05.00 p.m. upto the date of AGM and will also be available for inspection at the meeting.

17. Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/gift coupons will be distributed at the AGM.

18. Pursuant to Clause 49 of the Listing Agreement, the details of the Directors seeking re-appointment/appointment at the ensuing Annual General Meeting are provided in this notice.

19. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

The procedure and instructions for e-voting as given in the Notice of the 29th Annual General Meeting are again reproduced hereunder for easy reference

A) In case of members receiving e-mail:

i) If you are holding shares in Demat form and had logged in to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

ii) Log on to the e-voting website www.evotingindia.com

iii) Click on "Shareholders" tab to cast your votes.

iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME-North Eastern Carrying Corporation Limited" from the drop down menu and click on "SUBMIT"

v) Now, fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when	

prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)

Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field

Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700-00001234 then default value of PAN is RA00001234.

DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format

Dividend Bank Details Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on cut-off date (record date) of August 29, 2014 in the Dividend Bank details field.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password, in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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

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confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

iii) Click on the EVSN for North Eastern Carrying Corporation Limited to vote.

x) 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.

y) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

z) 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", also to change your vote, click on "CANCEL" and accordingly modify your vote.

aa) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

General Instructions:

i) The voting period begins on September 24, 2014 at 9.00 a.m. and ends on September 26, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com

under help section or write an email to helpdesk.evoting@cdslindia.com.

c) 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 (record date) of August 29, 2014.

d) The Company has appointed M/s A.K. FRIENDS & COMPANY, Practicing Company Secretaries as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

e) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in

f) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.necgroup.com and on the website of CDSL within two (2) days of passing of the favour or against, if any, forthwith to the Chairman of the Company.

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

Place Delhi
Date: 30.08.2014

Sunil Kumar Jain
Chairman
DIN 00010695

Utkarsh Jain
Director
DIN 05271884

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Explanatory Statement Pursuant to the Provisions of Section 102 of the Companies Act, 2013

ITEM NO. 3 & 4

At the Annual General Meeting held on September 30, 2013 the Board of Directors were authorized under Section 293 (1) (d) of the Companies Act, 1956, to borrow up to a limit of Rs. 1,50,00,00,000/- apart from temporary loans obtained/to be obtained from the bankers (by way of cash credit limits and working capital demand loans) in the ordinary course of business.

Your Directors are of the view that there will be steady growth in business. The growth in business would require additional funds. Hence, the mobilization of funds by the Company will substantially increase. Therefore it is considered desirable to increase the limit of borrowings to 2,50,00,00,000/- apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 and 4.

ITEM NO. 5

Based on the recommendation of the Remuneration Committee, The Board of Directors at their meeting held on 16th December, 2013 appointed Mr. Utkarsh Jain as an Additional Director of the Company with effect from 16th December, 2013.

Mr. Utkarsh Jain, is belongs to a promoter group and he is the son of Mr. Sunil Kumar Jain who is the Managing Director of the Company Mr. Utkarsh Jain is doing Graduation Programme. He is young and dynamic. He is giving his full attention for the benefit of the Company.

Under Section 161(1) of the Companies Act, 2013, Mr. Utkarsh Jain holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mr. Utkarsh Jain as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mr. Utkarsh Jain as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Copy of draft appointment letters of the aforesaid Directors setting out terms and conditions are available for inspection without any fee by the members at the

Company's Registered Office during normal working hours on working days.

Except Mr. Utkarsh Jain (being an appointee), Mr. Sunil Kumar Jain & Mrs. Vanya Jain and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6

Based on the recommendation of the Remuneration Committee, The Board of Directors at their meeting held on 18th August, 2014 appointed Mrs. Vanya Jain as an Additional Director of the Company with effect from 18th August, 2014.

Mrs. Vanya Jain, is belongs to a promoter group and she is the wife of Mr. Sunil Kumar Jain who is the Managing Director of the Company. She has immense experience in business administration and management, transport business and she is already a director in other companies.

Under Section 161(1) of the Companies Act, 2013, Mrs. Vanya Jain holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mrs. Vanya Jain as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mrs. Vanya Jain as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Copy of draft appointment letters of the aforesaid Directors setting out terms and conditions are available for inspection without any fee by the members at the Company's Registered Office during normal working hours on working days.

