

March 23, 2023

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

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

SUBJECT:NOTICE OF 1/2023-2024 EXTRA-ORDINARY GENERAL MEETING UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Dear Sir,

This is to inform you that the Board meeting held on today, Thursday, 23rd March, 2023 at 02.00 P.M. and concluded at 02.20 P.M. considered and approved the following items:

1. The date and venue of the ensuing Extra Ordinary General Meeting of the shareholders of the Company as Tuesday, 18th day of April, 2023 at 12.00 Noon (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM).
2. Appointment of National Services Depository Limited (NSDL) as the Depository to handle the E-voting process at the Extra Ordinary General Meeting of the shareholders
3. Appointment of Mr. Ashish Kumar Friends, (C.P. No. 4056), Practicing Company Secretary, proprietor of M/s A.K. Friends & Co, as the Scrutinizer of the Company for handling voting process (both physical and E-voting) at the ensuing Extra Ordinary General Meeting of the Company.
4. The notice calling the ensuing Extra Ordinary General Meeting of the shareholders of the Company, for appointment of Mr. Ashutosh Kumar Dubey (DIN: 07621637), Mr. Saurav Upadhyay (DIN: 05350001) and Ms. Priya Singh (DIN: 08727539) as the Non-Executive & Independent Directors of the Company.

The said Notice is enclosed herewith & is also available on the website of the Company at www.neccgroupp.com.

Pursuant to the provisions of Companies Act, 2013, Rules made there under and Regulation 42 of SEBI (LODR) Regulations, 2015, it is informed that the Company has fixed the following dates in connection with the EGM:-

| | |
|---|--|
| Cut-off date for determining the eligibility to vote in respect of items of business to be transacted at the EGM | Tuesday , April 11, 2023 |
| Period of remote e-voting to enable shareholders as on the Cut-off date i.e. April 11, 2023 to cast their votes on proposed resolutions electronically. | From Saturday, April 15, 2023 (9.00 A.M.) to Monday, April 17, 2023 (5.00 P.M.). |

SUNIL KUMAR JAIN



North Eastern Carrying Corporation Limited.

This is for your kind information and dissemination.

Thanking You,
For North Eastern Carrying Corporation Limited

SUNIL
KUMAR
JAIN

(Sunil Kumar Jain)
Chairman & Managing Director

Encl:a/a

**NOTICE
EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT 01/2023-24 EXTRAORDINARY GENERAL MEETING (“EGM”) OF MEMBERS OF NORTH EASTERN CARRYING CORPORATION LIMITED (CIN: L51909DL1984PLC019485) WILL BE HELD ON TUESDAY, THE 18th DAY OF APRIL, 2023 AT 12:00 NOON. THROUGH VIDEO CONFERENCE/ (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. ASHUTOSH KUMAR DUBEY (DIN: 07621637) AS DIRECTOR OF THE COMPANY (NON- EXECUTIVE & INDEPENDENT)

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Mr. Ashutosh Kumar Dubey (DIN: 07621637) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. February 14, 2023 to hold office till the conclusion of the next General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting.”

“RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

2. APPOINTMENT OF MR. SAURAV UPADHYAY (DIN: 05350001) AS DIRECTOR OF THE COMPANY (NON-EXECUTIVE & INDEPENDENT)

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Mr. Saurav Upadhyay (DIN: 05350001) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. February 14, 2023 to hold office till the conclusion of the next General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting.”

“RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally

authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

3. APPOINTMENT OF MS. PRIYA SINGH (DIN: 08727539) AS DIRECTOR OF THE COMPANY (NON-EXECUTIVE & WOMEN INDEPENDENT)

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Ms. Priya Singh (DIN: 08727539) as an Additional Director (Non-Executive & Women Independent) on the Board of the Company w.e.f. February 14, 2023 to hold office till the conclusion of the next General Meeting and subject to the approval of the members in the ensuing General hold office for a term upto 5 consecutive years from the date of ensuing general meeting.”

“RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

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

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

Date: 23.03.2023

Place: Delhi

NOTES:

