

September 06, 2017

Corporate Relations

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-4000 01

(Security Code : 534615)

**The Manager (Listing Department)
National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

(Symbol: NECCLTD)

The Manager (Listing Department)

Delhi Stock Exchange Limited

DSE House, 3/1, Asaf Ali Road
New Delhi - 110002

**SUBJECT: NOTICE OF ANNUAL GENERAL MEETING UNDER REGULATION 30 OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015
AND CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS**

Dear Sir,

With reference to the above captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Schedule III Part A, Para A (12), we wish to inform you that the 32nd Annual General Meeting of the Company is scheduled to be held on Thursday, the 28th day of September, 2017 at 10:00 A.M. at B-2, Aadarsh Sadan, Ashok Vihar, Phase-II, Delhi-110052. The Notice for the said Annual General Meeting is enclosed herewith.

Further the Register of Members and Share Transfer Books of the Company will remain close from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive) for the purpose of 32nd Annual General Meeting.

The Company has provided electronic voting (e-voting) facility to the members through electronic voting platform of National Securities Depository Limited (NSDL). Members holding share either in physical or in de-mat mode as on the cut-off date i.e., Thursday, September 21, 2017 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The e-voting shall commence from Monday, September 25, 2017 at 9:00 A.M. (IST) and ends on Wednesday, September 27, 2017 at 5:00 P.M. (IST).

You are kindly requested to take the same on record.

Thanking You,
For North Eastern Carrying Corporation Limited

For North Eastern Carrying Corporation Ltd.


(Mamta Bisht)

Company Secretary

Company Secretary & Compliance Officer



NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF NORTH EASTERN CARRYING CORPORATION LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 28, 2017 AT 10.00 A.M. AT B-2, AADARSH SADAN ASHOK VIHAR PHASE II, DELHI-110052 TO TRANSACT THE FOLLOWING BUSINESS (ES):

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 along with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Jain (DIN: 00010695) who is liable to retire 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 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 Raj Achint & Associates, Chartered Accountants (Firm Registration No. 022023N), be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors Sanghi & Co., Chartered Accountants (Firm Registration No. 012619N), to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the 37th AGM to be held in year 2022, subject to ratification of their appointment at every AGM, at 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 and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Mrs. Reena Gupta (DIN: 06966728), who was appointed as Additional Director who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

By order of the Board of Director of
North Eastern Carrying Corporation Limited

Place: Delhi

Date: 9th August, 2017

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

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, IF ANY, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE AGM. BLANK ATTENDANCE SLIP, PROXY FORM AND ROUTE MAP OF THE VENUE OF THE MEETING IS ATTACHED AND ALSO AVAILABLE ON THE COMPANY'S WEBSITE i.e. www.neccgroupp.com.**

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

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members are requested to send/attach a duly certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the AGM, along with the Proxy Form/ Attendance Slip.
3. A Statement pursuant to the Section 102(1) of the Companies Act, 2013 relating to the Special Business under Item No. 4 to be transacted at the Meeting is annexed hereto.
4. Brief Resume of the Director seeking re-appointment or appointed since last Annual General Meeting, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive).
6. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares 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.
7. Members are requested to:-
 - a. note that copies of Annual Report will not be distributed at the AGM and they will have to bring their copies of Annual Report;
 - b. bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the venue will be strictly on the basis of the Entry Slip, which will be available at the counters at the meeting venue in exchange of the Attendance Slip;
 - c. quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;
 - d. note that no gifts / coupons will be distributed at the AGM.
- 8. SEBI has made it mandatory for the transferee(s) to furnish a copy of PAN card to the Company/R&TA for registration of transfers and for securities market transactions and off-market/private transactions involving transfer of shares in physical form of listed companies. Accordingly, members holding shares in physical mode should attach a copy of their PAN card for every transfer request sent to the Company/R&TA.**



9. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its R&TA along with relevant Share Certificates. 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.
10. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nomination is available for the Members in respect of the shares held by them. Members desirous of making a nomination are requested to register the same by submitting **Form No. SH-13**. The said form can be downloaded from the RTA's website www.masserv.com (under 'Download' section). Members holding shares in physical form may submit the same to Company or its RTA. Members holding shares in electronic form may submit the same to their respective depository participant.
- 11. Members desirous of getting any information on any item(s) of business of this meeting are requested to address their queries to the Director at the Registered Office of the Company at least ten days prior to the date of the Annual General Meeting, so that the information required can be made available at the time of AGM.**
12. The Companies Act, 2013 permits companies to send documents like Notice of Annual General Meeting, Annual Report and other documents through electronic means to its members at their registered email addresses besides sending the same in physical form. Accordingly, the Company proposes to send all documents viz. Notice, Audited Financial Statements, Board's Report and Auditors' Report etc. in electronic form to the shareholders whose e-mail IDs are registered with the Company /R&TA. These documents will also be available on the website of the Company. Please note that as a Member of the Company, you are entitled to receive above mentioned and all other documents required under the law, free of cost, in physical form on receipt of your request in this regard.

Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the R&TA of the Company / Depository Participant (DP) of respective Member and take part in the 'Green Initiative in Corporate Governance' undertaken by the Ministry of Corporate Affairs, Government of India vide circular no 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011.
13. 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 by the Members at the Registered Office of the Company on all working days during business hours and at the time of AGM of the Company at the venue of the Meeting.
14. Non-Resident Indian Members are requested to inform R&TA, immediately in respect of Change in their residential status on return to India for permanent settlement.
- 15. Information and other instructions relating to e-voting is attached with the Notice of the 32nd Annual General Meeting for easy reference:-**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 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. For this purpose, the Company has engaged the services of M/s MAS Services Limited for providing e-voting facility to enable the Shareholders to exercise their right to vote through electronic



means in respect of businesses to be transacted in the AGM. Those Shareholders, who do not opt to cast their vote through e-voting, may cast their vote through ballot process at the AGM.

