NECC Moving You Ahead 1968-2018
North Eastern Carrying Corporation Limited.

Ref. No. : NECCLTD/SEC/2026-27 August 14, 2026

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

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

SUBJECT: NOTICE OF THE 41ST ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2025-26.

Dear Sir,

This is to inform you that the 41st Annual General Meeting **(AGM)** of the Company will be held on **Thursday, September 10, 2026 at 12:30 P.M. (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM)**.

The said Notice is enclosed herewith and is also available on the website of the Company at **www.neccgroup.com**.

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

Cut-off date *(for determining the eligibility to vote in respect of items of business to be transacted at the AGM)*	Thursday , September 03, 2026
Period of remote e-voting *(to enable shareholders as on the Cut-off date to cast their votes on proposed resolutions electronically).*	From Monday, September 07, 2026 (9:00 A.M.) To Wednesday, September 09, 2026 (5:00 P.M.)
Book Closure Date	From : Thursday, September 03, 2026 To : Thursday, September 10, 2026

This is for your kind information and dissemination.

Thanking You,
For North Eastern Carrying Corporation Limited

North Eastern Carrying Corporation Limited "NECC House" 9062/47, Ram Bagh Road, Azad Market Delhi-6

Rakesh
Digitally signed by Rakesh
Date: 2026.08.14 10:16:37 +05'30'

Rakesh
Company Secretary & Compliance Officer
M. No. : A57773

North Eastern Carrying Corporation Ltd.

(CIN: L49231DL1984PLC019485)
Registered Office : 9062/47, Ram Bagh Road, Azad Market, Delhi- 110006
Tel. No. : +91-97117 97516 , +91-97118-97517
Email ID : cs@neccgroup.com, Website : www.neccgroup.com

NOTICE

NOTICE IS HEREBY GIVEN TO THE MEMBERS OF NORTH EASTERN CARRYING CORPORAITON LIMITED ('COMPANY') THAT THE 41ST (FORTY FIRST) ANNUAL GENERAL MEETING (AGM) OF THE COMPNAY WILL BE HELD ON THURSDAY, SEPTEMBER 10, 2026 AT 12:30 P.M. THROUGH VIDEO CONFERENCING /OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Balance Sheet as on March 31, 2026, and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Statutory Auditor thereon.

2. APPOINTMENT OF MR. UTKARSH JAIN (DIN : 05271884) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Utkarsh Jain, Director (DIN: 05271884), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

3. RE-APPOINTMENT OF M/S NEMANI GARG AGARWAL & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Nemani Garg Agarwal & Co., Chartered Accountants (Firm Registration No. 010192N) be and are hereby appointed/Re-appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 41st Annual General Meeting (AGM) until the conclusion of the 46th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. SUNIL KUMAR JAIN (DIN: 00010695) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals, permissions and sanctions as may be necessary, approval of the Members be and is hereby accorded for the re-appointment of Mr. Sunil Kumar Jain (DIN: 00010695) as the Chairman and Managing Director and Key Managerial Personnel of the Company, liable to retire by rotation, for a further term of five (5) years commencing from October 01, 2026 to September 30, 2031, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT during the tenure of his re-appointment, Mr. Sunil Kumar Jain shall be entitled to remuneration by way of salary, allowances, perquisites and other benefits, aggregating up to Rs. 85,00,000 (Rupees Eighty-Five Lakhs Only) per annum, as may be determined by the Board of Directors of the Company or the Nomination and Remuneration Committee from time to time, in accordance with the Company's Remuneration Policy and subject to the provisions of Sections 197 and 198 of the Act read with Schedule V thereto and other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197 and 198 or any other applicable provisions of the Companies Act, 2013, where in any financial year during the tenure of Mr. Sunil Kumar Jain as Chairman and Managing Director, the Company has no profits or its profits are inadequate, the remuneration by way of salary, allowances, perquisites and other benefits, as approved herein, shall be paid as the minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter, vary, revise or modify the terms and conditions of the re-appointment and/or remuneration of Mr. Sunil Kumar Jain, including salary, allowances, perquisites and other benefits, from time to time, as may be deemed fit and as may be mutually agreed, provided that such variation is in accordance with the provisions of the Companies Act, 2013, Schedule V thereto, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, execute all such documents, writings and instruments, and make all necessary filings with the Registrar of Companies, Stock Exchanges and such other authorities as may be required, and to take all such steps as may be necessary, expedient or desirable to give effect to this Resolution."

5. RE-APPOINTMENT OF MR. UTKARSH JAIN AS WHOLE TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals, permissions and sanctions as may be necessary, approval of the Members be and is hereby accorded for the re-appointment of Mr. Utkarsh Jain (DIN: 05271884) as the Whole Time Director and Key Managerial Personnel of the Company, liable to retire by rotation, for a further term of five (5) years commencing from October 01, 2026 to September 30, 2031, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT during the tenure of his re-appointment, Mr. Utkarsh Jain shall be entitled to remuneration by way of salary, allowances, perquisites and other benefits, aggregating up to Rs. 60,00,000 (Rupees Sixty Lakhs Only) per annum, as may be determined by the Board of Directors of the Company or the Nomination and Remuneration Committee from time to time, in accordance with the Company's Remuneration Policy and subject to the provisions of Sections 197 and 198 of the Act read with Schedule V thereto and other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197 and 198 or any other applicable provisions of the Companies Act, 2013, where in any financial year during the tenure of Mr. Utkarsh Jain as Whole Time Director, the Company has no profits or its profits are inadequate, the remuneration by way of salary, allowances, perquisites and other benefits, as approved herein, shall be paid as the minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter, vary, revise or modify the terms and conditions of the re-appointment and/or remuneration of Mr. Utkarsh Jain, including salary, allowances, perquisites and other benefits, from time to time, as may be deemed fit and as may be mutually agreed, provided that such variation is in accordance with the provisions of the Companies Act, 2013, Schedule V thereto, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, execute all such documents, writings and instruments, and make all necessary filings with the Registrar of Companies, Stock Exchanges and such other authorities as may be required, and to take all such steps as may be necessary, expedient or desirable to give effect to this Resolution."

