

Ref. No. : NECCLTD/SEC/2026-27

April 16, 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: POSTAL BALLOT NOTICE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Postal Ballot Notice seeking member's approval through a Special/Ordinary Resolution/(s) only by way of remote electronic voting ("e-voting") for the following:

Sr. No.	Description of the Special Business(es)
1	Increase in Authorised Share Capital and consequent Alteration to the Capital clause of the Memorandum of Association – Ordinary Resolution
2	Alteration and addition of Objects Clause of Memorandum of Association of the Company – Special Resolution
3	To approve the raising of funds through Secured/Unsecured Loan with an option to Conversion into Equity Shares – Special Resolution
4	To advance any Loan including any Loan represented by Book Debt, or give any Guarantee or provide any Security in connection with any Loans / Debentures / Bonds etc. raised by Subsidiary Company(ies) / Body Corporate(s) in whom any of the Director of the Company is interested upto Rs. 100 Crore – Special Resolution
5	To make Investments, Give Loans, Guarantees and Security in excess of limits specified under Section 186 Of The Companies Act 2013 – Special Resolution
6	Conversion of Unsecured Loans into Equity Shares of the Company – Special Resolution
7	Material Related Party Transactions with Shreyans Logistics Private Limited – Ordinary Resolution



The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide e-voting facility to its members.

The remote e-voting period commences from 09:00 A.M (IST) on April 17, 2026 and ends on 5:00 P.M. (IST) on May 16, 2026.

The Postal Ballot Notice is also available on the website of the Company i.e www.neccgroup.com.

You are requested to kindly take the same on your records.

This is for your kind information and dissemination.

Thanking You,

For North Eastern Carrying Corporation Limited

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





NORTH EASTERN CARRYING CORPORATION LIMITED

(CIN: L51909DL1984PLC019485)

Regd. Office : 9062/47, RAM BAGH ROAD, AZAD MARKET, DELHI- 110006

Tel. No. : 011-23517516-19, Email ID : cs@neccgroup.com, Website : www.neccgroup.com

POSTAL BALLOT NOTICE

(Only Through E-Voting)

Pursuant to Sections 110 of the Companies Act 2013 read with Rules 20 and 22 of The Companies (Management & Administration) Rules, 2014

To,

The Members

North Eastern Carrying Corporation Limited

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, hereinafter collectively referred to as the ("**MCA Circulars**"), any circular issued by the Securities and Exchange Board of India ("**SEBI**") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), for seeking approval of shareholders/members (**as on the Cut-off Date i.e., April 10, 2026**) of North Eastern Carrying Corporation Limited (**the "Company"**), for the resolution(s) appended herein below through postal ballot ("**Postal Ballot**") only by way of remote e-voting process ("**E-voting**").

An Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid resolution is annexed to this Postal Ballot Notice ("**Notice**") for your consideration.

In compliance with above provisions and MCA Circulars, the manner of voting on the proposed resolution is restricted to only to e-voting facility i.e., casting votes electronically instead of submitting postal ballot forms from its members. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through

electronic mode to those Members whose email address is registered with the Company/ RTA/depository participant(s). The details of the procedure to cast the vote form part of the 'Notes' to this Postal Ballot Notice.

The Company's Board of Directors has appointed Mr. Ashish Kumar Friends, Practicing Company Secretary (FCS No. 5129 & CP No. 4056), Proprietor of M/s A.K. Friends & Co, Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

The Company is pleased to provide an e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for facilitating e-voting. The Company is sending the Notice in electronic form only to those members whose e-mail addresses are registered with the Company/Depositories. Further, the Company has made necessary arrangements with MAS Services Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The e-voting period **commences from 09:00 A.M. (IST) on Friday, April 17, 2026, and ends at 05:00 P.M. (IST) on Saturday, May 16, 2026.** Once a member casts the vote on the Resolution(s), he or she will not be allowed to change it subsequently. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the e-voting system as per the MCA Circulars. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.

Members are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company ("**Chairman**") or any person authorized by the Chairman, and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting i.e. on or **before Tuesday, May 19, 2026** and the same shall also be simultaneously communicated to the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").

The last date of e-voting i.e., **May 16, 2026**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The said result along with the Scrutinizer's Report will be uploaded on the Company's website www.neccgroup.com and on the website of NSDL at www.evoting.nsdl.com and will be communicated to BSE and NSE, the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed at the Registered Office of the Company.

ITEM NO. 01: 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, the following resolution(s) 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. 100,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 110,00,00,000/- (Rupees One Hundred Ten Crores only) by creation of additional 1,00,00,000 (One 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. 110,00,00,000/- (Rupees One Hundred Ten Crores only) divided into 11,00,00,000 (Eleven 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.”