The Company has appointed M/s A.K. Friends & Co., Practicing Company Secretaries, New Delhi (Membership No. FCS 5129 & CP No. 4056) as the Scrutinizer to scrutinize the votes cast by the shareholders, both on the e-voting platform and through ballot process at the Meeting, in a fair and transparent manner.

Further, the Company has fixed **Thursday, the September 21, 2017** as the Cut-off date for determining the eligibility to vote by electronic means or at the AGM venue. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The e-voting portal will be open for voting from **Monday, September 25, 2017 (9.00 A.M.) to Wednesday, September 27, 2017 (5.00 P.M.)**. At the end of the said e-voting period, the e-voting portal shall forthwith be blocked.

16. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Thursday, the September 21, 2017**. They may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or MAS Services Limited (RTA) on info@masserv.com; sanjay@masserv.com; sm@masserv.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
17. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
18. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 24 hours of the conclusion of the AGM, 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 and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.neccgroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time. Further, the resolutions, if passed by requisite majority, shall be deemed to be passed on the date of Annual General Meeting.
20. The Company is not providing Video Conferencing facility for this meeting.
21. The entire Annual Report is also available on the Company's website **www.neccgroup.com**.

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

Date: 9th August, 2017

Place: Delhi

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 April 25, 2017 appointed Mrs. Reena Gupta as an Additional Director (Non Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 not liable to retire by rotation and to hold office till the date of ensuing AGM.

As per Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from Mrs. Reena Gupta along with requisite amount, signifying her candidature for the office of Director of the Company and the same is available on the website of the Company. Accordingly, appointment of Mrs. Reena Gupta as Director may be considered by the Shareholder at this AGM. Further, Mrs. Reena Gupta, aged 48 years, is not disqualified to be a Director of the Company in terms of provisions of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company.

Further, the brief resume of Mrs. Reena Gupta giving the nature of her expertise in specific functional area, remuneration paid, number of meeting attended during the year etc. forms of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Reena Gupta is in any way, concerned or interested, financially or otherwise, in passing of the said Resolution.

In view of the above, you are requested to grant your consent to the Ordinary Resolution as set out at Item No. 4 of this Notice.

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

Place: Delhi

Date: 9th August, 2017

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



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

Name	Mr. Sunil Kumar Jain	Mrs. Reena Gupta
DIN	00010695	06966728
Date of Birth	21 st July, 1962	19 th August, 1969
Qualification	Bachelor of Commerce from University of Delhi	Bachelor of Arts and she has also obtained Diploma in textiles
Expertise in specific Functional area	<p>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, all regional offices and major branches in 2003. He equipped the vehicles with GPRS system.</p> <p>He enhances the effectiveness of group meetings by sharing his expertise on issues or questions that arise. He makes highly technical information interesting and understandable. He shows tenacity in solving technical problems. He has used his technical knowledge to generate numerous improvements in processes, procedures, and operations. He applied his expertise to the various Consignments relating to transport, logistics and contributed directly to the project's success.</p>	<p>She has extensive experience of almost 04 years in the field of textiles and various aspects of management, viz., in the field of marketing, finance, accounts, taxation and general administration.</p> <p>She handles every technical challenge skillfully, thoroughly, and effectively. She has applied her expertise to save the company a substantial amount of money. She has used his technical knowledge to generate numerous improvements in processes, procedures, and operations. She shows a high degree of intellectual effectiveness and easily absorbs and applies new information.</p>
Directorship held in other Listed entities	1. N E C C Logistics Limited	1. Shashank Traders Limited 2. Aar Shyam India Investment Company Limited 3. N E C C Logistics Limited
Membership/ Chairmanship of Committees across all Public Companies other than NECC	<p>AUDIT COMMITTEE Member: N E C C Logistics Limited</p> <p>STAKEHOLDER RELATIONSHIP COMMITTEE Member: N E C C Logistics Limited</p>	<p>AUDIT COMMITTEE Member: Shashank Traders Limited Chairman: Aar Shyam India Investment Company Limited</p> <p>STAKEHOLDER RELATIONSHIP COMMITTEE Member: Shashank Traders Limited</p>
Number of Shares held in the Company	As on 31 st March, 2017, Mr. Sunil Kumar Jain holds 1,26,63,768 equity shares (25.23%) in the Company.	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel	Mr. Sunil Kumar Jain is one of the promoters of the Company. There is no relationship between any Directors of the Company except with Mr. Utkarsh Jain.	She don't have inter-se relationship with any Director, Manager and other Key Managerial Personnel of the Company
Details of remuneration paid /sought to be paid	Rs. 48,00,000/-P.A. (Rupees Forth Eight Lakhs only)	No remuneration is paid / sought to be paid except sitting fee for attending the Board/ Committee Meetings
Number of Meetings of the Board attended during the year.	The detail of number of Board/ Committee meetings attended during the year is mentioned in Corporate Governance Report forming part of this Annual Report for the financial year 2016-17.	In the Financial Year 2016-17, she was not the Director of the Company. She has been appointed as Additional Director of the Company with effect from April 25, 2017.



The procedure and instructions for e-voting is given hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
 - (a) Open e-mail and open PDF file viz."NECC-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - (c) Click on Shareholder-Login.
 - (d) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (g) Select "EVEN" of "North Eastern Carrying Corporation Limited".
 - (h) Now you are ready for remote e-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@neccgroup.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 32nd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, will be provided the notice through by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@masserv.com RTA MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date 21st September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.



- H. M/s A.K. Friends & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 24 hours of the conclusion of the AGM, 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 and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.necgroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchanges, where the shares of the Company are listed.