6. **INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

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

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 110,00,00,000/- (Rupees One Hundred Ten Crores only) divided into 11,00,00,000 (Eleven Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) by creation of additional 4,00,00,000 (Four Crores) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 150,00,00,000/– (Rupees One Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores) equity shares of Rs. 10/– (Rupees Ten only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. **RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERT INTO CONVERTIBLE SECURITIES:**

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable laws, rules, regulations, circulars, notifications and guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and other competent authorities, and subject to such approvals, consents, permissions, sanctions and conditions as may be necessary from the appropriate statutory, governmental or regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee of the Board constituted or to be constituted for the purpose), to convert in whole or in part, the loan given or earlier given, by the various types of lenders to the Company up to the amount of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) in respect of such loan, at the option of the Lenders, into Convertible Warrants, Convertible Preference Shares, Convertible Debentures, Non-Convertible Debentures ("NCDs") with an option or right to convert into equity shares, and any other securities, instruments or specified securities capable of being converted into or exchanged for Equity Shares (hereinafter collectively referred to as "**Convertible Securities**") of the Company, on such terms and conditions as may be stipulated in the loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.,

RESOLVED FURTHER THAT the loan as hereinbefore mentioned would be converted into convertible securities of the Company in accordance with the following conditions:

(i) the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the "Notice of Conversion") of the exercise of their Conversion rights i.e. right to convert their loan into convertible securities of the Company;

(ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of convertible securities to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;

(iii) the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;

(iv) the convertible security so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;

(v) The loans shall be converted into convertible securities at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013 and SEBI.

RESOLVED FURTHER THAT the Convertible Securities issued pursuant to this Resolution shall be convertible into fully paid-up Equity Shares of the Company at such conversion ratio, conversion price, tenure, redemption terms, interest/coupon terms, exercise period and other terms and conditions as may be determined by the Board, subject to compliance with the applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT where any loan agreement, financing arrangement, security document or instrument issued by the Company provides for an option/right to convert the whole or part of the outstanding loan, interest, dues or other amounts into Equity Shares or Convertible Securities of the Company, such conversion option shall be exercisable by the concerned lender/investor upon such terms and conditions as may be stipulated in the relevant agreements and approved by the Board.

RESOLVED FURTHER THAT upon receipt of notice of conversion/exercise from the concerned lender, investor or security holder, the Company shall, subject to compliance with applicable provisions of law, allot and issue the requisite number of fully paid-up Equity Shares or other securities upon conversion of such Convertible Securities, and such converted amount shall stand adjusted against the outstanding loan, dues, subscription amount or other consideration, as applicable.

RESOLVED FURTHER THAT the Equity Shares issued upon conversion of the Convertible Securities shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend and other corporate benefits, from the date of allotment, subject to applicable laws.

RESOLVED FURTHER THAT the conversion price, exercise price, issue price, valuation methodology and other terms relating to such Convertible Securities shall be determined in accordance with the applicable provisions of the Article of Associations of the Company, Companies Act, 2013, SEBI ICDR Regulations, SEBI LODR Regulations and other applicable laws prevailing at the relevant time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, approve and execute all necessary agreements, documents and instruments including loan agreements, subscription agreements, debenture documents, warrant agreements or any other documents required for issuance of such Convertible Securities and to finalize the terms and conditions thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot such number of Equity Shares upon conversion of the Convertible Securities as may be required from time to time and to undertake all necessary actions including making applications for listing, obtaining approvals, crediting securities in dematerialized form and completing statutory and regulatory compliances.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications, amendments, variations, conditions or directions as may be imposed or required by any statutory authority, regulatory authority, lender, investor or other concerned party in connection with the aforesaid issue and conversion of securities.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, execute all documents, applications, forms and writings, and take all necessary steps as may be considered necessary, desirable or expedient, without requiring any further approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred upon it by this Resolution to any Committee of Directors or any officer(s) or person(s) as it may deem fit for the purpose of giving effect to this Resolution."

8. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be required from any statutory, regulatory or other authorities, including the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s) and such other authorities, and subject to such terms, conditions and modifications as may be prescribed by such authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted or to be constituted) to create, issue, offer and allot 1,00,00,000 (One Crore) Convertible

Warrants **("Warrants")** on a preferential basis to Mr. Sunil Kumar Jain, Promoter of the Company, being eligible person(s), entitling the holder(s) of such warrants to apply for and obtain allotment of one (1) Equity Share of the Company of face value Rs. 10 each for every one (1) Warrant held, at an issue price of Rs. 18.51/- (Rupees Eighteen and Five One Paisa Only) per Warrant, aggregating to Rs. 18,51,00,000 (Rupees Eighteen Crores Fifty One Lakhs Only), on such terms and conditions as may be determined by the Board in accordance with applicable laws

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Tuesday, August 11, 2026, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company.

RESOLVED FURTHER THAT the consideration payable for subscription to the Warrants shall be discharged as follows:

(a) 25% (twenty-five percent) of the consideration payable on Warrants shall be discharged by adjustment against such outstanding unsecured loan amounts payable by the Company to the proposed allottee, subject to compliance with applicable provisions of the SEBI ICDR Regulations and other applicable laws and

(b) The balance 75% (seventy-five percent) of the issue price of the Warrants shall be payable by the respective allottee(s) within a period of 18 (eighteen) months from the date of allotment of the Warrants, or such other period as may be permitted under applicable laws.