ITEM NO. 02 : ALTERATION OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws for the time being in force and such other approvals, permissions and sanctions, as may be necessary, approval be and is hereby accorded for alteration, substitution, consolidation and addition in the Objects Clause (Clause III) of Memorandum of Association of the Company as detailed below:-

Alteration in Clause III (A) (2)

“To acquire, purchase, sale, import, export, trade , take on hire and/or hire purchase or on lease, let on hire, trucks, buses, motor lorries, cars, scooters, tractors, cranes, wire-ropeways and /or other means of transport of all kinds and descriptions for transportation business.”

Addition of Clause III (A) (5)

“To establish, operate, and maintain warehouses, cold storage facilities, depots, and distribution centres for the storage, preservation, and handling of goods, merchandise, and commodities. To provide inventory management, packaging, and allied services connected with warehousing.”

RESOLVED FURTHER THAT any of the Directors of the Company 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 deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 03 : TO APPROVE THE RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERSION INTO EQUITY SHARES:

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), 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 be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), 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 INR 50,00,00,000/- (Indian Rupees Fifty Crores Only) in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares 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 fully paid Equity Shares 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 fully paid Equity Shares 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 fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;

- (iv) the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- (v) the equity shares 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;
- (vi) The loans shall be converted into equity shares 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 Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the company be and are hereby severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.

ITEM NO. 04 : TO ADVANCE ANY LOAN INCLUDING ANY LOAN REPRESENTED BY BOOK DEBT, OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY IN CONNECTION WITH ANY LOANS / DEBENTURES / BONDS ETC. RAISED BY SUBSIDIARY COMPANY(IES) / BODY CORPORATE(S) IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UPTO Rs. 100 CRORE

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 (‘Act’) and any other applicable provisions of the Act & Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Articles of Association of the Company, 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 constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies) / Associate Company(ies)/body corporate(s) in whom any of the Director of the Company is interested upto an aggregate amount not exceeding Rs. 100 crore (Rupees One Hundred Crore Only) or in other currency for an equivalent amount.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

ITEM NO. 05 : TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time

being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100,00,00,000 (Indian Rupees One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director or Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 06 : CONVERSION OF UNSECURED LOANS INTO EQUITY SHARES 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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental

authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 45,00,000 (Forty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) fully paid up, to persons belonging to Promoter and Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent/upto of Rs. 8,00,00,000/- (Rupees Eight Crore Only) or price not less than price to be calculated in accordance with the Chapter V of SEBI ICDR Regulations upon the conversion of unsecured loan upto of Rs. 8,00,00,000/- (Rupees Eight Crores Only) into such number of equity shares as mentioned above.

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Tuesday, April 14, 2026, being the date 30 days prior to the date of the General Meeting/Postal Ballot of the shareholders of the Company. ”

“RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription /allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder’s resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

e) Allotment of Equity shares shall only be made in dematerialized form.”

“**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Stock Exchange, SEBI, Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

Item No. 07: MATERIAL RELATED PARTY TRANSACTION WITH SHREYANS LOGISTICS PRIVATE LIMITED

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Related Party Transaction Policy of the Company and pursuant to the recommendation/approval of Audit Committee & Board of Directors of the Company, respectively, approval of the Shareholders of the Company be and is hereby accorded for Material Related Party Transactions to be entered into with Shreyans Logistics Private Limited, for the Financial Year 2026-27 for a value of upto Rs. 50,00,00,000 (Rupees Fifty Crores Only) and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

By order of the Board

For North Eastern Carrying Corporation Limited

Sd/-

Rakesh

Company Secretary & Compliance officer

M. No. : A57773

Date : April 16, 2026

Place : Delhi

NOTES:

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Act setting out material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting facility provided by listed entities, MCA Circulars, Secretarial Standard - 2 and any amendments thereto, the Company is pleased to provide e-voting facility to its members to exercise their votes electronically and vote on the resolutions through e-voting. The instructions for e-voting are provided as part of this Notice which the members are requested to read carefully before casting their vote.
3. As per the applicable MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged the services of MAS Services Limited ("RTA") as the agency to provide e-voting facility.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 10, 2026 ("the Cut-Off Date")** will only be considered eligible for the purpose of e-voting. A person who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories or for any other reasons) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. This Notice shall also be available on the website of the Company at www.neccgroupp.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at www.masserv.com. Members who have not received the copy of this Notice may download the same from the aforementioned platforms/links. Members may also contact RTA at investor@masserv.com or Company at cs@neccgroupp.com for receiving copy of this Notice.

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

Commencement of e-voting	9:00 AM (IST) on Friday, April 17, 2026
End of e-voting	5:00 PM (IST) on Saturday, May 16, 2026

The e-voting module shall be disabled for voting thereafter. During this period, Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories, as on the Cut-Off Date, are entitled to vote electronically on the Resolution set forth in this Notice. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.