1. In terms of the General Circulars No.14/2020 April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 8, 2021; 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 respectively issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter referred to as “**MCA Circulars**”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter referred to as “**SEBI Circulars**”), Companies are permitted to conduct the Extra Ordinary General Meeting through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) without the physical presence of members. Hence, in accordance with the MCA Circulars and SEBI Circulars, provisions of the Companies Act, 2013 (“the Act”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), EGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the EGM will be deemed to be conducted at the registered office of the Company which shall be deemed venue of the EGM.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the Special Business under Item No. 1 to 3 of this Notice is annexed hereto.
3. Brief Details of Director seeking appointment, along with details of his/her other Directorship, shareholding in the Company, nature of his/her expertise in specific functional area pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by ICSI forms part of this Notice and are annexed hereto as **Annexure-I**.
4. Pursuant to the provisions of the Act, a member who is entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body resolution/Authorisation etc. authorizing its representative to attend the EGM through VC/OAVM facility on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to akfriends38@yahoo.co.in with a copy marked to the Company to evoting@nsdl.co.in.
6. The attendance of the Members participating in the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The Members can login and join the EGM 30 minutes prior to the scheduled time to start the EGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the EGM. The facility for participation at the EGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the EGM without restriction of first-come-first served basis. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments 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. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the Cut-off date i.e. Tuesday, April 11, 2023.
12. Since EGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
13. In compliance with aforesaid MCA Circulars and SEBI Circulars, the Notice of EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participants. Members may note that the Notice calling EGM along with the explanatory statement are available on the website of the Company at www.neccgroup.com and on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and EGM through VC/OAVM).

14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of the listed Companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agent ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
15. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
17. For receiving all future correspondence from the Company electronically-

In case you have not registered your email ID with the Company/Registrar and Share Transfer Agent/Depository Participants, please follow below instructions to register your email ID for obtaining and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (RegisterE-mail ID Folio No (Mention Folio No) of North Eastern Carrying Corporation Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent/Depository Participants. Further, those members who have not registered their e-mail addresses and mobile nos. and in

consequence could not be served the Notice of the EGM and may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice will also be available on the Company's website www.neccgroupp.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, www.nseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

19. In case a person has become a member of the Company after dispatch of the EGM Notice, but on or before the cut-off date for e-voting i.e Tuesday, April 11, 2023, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com.
20. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
21. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
22. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming EGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
23. Relevant documents as referred to in the Notice and Explanatory Statement are available on the website of the Company at www.neccgroupp.com for inspection by the members electronically without any fees up to the date of the EGM.
24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or Arrangements, in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members during the ensuing Annual General Meeting.
25. In case of joint holders attending the EGM, the Members whose name appears as the first holder in the order of names as per the Registrar of Members of the Company will be entitled to vote.
26. The Board of Directors has appointed **Mr. Ashish Kumar Friends**, (C.P. No. 4056), Practicing Company Secretary, proprietor of **M/s A.K. Friends & Co**, based at Delhi as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

27. The Scrutinizer shall immediately after the conclusion of voting at EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the EGM i.e. April 18, 2023.
28. The Results along with the report of the Scrutinizer shall be forwarded to National Stock Exchange of India Limited and BSE Limited within 48 hours of the conclusion of EGM and shall be uploaded on the website of the Company. (www.neccgroupp.com)
29. Instructions for e-voting and joining the EGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of Extra Ordinary General Meeting (EGM) through electronic voting system, to members holding shares as on **Tuesday, April 11, 2023** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-EGM.

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

The remote e-voting period begins on Saturday, April 15, 2023 at 09:00 a.m. and ends on Monday, April 17, 2023 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. Tuesday, April 11, 2023, 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 Tuesday, April 11, 2023

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as person who is not a member as on Cut-off date should treat this Notice for information purpose only.

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. | <ol style="list-style-type: none">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” 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.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.jsp3. 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"> 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/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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. |

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 website?

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 amobile.
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 chaturvediandcompanycs@gmail.com 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 send a request to Amit Vishal 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 provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@masserv.com or cs@neccgroupp.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@masserv.com or cs@neccgroupp.com. 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 ARE AS UNDER:-

The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

1. Only those Members/ shareholders, who will be present in the EGM 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.
2. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
3. 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 shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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.

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

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

Date: 23.03.2023

Place: Delhi

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

ITEM NO.1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 14, 2023, subject to the approval of Members of the Company, has appointed Mr. Ashutosh Kumar Dubey (DIN: 07621637), aged 37 years, as Non Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 years effective from April 18, 2023 till April 17, 2028.

The Company has received consent in Form DIR-2 to act as Director and intimation in DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The Company has also received declarations from Mr. Ashutosh Kumar Dubey confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Act, 2015.

Mr. Ashutosh Kumar Dubey fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He holds valid registration certificate with the databank of Independent Directors.

Mr. Ashutosh Kumar Dubey is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20th June 2018 issued by BSE and NSE Circular no. NSE/CML/2018/24 dated 20th June, 2018.

Pursuant to Regulation 17(IC) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Reg. 25(2A) of Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed company shall be subject to the approval of shareholders by way of Special Resolution.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Ashutosh Kumar Dubey as an Independent Director.

Details of his profile and other information as required under Regulation 36(3) of Listing Regulations

and Secretarial Standard-2 issued by ICSI is provided as **Annexure-I** to this Notice.