RESOLVED FURTHER THAT the holder(s) of the Warrants shall be entitled to exercise the right to convert the Warrants into Equity Shares of the Company, either in one or more tranches, at any time within 18 (eighteen) months from the date of allotment of the Warrants, upon receipt of the balance consideration payable in respect of such Warrants, and the Company shall allot the corresponding number of Equity Shares upon such exercise, subject to compliance with applicable provisions of law.

RESOLVED FURTHER THAT each Warrant shall carry a right to subscribe to and obtain allotment of one (1) fully paid-up Equity Share of the Company, and the amount paid against the Warrants shall be adjusted towards the issue price of such Equity Shares upon conversion.

RESOLVED FURTHER THAT the Equity Shares to be allotted upon conversion of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend and other corporate benefits, from the date of allotment.

RESOLVED FURTHER THAT in accordance with the applicable provisions of the SEBI ICDR Regulations, the Warrants and the Equity Shares issued upon conversion thereof shall be subject to lock-in requirements as prescribed under Regulation 167 of the SEBI ICDR Regulations, and other applicable conditions prescribed under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within 15 (fifteen) days from the date of such approval or permission.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares upon conversion of the Warrants as may be required from time to time and to make necessary applications for listing and trading approval with the Stock Exchange(s), credit the securities in dematerialized form and complete all related statutory and regulatory compliances.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute all agreements, documents and writings, including subscription agreements, loan adjustment documents, applications, declarations and other papers as may be required, and to settle all questions, difficulties or doubts that may arise in connection with the issue and allotment of Warrants and conversion thereof into Equity Shares.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution, including filing of necessary forms, returns and documents with the Registrar of Companies, Stock Exchange(s), SEBI and other authorities, as applicable."

For North Eastern Carrying Corporation Limited

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

Date: August 11, 2026
Place: Delhi

NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its circular no 03/2025 dated September 22, 2025 read with circular issued earlier on the subject (collectively referred to as "MCA Circulars") had permitted holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ("SEBI") had also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. **The company's registered office shall be deemed the venue for the AGM.**

2. Since this AGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM; hence, the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for quorum under Section 103 of the Act.

3. Brief resume of the Director seeking appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) is annexed hereto and forms part of Notice.

4. The Board of Directors has appointed **Mr. Ashish Kumar Friends, (M/s A.K. Friends & Co.),** Practicing Company Secretaries, New Delhi (FCS 5129 & CP No. : 4056) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend 41st AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to akfriends38@yahoo.co.in with a copy marked to evoting@nsdl.co.in

6. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM 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 AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

7. 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 AGM. 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 AGM will be provided by NSDL.

8. 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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, will be available for inspection through electronic mode, without any fee, by the members from the date of circulation of this Notice, up to the date of AGM. Members desiring for inspection of said documents are requested to send an e-mail to the Company at cs@neccgroup.com.

10. In accordance with SEBI (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019.

11. Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

    - Issue of duplicate share certificate
    - Claim from unclaimed suspense account
    - Renewal/Exchange of securities certificate
    - Endorsement
    - Sub-division / splitting of securities certificate
    - Consolidation of securities certificates/folios
    - Transmission
    - Transposition

    For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

    Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

12. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details) and nomination details by holders of securities. Shareholders are requested to update the said details against folio/ demat account.

13. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025- 26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM and Annual Report 2025-26 are available on the website of the Company at www.neccgroup.com and on the website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) 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 AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English all edition) and Jansatta (Hindi edition).

14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of 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 Agents ("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 (including Annual Report) from the Company electronically–

    In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2025-26 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 (Register E-mail ID Folio No (Mention Folio No) of North Eastern Carrying Corporation Limited.

Demat Holding

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

18. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. **Thursday, September 03, 2026**, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com

19. 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.

20. 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.

21. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM 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.

22. The Scrutinizer shall, after the conclusion of the electronic voting during the AGM, assess the votes cast at the meeting through electronic voting system, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Meeting.

23. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company (www.neccgroup.com) and on NSDL website (www.evoting.nsdl.com) and will also be submitted to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) within the prescribed time. Further, the resolution(s), if passed by requisite majority, shall be deemed to be passed on the date of AGM.

24. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on August 04 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

25. Instructions for e-voting and joining the AGM 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 Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Thursday, September 03, 2026** (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-AGM.

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

The remote e-voting period begins on Monday, September 07, 2026 (09:00 A.M.) to Wednesday, September 09, 2026 (5:00 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. Thursday, September 03, 2026, 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 Thursday, September 03, 2026.

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:

1. Individual Shareholders holding securities in demat mode with NSDL

Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Visit the e-Voting 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-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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

2. **Individual Shareholders holding securities in demat mode with CDSL**

Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System **My Easi New** Tab and then user your existing my easi username & password.

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. **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 for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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.

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?

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, 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.

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***

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

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- 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.

- 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**

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.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

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?

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.

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".

Now you are ready for e-Voting as the Voting page opens.

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.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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@neccgroup.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@neccgroup.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 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

HELPDESK

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

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 , speede@nsdl.com, ideas@nsdl.com, mobileappfeedback.com or call at NSDL Help Desk at Tel No. 022 – 48867000.

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 toll free no. +91 1800 2109911.

GENERAL INSTRUCTIONS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akfriends38@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com .

4. 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 only shall be entitled to avail the facility of remote e-voting.

5. **Mr. Ashish Kumar Friends, (M/s A.K. Friends & Co.),** Practicing Company Secretaries, New Delhi (FCS 5129 & CP No. - 4056), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

6. 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, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.

7. 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 communicated to the BSE Limited and National Stock Exchange of India Limited within the prescribed time.