Except Mrs. Vanya Jain (being an appointee), Mr. Sunil Kumar Jain & Mr. Utkarsh Jain and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

ITEM NO. 7, 8 & 9

The concept of appointment of Independent Directors has been introduced for the first time under the provisions of Companies Act, 2013 and was made effective from 1st April, 2014. However, your Company being a listed Company, by virtue of clause 49 of the Listing Agreement

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with Stock exchanges, was required to appoint requisite number of Independent Directors on the Board of Directors ("the Board") of the Company. Accordingly, Mr. Utsav Jain, Mr. Mohak Jain & Mr. Manoj Kumar Jain, Directors of the Company, whose appointment has already been approved by the Board and Members of the Company, are acting as Independent Directors in compliance with the listing requirement at the commencement of the Companies Act, 2013. However their terms are subject to liable by retirement by rotation as per erstwhile Companies Act, 1956.

Section 149 of the Companies Act, 2013 inter-alia provides that every listed public company shall have at least one-third of the total number of directors as Independent Directors and that every company existing on or before the date of commencement of this Act shall, within one year from such commencement or from the date of notification of the rules in this regard as may be applicable; comply with the said requirement.

Further Section 149 of the Companies Act, 2013, inter-alia, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and their office will not be subject to retirement by rotation. It is further clarified that any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term of appointment of Independent Directors.

Based on the declaration received from Mr. Utsav Jain, Mr. Mohak Jain & Mr. Manoj Kumar Jain, Directors of the Company in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Utsav Jain, Mr. Mohak Jain & Mr. Manoj Kumar Jain fulfills the criteria of being appointed as Independent Directors as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder and are also independent of the management.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of requisite amount proposing the candidature for appointment of aforesaid Directors as Independent Directors.

All are eminent personalities in their respective fields. Your Board considers that their continued association with the Company would be of immense benefit to the Company. In view thereof, the Board recommends for approval of the shareholders for the appointment of Mr. Utsav Jain, Mr. Mohak Jain & Mr. Manoj Kumar Jain, Directors of the Company as Independent Directors of the Company pursuant to the provisions of Companies Act, 2013 for a term of five (5) consecutive years upto 31st March, 2019 and to hold office which shall not be liable to determination by retirement of directors by rotation.

Copy of draft appointment letters of the aforesaid Directors setting out terms and conditions are available for inspection without any fee by the members at the Company's Registered Office during normal working hours on working days.

Except Mr. Utsav Jain, Mr. Mohak Jain & Mr. Manoj Kumar Jain and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7, 8 & 9.

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

Place: Delhi
Date: 30.08.2014

Sunil Kumar Jain
Chairman
DIN 00010695

Utkarsh Jain
Director
DIN 05271884

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In compliance with Clause 49 IV (G) of Listing Agreement, brief resume, expertise and details of other directorships, membership in committees of Directors of other companies and shareholding in the Company of the Directors proposed to be re-appointed are as under:

Name of Directors	Mr. Utkarsh Jain	Mrs. Vanya Jain	Mr. Utsav Jain	Mr. Mohak Jain	Mr. Manoj Kumar Jain
Date of Birth	20/04/1994	11/12/1966	12/02/1985	16/09/1988	17/01/1966
DIN	05271884	01364596	01609344	02525330	02573858
Qualification	Doing BBA	Graduate	Graduate	Graduate	Graduate
Brief resume & Expertise in specific functional areas	Mr. Utkarsh Jain, is belongs to a promoter group and he is the son of Mr. Sunil Kumar Jain who is the Managing Director of the Company. He is young and dynamic. He is giving his full attention for the benefit of the Company.	Mrs. Vanya Jain, is belongs to a promoter group and she is the wife of Mr. Sunil Kumar Jain who is the Managing Director of the Company. She has immense experience in business administration and management, transport business and she is already a director in other companies.	He is the youngest director of the Board of Directors of the Company. He is the member of the audit Committee and the remuneration Committee of the Company	He is the youngest director of the Board of Directors of the Company. He is the member of the audit Committee and the remuneration Committee of the Company	He is the youngest director of the Board of Directors of the Company. He is also member of the audit Committee and the remuneration Committee of the Company
*Directorships in other Public Limited Companies	NIL	1	1	1	2
**Committee Positions held in Companies (including North Eastern Carrying Corporation Limited) C - Chairman M - Member	NIL	NIL	2	2	Member :3 Chairman : 1
No. of shares held in the Company	3000000	2274900	0	0	10000
% of Shareholding	5.976%	4.532%	0%	0%	.020%

* Excludes Alternate Directorships and directorships in private companies, foreign companies and section 25 companies.