The Board recommends the Special resolution set out at item no.1 of the notice for approval by the members.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in said special resolution set out at Item No. 1 of this Notice

ITEM NO.2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 14, 2023, subject to the approval of Members of the Company has appointed Mr. Saurav Upadhyay (DIN: 05350001), aged 37 years, as Non Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 years effective from April 18, 2023 till April 17, 2028.

The Company has received consent in Form DIR-2 to act as Director and intimation in DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The Company has also received declarations from Mr. Saurav Upadhyay confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Act, 2015.

Mr. Saurav Upadhyay fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He holds valid registration certificate with the databank of Independent Directors.

Mr. Saurav Upadhyay is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20th June 2018 issued by BSE and NSE Circular no. NSE/CML/2018/24 dated 20th June, 2018.

Pursuant to Regulation 17(IC) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Reg. 25(2A) of Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed company shall be subject to the approval of shareholders by way of Special Resolution.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Saurav Upadhyay as an Independent Director.

Details of his profile and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as **Annexure-I** to this Notice.

The Board recommends the Special resolution set out at item no.2 of the notice for approval by the members.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested

financially or otherwise in said special resolution set out at Item No. 2 of this Notice

ITEM NO.3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 14, 2023, subject to the approval of Members of the Company has appointed Ms Priya Singh (DIN: 08727539), aged 33 years, as Non Executive Independent Women Director of the Company, not liable to retire by rotation, for a term of 5 years effective from April 18, 2023 till April 17, 2028.

The Company has received consent in Form DIR-2 to act as Director and intimation in DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The Company has also received declarations from Ms. Priya Singh confirming that she meets the criteria of Independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Act, 2015.

Ms. Priya Singh fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She holds valid registration certificate with the databank of Independent Directors.

Ms. Priya Singh is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20th June 2018 issued by BSE and NSE Circular no. NSE/CML/2018/24 dated 20th June, 2018.

Pursuant to Regulation 17(IC) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Reg. 25(2A) of Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed company shall be subject to the approval of shareholders by way of Special Resolution.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Priya Singh as an Independent Director.

Details of his profile and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as **Annexure-I** to this Notice.

The Board recommends the Special resolution set out at item no.3 of the notice for approval by the members.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in said special resolution set out at Item No. 3 of this Notice

| No. | Particulars | Mr. Ashutosh Kumar Dubey | Mr. Saurav Upadhyay | Ms Priya Singh |
|-----|-------------|--------------------------|---------------------|----------------|
| 1. | DIN | 07621637 | 05350001 | 08727539 |
| 2. | Age | 37 | 37 | 33 |

| | | | | |
|-----|--|--|--|---|
| 3. | Brief Resume including qualification, experience | He is a qualified Company Secretary with over 6.5 years of experience in managing legal operations, secretarial operations, documentation, and compliance management | He is a qualified Company Secretary with over 10 years of experience in various Companies as a Director and legal operations, secretarial operations, documentation, and compliance management services. | She is a qualified Company Secretary with over 2 years of experience in the field of Legal and Secretarial Compliances. |
| 4. | Date of appointment on the Board | February 14, 2023 | February 14, 2023 | February 14, 2023 |
| 5. | Nature of Expertise in specific functional areas | He has expertise in Corporate Governance and Secretarial matters. | He has expertise in Corporate Legal & Secretarial work specifically in the areas of Secretarial Audit, Legal Compliances etc. | She has expertise in Legal and Secretarial Compliances. |
| 6. | Remuneration proposed | 1.8 Lakhs PA | 1.8 Lakhs PA | 1.8 Lakhs PA |
| 7. | Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any | He is not related to any director and KMP of the Company. | He is not related to any director and KMP of the Company. | She is not related to any director and KMP of the Company. |
| 8. | Names of other listed Companies in which the person also holds the directorship and the membership of the Committees. | NA | NA | NA |
| 9. | Names of Listed Companies from which the Director has resigned in the past three years | NA | NA | NA |
| 10. | No. of equity shares held | NIL | NIL | NIL |

| | | | | |
|-----|---|--|--|--|
| 11. | The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Knowledge of the application and procedures of Board process and Corporate Governance is required. Continuous knowledge development drive of ICSI helps the members of ICSI to meet the professional standards and knowledge | Knowledge of the application and procedures of Board process and Corporate Governance is required. Continuous knowledge development drive of ICSI helps the members of ICSI to meet the professional standards and knowledge | Knowledge of the application and procedures of Board process and Corporate Governance is required. Continuous knowledge development drive of ICSI helps the members of ICSI to meet the professional standards and knowledge |
|-----|---|--|--|--|