By Order of the Board of Director of

North Eastern Carrying Corporation Limited

Sd/

Sunil Kumar Jain

Chairman and Managing Director

DIN: 00010695

Date: August 11, 2026

Place: Delhi

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 41ST ANNUAL GENERAL MEETING,

[PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS), 2015, SCHEDULE - V OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS (SS-2)]

ITEM NO. 2, 4 and 5

S. No.	Particulars	Mr. Sunil Kumar Jain	Mr. Utkarsh Jain
1.	DIN	00010695	05271884
2.	Date of Birth/ Age	July 21, 1962 / 64 Years	April 20, 1994 / 32 Years
3.	Date of first appointment	October 10, 1994	December 16, 2013
4.	Qualification	Bachelor of Commerce from University of Delhi.	BSc (Hons.) in Management Studies from the University of Nottingham, United Kingdom, IBS Hyderabad.
5.	Nature of expertise in specific functional areas and professional background	Mr. Sunil Kumar Jain joined his family business in 1980 at the young age of 18. Since 1999–2000, he has been leading the company across all major functions, including operations, marketing, and finance. Under his leadership, the organization embraced modernization, implementing computerization across the head office, regional offices, and key branches in 2003. He also introduced advanced technology by equipping company vehicles with GPS systems, significantly improving efficiency and tracking. Mr. Sunil Kumar Jain is known for enhancing the effectiveness of group meetings by sharing his expertise and providing valuable insights on emerging issues. Leveraging his technical knowledge, he has driven numerous improvements in procedures and operations. His contributions to transport and logistics projects—particularly in managing consignments—have directly supported the company's success and growth.	Mr. Utkarsh Jain joined the management of the company as a Director, working alongside his father, Mr. Sunil Kumar Jain, to carry forward the legacy of the family business. Like his father, he is reshaping the organization with innovative and fresh ideas, driving growth and expansion. His leadership has enabled the company to secure major assignments and strengthen its position in the industry. He brings with him wide managerial experience, strategic leadership, and strong business acumen, which continue to enhance the company's operations and long-term success.
6.	Recognition or Awards	As a result of Mr. Sunil Kumar Jain effort North Eastern Carrying Corporation Limited has been awarded for good business performance by "Inc. India 500" for a continuous period of Two years i.e. 2011-12 & 2012-13 & Parivahan Shresth Award for his regular contribution to the Indian Economy & Transport Sector.	-
7.	Job Profile and his suitability	Mr. Sunil Kumar Jain is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company.	Mr. Utkarsh Jain manages the company's operations, planning, financial and marketing functions, ensuring alignment with organizational goals and long-term strategy.
8.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Sunil Kumar Jain is one of the Promoters of the Company.	Mr. Utkarsh Jain is the Promoter and Shareholder of the Company and son of Mr. Sunil Kumar Jain, Chairman and Managing Director of the Company.

9.	Terms and conditions of appointment or re-appointment	Mr. Sunil Kumar Jain is re- appointed as Chairman and Managing Director for a period of five years from October 01, 2026 to September 30, 2031, liable to retire by rotation.	Mr. Utkarsh Jain is re- appointed as whole time Director for a period of five years from October 01, 2026 to September 30, 2031, liable to retire by rotation.
10.	Past Remuneration	Rs. 48,00,000/- (Rupees Forty Eight Lakhs only) per annum	Rs. 36,00,000/- (Rupees Thirty Six Lakhs only) per annum
11.	Remuneration proposed	Rs. 85,00,000/- (Rupees Eighty Five Lakhs Only) per annum	Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum
12.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Considering the responsibilities Mr. Sunil Kumar Jain shoulder in driving the company's expanded business activities, the proposed remuneration is aligned with industry standards and commensurate with board-level positions in similarly sized and positioned organizations	Considering the responsibilities Mr. Utkarsh Jain shoulder in driving the company's expanded business activities, the proposed remuneration is aligned with industry standards and commensurate with board-level positions in similarly sized and positioned organizations
13.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	None	None
14.	Directorship held in other Companies	N E C C Logistics Limited Gaurang Developers Private Limited Super Realcon Private Limited Shreyans Logistics Private Limited. Suvi Developers Private Limited N E C C Automobiles Private Limited N E C C Securities Private Limited Indika Agro Products Private Limited Shubhi Agencies Private Limited N.E.C.C. Financial Services Pvt. Ltd. Shreyans Buildwell Private Limited Shreyans Buildtech Private Limited	N E C C Logistics Limited Gaurang Developers Private Limited Super Realcon Private Limited Shreyans Buildtech Private Limited Shreyans Logistics Private Limited Suvi Developers Private Limited N E C C Automobiles Private Limited Shreyans Buildwell Private Limited N E C C Securities Private Limited Indika Agro Products Private Limited Shubhi Agencies Private Limited N.E.C.C. Financial Services Pvt. Ltd. SG Green Logistics Private Limited Allspace Supply Chain Private Limited
15.	No. of Equity Shares held in the Company (As on July 31, 2026)	84,55,062 Equity Shares	72,16,416 Equity Shares
16.	Number of Board Meetings attended during the year.	4 (Four)	4 (Four)

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

ITEM NO. 3

The Board of Directors, based on the recommendation of the Audit Committee, has recommended the re-appointment of M/s. Nemani Garg Agarwal & Co. , Chartered Accountants (Firm Registration No. 010192N), as the Statutory Auditors of the Company.

M/s. Nemani Garg Agarwal & Co. have confirmed that:

- they continue to satisfy the eligibility criteria prescribed under the applicable provisions of the Companies Act, 2013 and the rules made thereunder;
- their re-appointment, if approved, will be in accordance with the applicable provisions of the Companies Act, 2013;
- they are not disqualified from being re-appointed as Statutory Auditors of the Company.

The Board is of the opinion that the re-appointment of M/s. Nemani Garg Agarwal & Co. would be in the best interest of the Company considering their experience, expertise, and satisfactory performance during their tenure.