** Represents Memberships / Chairmanships of Audit Committee and Shareholders' / Investors' Grievance Committee of Public Companies

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Form No.MGT-11

Proxy Form

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

CIN	L51909DL1984PLC019485
Name Of The Company	NORTH EASTERN CARRYING CORPORATION LIMITED
Registered Office	9062/47, RAM BAGH ROAD, AZAD MARKET DELHI 110006

Name of the member(s)		
Registered Address		
Folio No./Client ID/ DP ID		

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1	Name		Signature
	Address		
	Email ID		

or failing him

2	Name		Signature
	Address		
	Email ID		

or failing him

3	Name		Signature
	Address		
	Email ID		

NORTH EASTERN CARRYING CORPORATION LIMITED

Registered Off : 9062/47 Ram Bagh Road Azad Market, Delhi-110006

CIN L51909DL1984PLC019485 Tel :- (011)23517616-19, 32357519,

Website: www.neccgroupp.com, Email : cs@neccgroupp.com

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Monday, 30th September, 2014 at 11.00 a.m. at 9062/47, Ram Bagh Road, Azad Market, Delhi 110006 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No	Description
Ordinary Business	
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2014
2.	Appointment of Messrs. Sanghi & Company, Chartered Accountants as Statutory Auditors and fixing their remuneration
Special Business	
3.	Approve limit for borrowing of funds not exceeding Rs.250 crores
4.	Approve creation of Charge / Mortgage on Assets/ Undertakings of the company, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013
5.	Appointment of Mr. Utkarsh Jain, who holds office up to the date of this Annual General meeting and also liable to retire by rotation up to AGM, as Non Executive Director
6.	Appointment of Mrs. Vanya Jain, who holds office up to the date of this Annual General meeting and also liable to retire by rotation up to AGM, as Non Executive Director
7.	Appointment of Mr. Isha Jain as an Independent Director for a term of five(5) consecutive years up to 31 st March, 2019
8.	Appointment of Mr. Mohak Jain as an Independent Director for a term of five(5) consecutive years up to 31 st March, 2019
9.	Appointment of Mr. Manoj Kumar Jain as an Independent Director for a term of five(5) consecutive years up to 31 st March, 2019

Signed this _____ day of _____, 2014

Signature of Shareholder: _____

Affix Rs. 1/-
Revenue
Stamp

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ELECTRONIC VOTING PARTICULARS

EVSN(Electronic Voting Sequence Number)	PAN	USER ID	NO. OF SHARES

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

Commencement of e-voting	From 09.00 a.m. (IST) on September 24, 2014
End of e-voting	Upto 06.00 p.m. (IST) on September 26, 2014

. The cut-off date (i.e. the record date) for the purpose of e-voting is 29th August, 2014

TEAR HERE

NORTH EASTERN CARRYING CORPORATION LIMITED

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ATTENDANCE SLIP

I/We hereby record my presence at the 29th Annual General Meeting held on Tuesday the 30th day of September, 2014 at the registered office of the Company at 9062/47, Ram Bagh Road, Azad Market, Delhi-110006 at 11:00 am.

Name of the Shareholders or Proxy (In Block Letters)

No. of Shares Held

Regd. Folio No.

DP ID & Client ID

Signature of the Shareholder/Proxy

Note:

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

The procedure and instructions for e-voting are as follows:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME – "NORTH EASTERN CARRYING CORPORATION LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now, enter your User ID as given overleaf in the box.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat account shareholders as well as physical shareholders) as given overleaf in the box.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details*	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **NORTH EASTERN CARRYING CORPORATION LIMITED** to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

- (A) The e-voting period commences on 24th September, 2014 (9.00 a.m.) and ends on 26th September, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) 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 cutoff date (record date) of 29th August, 2014.
- (D) M/s A K FRIENDS & CO., a Practicing Company Secretaries Firm (Membership No. FCS – 5129 & CP No. 4056), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.necgroup.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.