Accordingly, the Board recommends the resolution for the approval of the members to re-appoint M/s. Nemani Garg Agarwal & Co., Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting (or for such term as may be applicable under the Companies Act, 2013), at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM No. 4

The present term of office of Mr. Sunil Kumar Jain (DIN: 00010695) as the Chairman and Managing Director of the Company is due to expire on September 30, 2026. Considering his rich experience, leadership, industry knowledge, strategic vision, business acumen and significant contribution towards the growth and operations of the Company, the Nomination and Remuneration Committee ("NRC"), after evaluating his performance, recommended his re-appointment.

Based on the recommendation of the NRC, the Board of Directors, at its Meeting held on August 04, 2026, approved, subject to the approval of the Members, the re-appointment of Mr. Sunil Kumar Jain as the Chairman and Managing Director and Key Managerial Personnel of the Company for a further term of five (5) years commencing from October 01, 2026 to September 30, 2031, liable to retire by rotation, on the terms and conditions contained in the proposed resolution.

As the Chairman and Managing Director, Mr. Sunil Kumar Jain has been instrumental in providing strategic direction to the Company, strengthening its governance framework, overseeing business expansion, improving operational efficiencies and creating long-term value for all stakeholders. Under his leadership, the Company has achieved significant milestones in terms of business growth, operational performance and financial results.

The Nomination and Remuneration Committee, while recommending the re-appointment and remuneration of Mr. Sunil Kumar Jain, considered his qualifications, expertise, responsibilities, leadership role, industry benchmarks, the Company's performance and the remuneration practices prevailing in comparable companies.

The Board has also approved payment of remuneration to Mr. Sunil Kumar Jain by way of salary, allowances, perquisites and other benefits aggregating up to Rs. 85,00,000 (Rupees Eighty Five Lakhs Only) per annum, subject to the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions.

The Company has experienced/anticipates inadequacy of profits during the relevant financial year(s). Accordingly, pursuant to the provisions of Sections 197 and 198 read with Section II of Part II of Schedule V of the Companies Act, 2013, approval of the Members by way of a Special Resolution is being sought for payment of the aforesaid remuneration to Mr. Sunil Kumar Jain as the minimum remuneration, notwithstanding that the Company has no profits or its profits are inadequate during any financial year comprised in his tenure of office.

The remuneration proposed is commensurate with the size and nature of the Company's business, the responsibilities entrusted to Mr. Sunil Kumar Jain, his qualifications, experience and the remuneration prevailing in comparable companies.

Mr. Sunil Kumar Jain satisfies all the conditions prescribed under the Companies Act, 2013 for his re-appointment and is not disqualified from being appointed as a Director under Section 164 of the Act. He is also not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India or any other statutory authority.

The Company has received from Mr. Sunil Kumar Jain all requisite consents, declarations and confirmations as required under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. The information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India forms part of the Annexure to this Notice.

The Board is of the opinion that the continued leadership of Mr. Sunil Kumar Jain as Chairman and Managing Director is in the best interests of the Company and recommends the Special Resolution set out at **Item No. 4** for approval by the Members.

Except Mr. Sunil Kumar Jain and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

ITEM No. 5

The present term of office of Mr. Utkarsh Jain (DIN: 05271884) as the Whole Time Director of the Company is due to expire on September 30, 2026. Considering his rich experience, dynamic leadership, industry knowledge, business acumen and significant contribution towards the growth and operations of the Company, the Nomination and Remuneration Committee ("NRC"), after evaluating his performance, recommended his re-appointment.

Based on the recommendation of the NRC, the Board of Directors, at its Meeting held on August 04, 2026, approved, subject to the approval of the Members, the re-appointment of Mr. Utkarsh Jain as the Chairman and Managing Director and Key Managerial Personnel of the Company for a further term of five (5) years commencing from October 01, 2026 to September 30, 2031, liable to retire by rotation, on the terms and conditions contained in the proposed resolution.

As the Whole Time Director, Mr. Utkarsh Jain has been instrumental in providing strategic direction to the Company, strengthening its governance framework, overseeing business expansion, improving operational efficiencies and creating long-term value for all stakeholders. His direction helped the Company reach new highs in market growth, operational output, and financial returns

The Nomination and Remuneration Committee, while recommending the re-appointment and remuneration of Mr. Utkarsh Jain, considered his qualifications, expertise, responsibilities, leadership role, industry benchmarks, the Company's performance and the remuneration practices prevailing in comparable companies.

In view of above, the Board has approved payment of remuneration to Mr. Utkarsh Jain by way of salary, allowances, perquisites and other benefits aggregating up to Rs. 60,00,000 (Rupees Sixty Lakhs Only) per annum, subject to the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions.

The Company has experienced/anticipates inadequacy of profits during the relevant financial year(s). Accordingly, pursuant to the provisions of Sections 197 and 198 read with Section II of Part II of Schedule V of the Companies Act, 2013, approval of the Members by way of a Special Resolution is being sought for payment of the aforesaid remuneration to Mr. Utkarsh Jain as the minimum remuneration, notwithstanding that the Company has no profits or its profits are inadequate during any financial year comprised in his tenure of office.

The remuneration proposed is commensurate with the size and nature of the Company's business, the responsibilities entrusted to Mr. Utkarsh Jain, his qualifications, experience and the remuneration prevailing in comparable companies.

Mr. Utkarsh Jain satisfies all the conditions prescribed under the Companies Act, 2013 for his re-appointment and is not disqualified from being appointed as a Director under Section 164 of the Act. He is also not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India or any other statutory authority.

The Company has received from Mr. Utkarsh Jain all requisite consents, declarations and confirmations as required under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. The information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India forms part of the Annexure to this Notice.

The Board is of the opinion that the continued leadership of Mr. Utkarsh Jain as Whole Time Director is in the best interests of the Company and recommends the Special Resolution set out at Item No. 5 for approval by the Members.

Except Mr. Utkarsh Jain and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

INFORMATION IS FURNISHED PURSUANT TO THE PROVISIONS OF SCHEDULE V TO THE COMPANIES ACT, 2013:

General Information

Nature of Industry:
Logistics/Transportation

Date or expected date of Commencement of Commercial Production:
The Company was incorporated in the year 1984 and since the Company is into the service sector, hence there is no date of commercial production.

Financial Performance of the Company: (Rs. In Lakhs)

Particulars	2025-26	2024-25	2023-24
Revenue from operations	30,804.38	32,872.47	33,511.52
Profit / (Loss)before exceptional items and Tax	1,066.75	1,303.65	1,016.53
Profit/(Loss) before tax	1,066.75	1,303.65	1,016.53
Profit/(Loss) after tax	775.07	1,025.25	802.20

Foreign Earnings, Investments or Collaborations:
The Company has neither made any foreign investments nor entered into any foreign collaboration.

Other Information

Reasons of loss or inadequate profits
The inadequacy of profits is attributable to prevailing domestic and international market conditions, increased input costs, higher finance costs, hike in fuel cost, industry-specific challenges and other business factors affecting the Company's profitability.

Steps taken or proposed to be taken for improvement
The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost. Various realignment initiatives ensured reduced debt burden on the Company resulting in overall reduction in finance cost. The Company continues to focus on operational efficiency, cost optimization, improved capacity utilisation, strengthening customer relationships and expanding market presence to improve profitability.

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

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

ITEM No. 6

Presently, the Authorised Share Capital of the Company stands at Rs. 110,00,00,000/- (Rupees One Hundred Ten Crore only) divided into 11,00,00,000 (Eleven Crore) equity shares of Rs. 10/- (Rupees Ten only) each.

In view of the Company's future plans and to facilitate potential capital issuances, the Board of Directors, at its meeting held on August 04, 2026 has recommended an increase in Authorised Share Capital to Rs. 40,00,00,000/- (Rupees Forty Crore only) by creation of additional 4,00,00,000 (Four Crores) equity shares of Rs. 10/- (Rupees Ten only).

The increase in the Authorised Share Capital will necessitate a consequential amendment to the existing Clause V of the Memorandum of Association of the Company. In accordance with the provisions of Section 13 and 61 of Companies Act, 2013 the approval of the Members is required for effecting the said increase and alteration.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 6 of this AGM Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Postal Ballot Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 06 of this AGM Notice for approval by the members.

ITEM No. 7

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise secured / unsecured loans to be converted into Convertible Warrants, Convertible Preference Shares, Convertible Debentures, Non-Convertible Debentures ("NCDs") with an option or right to convert into equity shares, and any other securities, instruments or specified securities capable of being converted into or exchanged for Equity Shares (hereinafter collectively referred to as "**Convertible Securities**") of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into convertible securities of the Company time to time. The Board of Directors in their meeting held on August 04, 2026 accorded approval for conversion of any loan that the Company may borrow or earlier borrowed from various Lenders via Loan Agreement executed/ to be executed by the Company up to amount of Rs. 50,00,00,000 (Rupees Fifty Crore only), and such loan can be converted into the convertible securities of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion into convertible securities. This would provide an enabling option to the various Lenders, to convert the whole or any part of such outstanding loans into convertible securities of the Company.

Accordingly, the Board recommends the resolution as set forth in the **Item No. 07** of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from various types of Lenders, the whole or part of their respective outstanding loans into the convertible securities of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the convertible securities and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

ITEM No. 8

In view of the Company's future outlook, growth objectives, and business prospects, additional long-term funding is required to meet working capital needs, repay borrowings, and support general corporate purposes. Accordingly, it is proposed to raise funds through the issue of Convertible Warrants **("Warrants")** on a preferential basis.

The Board of Directors of the Company, at its meeting held on August 11, 2026, has approved the proposal for issuance and allotment of 1,00,00,000 (One Crore) Convertible Warrants ("Warrants") on a preferential basis to Mr. Sunil Kumar Jain, Promoter of the Company, in accordance with the provisions of Sections 42 and 62 of the Companies Act, 2013, read with applicable rules made thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

The proposed preferential issue is subject to approval of the members of the Company by way of a Special Resolution and such other regulatory approvals, consents, permissions and sanctions as may be required.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62 of the Companies Act, 2013, read with the rules made thereunder and Regulation 160 of the SEBI ICDR Regulations for **Item No. 08** of this Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below.

Further, disclosures as required in accordance with the provisions of the Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), are as under:

1. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued;

The Board of Directors at its meeting held on August 11, 2026, has, subject to the approval of the Members and such other approvals as may be required and approved the issuance and allotment of up to 1,00,00,000 (One Crores) Convertible Warrants **('Warrants')**, to Mr. Sunil Kumar Jain, persons belonging to Promoter and Promoter Group. The further details of preferential issue are as follow;

Kind of securities issued	:	Convertible Warrants (Warrants)
Total No. of Warrants	:	1,00,00,000 (One Crores)
Issue Price Per Warrants	:	Rs. 18.51 (Rupees Eighteen and Five One Paisa only) each
Total Issue Size	:	Rs. 18,51,00,000 (Rupees Eighteen Crores and Fifty One Lakhs Only)
No. of Equity share after conversion	:	1,00,00,000 (One Crores)
Face Value of Equity Shares	:	Rs. 10 (Rupees Ten only) each

Each Warrant shall carry a right to subscribe to one (1) Equity Share of the Company upon conversion. The Warrants shall be convertible into Equity Shares within a period of 18 months from the date of allotment of Warrants, in one or more tranches, upon payment of the balance consideration.

2. Relevant Date

In accordance with Regulation 161 of the SEBI ICDR Regulations, the relevant date for determination of the minimum issue price shall be **Tuesday, August 11, 2026**, being 30 days prior to the date of the Annual General Meeting i.e. scheduled to be held on **Thursday, September 10, 2026**, at which the approval of the shareholders is proposed to be obtained.

3. Objects of the Issue:

The Company has received Unsecured Loans from its Promoters and Promoter Group. In order to restructure these loans and strengthen the capital structure, the Company proposes to issue Convertible Warrants on a preferential basis to the proposed allottee, Mr. Sunil Kumar Jain.

Pursuant to the agreement executed with the Promoters and Promoter Group, it is proposed to convert the outstanding unsecured loans into equity instruments, namely shares, warrants, or debentures. Considering the current financial position of the Company, the Board of Directors has resolved to convert the unsecured loans into warrants.

This restructuring is in the best interest of the Company as it will reduce liabilities, enhance net worth, and improve the overall financial position. Furthermore, upon conversion of warrants into equity shares, the Company will benefit from additional working capital, thereby strengthening its operational and financial flexibility

Allocation of Preferential Issue funds

The Company proposes to raise an aggregate amount of Rs. 18,51,00,000 (Rupees Eighteen Crores and Fifty One Lakhs Only) through the preferential issue of 1,00,00,000 (One Crore) Convertible Warrants to Mr. Sunil Kumar Jain, Promoter of the Company. The proceeds from the proposed preferential issue are proposed to be utilized for the following purposes:

S. No.	Particulars	Proposed Amount (In Crores)
1.	Working capital requirement	5.00
2.	General Corporate Purposes	3.00
3.	Repayment of Borrowings (Including conversion of current unsecured loan of promoters)	10.51
	Total	**18.51**

The Board shall have the flexibility to deploy the proceeds across the above objects based on the Company's business requirements, subject to applicable laws and regulatory requirements. Any variation in the proposed utilization of funds shall be undertaken in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

Further, 25% of the issue price payable at the time of allotment of the Convertible Warrants shall be discharged by adjustment against the outstanding unsecured loans/dues payable by the Company to the proposed allottee, subject to compliance with applicable laws. The balance 75% of the issue price shall be payable by the allottee at the time of exercise of the option to convert the Warrants into Equity Shares within the prescribed period of 18 (eighteen) months from the date of allotment of the Warrants.

Schedule of implementation and Deployment of Funds

The proposed preferential issue, is expected to be implemented within the timeline prescribed under the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

An amount equivalent to 25% of the issue price of the Convertible Warrants shall be paid at the time of allotment (including by adjustment against the outstanding loan/dues payable by the Company to the proposed allottee, subject to applicable laws), and the balance 75% of the issue price shall be payable at the time of exercise of the conversion option, which may be exercised in one or more tranches within 18 (eighteen) months from the date of allotment of the Convertible Warrants.

The funds received pursuant to the preferential issue shall be deployed progressively based on the Company's business requirements and are expected to be substantially utilized within 12 to 18 months from the date of receipt of the respective proceeds, subject to the timing of conversion of the Convertible Warrants by the allottee.

Interim use of proceeds

Pending utilization of the proceeds from the proposed preferential issue for the objects stated in this Explanatory Statement, the funds received by the Company shall be kept in deposits with scheduled commercial banks or utilized for short-term business requirements in the ordinary course of business.

The Board of Directors shall have the discretion to deploy the unutilized proceeds in such manner as it may deem appropriate and in the best interests of the Company, subject to compliance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Appraisal and Monitoring Agency

As the size of this issue is below Rs. 100 Crores so, the Company has not required appointing monitoring agency for this Issue.

3. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Mr. Sunil Kumar Jain, Promoter of the Company, intends to subscribe to the Convertible Warrants proposed to be issued under the preferential issue and unlisted its outstanding unsecured loan to convert it into convertible warrants. Except as disclosed herein, no other promoter or member of the promoter group has expressed any intention to subscribe to the proposed issue.

4. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company giving the position as on the latest available beneficial position statement dated August 07, 2026 being the latest practicable date prior to the approval of Board and issuance of notice to the Members of the Company and after assuming the proposed preferential issue of Equity Shares is provided hereunder:

S. No.	Category	Pre issue		Addition/ Issue *Equity Shares	Post Issue	
		No. of shares held	% of shares held		No. of shares held	% of shares held
A. Promoters' Holdings						
1	Individuals/HUF	2,52,08,651	24.12	1,00,00,000	3,52,08,651	30.75
2	Bodies Corporates	3,34,82,620	32.02	-	3,34,82,620	29.24
3	Foreign	-	-	-	-	-
	Sub Total (A)	**5,86,91,271**	**56.16**	**1,00,00,000**	**6,86,91,271**	**59.99**
B. Public Holdings						
B1	**Institution**	-	-	-	-	-
B2	**Non-Institution**					
1	Individual/HUF	3,05,39,003	29.22	-	3,05,73,024	26.70
2	Body Corporates	1,47,37,484	14.10	-	1,47,31,842	12.87
3	Non Resident	5,13,419	0.49	-	4,70,287	0.41
4	Any Others	18,823	0.02		33,576	0.03
	Sub Total (B)	**4,58,08,729**	**43.84**	**-**	**4,58,08,729**	**40.01**
	Grand Total	**10,45,00,000**	**100.00**	**1,00,00,000**	**11,45,00,000**	**100.00**

**the post preferential holding assume that the proposed allottee convert its all warrants into fully paid up equity shares within 18 months form the date of allotment of warrants.*

Note : Post shareholding structure may change depending upon any other corporate action in between and final allotment of Equity Shares.

5. **Proposed time limit within which the allotment shall be complete:**

In terms of SEBI ICDR Regulations, the preferential allotment of said convertible warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

6. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.**

Not Applicable, since the proposed allottee is an individual, the ultimate beneficial owner is Mr. Sunil Kumar Jain.

8. **The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:**

Name of the Proposed Allottees (Promoter)	Pre- preferential allotment		Post- preferential allotment*	
	No. of shares held	% of holding	No. of shares held	% of holding
Mr. Sunil Kumar Jain	84,55,062	8.09	1,84,55,062	16.12
Total	**84,55,062**	**8.09**	**1,84,55,062**	**16.12**

**the post preferential holding assume that the proposed allottee convert its all warrants into fully paid up equity shares within 18 months form the date of allotment of warrants.*

Note: Post shareholding structure may change depending upon any other corporate action in between and final allotment of equity shares.

8. Consequential Changes in the control and change in management:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

9. Undertakings

(i) None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

(ii) The issuer shall re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.

(iii) The amount payable on account of the re-computation of price is not paid within the time stipulated as per SEBI (ICDR) Regulations the specified securities/convertible warrants shall continue to be locked – in till the time such amount is paid by the allottee(s)

(iv) None of the Company, its directors or Promoters is categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

10. The current and proposed status of the proposed allottees post the preferential issue namely:

The proposed preferential allotment of Convertible Warrants (warrants) to Mr. Sunil Kumar Jain shall not result in any change in the control or management of the Company. Mr. Sunil Kumar Jain shall continue to be classified as a Promoter of the Company after the allotment of the Convertible Warrants and upon their conversion into Equity Shares, in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the current and proposed status of the proposed allottee pursuant to the preferential issue are as under:

Name of Proposed Allottees	Current Category	Proposed Category
Mr. Sunil Kumar Jain	Promoter	Promoter

11. Practicing Company Secretary Certificate:

The certificate has issued from Practicing Company Secretary certifying that the preferential issue of the securities is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, as required under the SEBI (ICDR) Regulations, 2018 as amended from time to time, and the same shall be available for inspection at the Registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of Annual General Meeting and shall also be available during the Annual General Meeting. The Certificate will also be available on the Company's website at **www.neccgroup.com** and will be accessible at **cs@neccgroup.com**

12. Lock-in Period:

(i) The Convertible warrants/Equity Shares to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.

(ii) The entire pre-preferential allotment shareholding, of the proposed allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

13. **Amount which the Company intends to raise by way of such securities:**

The Company proposes to raise an aggregate amount of Rs. 18,51,00,000 (Rupees Eighteen Crores and Fifty One Lakhs Only) through the preferential issue of 1,00,00,000 (One Crore) Convertible Warrants at an issue price of Rs. 18.51 (Rupees Eighteen and Fifty One Paisa Only) per Warrant, each Convertible Warrant carrying an entitlement to subscribe to and be allotted one (1) fully paid-up Equity Share of the Company having a face value of Rs. 10/- each, upon payment of the balance consideration and exercise of the conversion option in one or more tranches in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

14. **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the current financial year, the Company has made the following preferential allotment(s):

Date of Allotment	No. of Allottee	Nature of Securities	No. of Securities	Issue price
June 06, 2026	01	Equity Shares	45,00,000	Rs. 15.18

15. **Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer and basis of Issue price and Relevant Date:**

a) The proposed preferential issue of Convertible Warrants is being made to Mr. Sunil Kumar Jain, Promoter of the Company. As per the terms of the proposed issue, 25% of the issue price payable at the time of allotment of the Convertible Warrants shall be discharged by adjustment against the outstanding unsecured loan/dues payable by the Company to the proposed allottee, subject to compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable laws. The balance 75% of the issue price shall be payable in cash by the proposed allottee at the time of exercise of the Warrants and allotment of the Equity Shares, within a period of 18 (eighteen) months from the date of allotment of the Warrants.

The adjustment of the outstanding unsecured loan/dues will reduce the Company's outstanding liability towards the Promoter and is intended to strengthen the Company's capital structure and financial position.

The issue price of Rs. 18.51 (Rupees Eighteen and Five One Paisa Only) per Convertible Warrant has been determined in accordance with the applicable pricing provisions of Chapter V of the SEBI ICDR Regulations and is not less than the minimum price determined in accordance with Regulation 164 of the SEBI ICDR Regulations, as applicable.

b) The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and have been listed for a period of more than 90 trading days as on the Relevant Date. The Equity Shares are frequently traded in accordance with the applicable provisions of the SEBI ICDR Regulations.

c) Method of determination of price as per the Articles of Association of the Company:

Pursuant to the Articles of Association of the Company, the Board of Directors is authorised to determine the issue price of securities proposed to be issued by the Company, subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder and the applicable SEBI Regulations.

Accordingly, the Board of Directors has determined the issue price of the proposed Convertible Warrants at Rs. 18.51 (Rupees Eighteen and Five One Paisa Only) per Warrant, subject to the applicable pricing provisions of Chapter V of the SEBI ICDR Regulations. The said issue price is not less than the minimum price determined in accordance with Regulation 164 of the SEBI ICDR Regulations, with reference to the Relevant Date.

d) The Company has obtained a valuation report from an independent Registered Valuer for the purpose of supporting the valuation and ensuring fair and transparent determination of the issue price and compliance with applicable legal and regulatory requirements.

e) The valuation report has been issued by Mr. Hitesh Jhamb (ACS & Registered Valuer), IBBI Registration No.: IBBI/RV/11/2019/12355, wherein the value has been assessed at Rs. 18.51 per Convertible Warrant/Equity Shares. The valuation report is available on the website of the Company at www.neccgroup.com.

16. **Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

Mr. Sunil Kumar Jain, Promoter of the Company, being the proposed allottee of the Convertible Warrants, is concerned and interested in the resolution set out at Item No. 08 of20 this Postal Ballot Notice to the extent of the proposed allotment and his existing shareholding, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel ("KMPs") of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of this Postal Ballot Notice.

The Board of Directors recommends the resolution set out at **Item No. 08** of this Notice for approval of the members by way of a Special Resolution for the issue of Convertible Warrants on a preferential basis to the persons belonging to the Promoter and Promoter Group.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's website www.neccgroup.com

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

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

Date : August 11, 2026
Place : Delhi

NECC

Moving You Ahead

NORTH EASTERN CARRYING CORPORATION LIMITED

(CIN: L49231DL1984PLC019485)

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