7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date.
8. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to MAS Services Limited at investor@masserv.com, if the shares are held in physical form.
9. The resolutions will be considered as passed effectively on the last date of e-voting i.e. **Saturday, May 16, 2026, at 05:00 PM (IST)** if the results of the e-voting on Postal Ballot indicate that the requisite majority of the members of the Company have assented to the resolution. The Scrutinizer's decision on validity of the e-voting shall be final.
10. The Company's Board of Directors has appointed Mr. Ashish Kumar Friends, Practicing Company Secretary (FCS No. 5129 & CP No. 4056), Proprietor of M/s A.K. Friends & Co, Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.
11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other officer so authorized. The results of e-voting will be announced within two working days after the last date of voting and will be displayed on the website of the Company i.e., www.neccgroupp.com, the website of RTA i.e., www.masserv.com and will also be communicated to the Stock Exchanges. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.

13. All documents referred to in this Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@neccgroup.com.
14. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, prescribes common and simplified norms for processing investor service requests by RTA and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details. As per the said circular, it is mandatory for the members holding shares in physical form to, inter-alia, furnish PAN, KYC details etc. Members holding shares in physical mode who have not registered the said details, would be eligible for lodging grievance or service request only after registering the said details.
15. In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated June 10, 2024 and other applicable provisions, the members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/ make any variation in the already submitted nomination, Members are requested to reach out to RTA in case of shares held in physical mode and to their respective DPs in case of shares held in demat form.
16. Members may further note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the relevant Form in the specified formats, which are available on the website of the Company at www.neccgroup.com and also available on the website of the RTA at www.masserv.com.
18. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter/power of attorney, etc., to the Scrutinizer through email at akfriends@gmail.com with a copy marked to the Company at cs@neccgroup.com, to RTA at investor@masserv.com and may also upload the same in the e-voting module in their login.
19. Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

20. In case of any queries or issues regarding the e-voting facility, Members may send an email to cs@neccgoup.com or investor@masserv.com. All grievances with regard to e-voting facility may be addressed to Mr. Sarwan Mangla, Sr. Manager, MAS Services Limited at Delhi.
21. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
22. SEBI, vide various circulars issued from time to time, has prescribed guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company/ its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal (<https://smartodr.in/login>).

23. INSTRUCTIONS FOR E-VOTING:

The details of the process and manners for e-voting are explained herein below:

Login method for e-voting for Individual shareholders holding securities in demat mode:

- (i) As per SEBI Circular on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- (ii) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- (iii) Login method for Individual shareholders holding securities in demat mode is given below:

(a) 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.

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

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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.

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

NSDL Mobile App is available on

 **App Store**  **Google Play**

 

(b) 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 Myeasi Tab and then use 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 evoting is in progress as per the information provided by company. On clicking the evoting 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.

(c) 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.

(d) 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 use 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.

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 or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF
THE COMPANIES ACT, 2013:**

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force), the following explanatory statements set out all material facts relating to the special business mentioned under agenda items of the accompanying Notice:

ITEM NO. 01:

Presently, the Authorised Share Capital of the Company stands at Rs. 100,00,00,000/- (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten 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 April 14, 2026 has recommended an increase in Authorised Share Capital to Rs. 10,00,00,000/- (Rupees Ten Crore only) by creation of additional 1,00,00,000 (One 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. 1 of this Postal Ballot 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. 1 of this Postal Ballot Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 01 of this Postal Ballot Notice for approval by the members.

ITEM NO. 02 :

In order to render the main object clause of the Memorandum of Association (MOA) more comprehensive and concise, it is proposed to alter and/or add to the existing main object clause of the Company. The existing main object of the company is:

- 1 To carry on the business of transport, carriage and haulage carriers of goods, materials and passengers from place to place, in India or abroad by means of motor vehicles, trucks, lorries, buses, cars, by surface, sea or air and/ or by any other means of transport.
- 2 To acquire, purchase, take on hire and/or hire purchase or on lease, let on hire, trucks, buses, motor lorries, cars, scooters, tractors, cranes, wire-ropeways and/or other means of transport of all kinds and descriptions for transportation business.
- 3 To carry on the Business of International Air, Surface and Sea Travelling and Transport Agents, Tour operators, Air, Surface and Sea Passenger Traffic and Cargo Booking Agents, Clearing and Forwarding Agents and to carry on the business of Rail Parcel, Goods and Cargo Agents, Custom Clearing Agents, packing and forwarding agents and to facilitate and provide the distribution and Transportation of Cargo whether in India or Abroad and whether by Air, Surface and Sea and to act as shippers, Ship Brokers, Shipping Agents, loading Brokers and Carriers by Air, Surface and water.
- 4 To carry on the business both in India and outside India of couriers and cargo agents and the main and/or sub-agents of any courier/cargo company/firm and to obtain agencies of various airlines and to act their general sale agents and IATA agents for the passengers and cargo.

The Company proposes to alter its main object clause as follows;

2. *“To acquire, purchase, sale, import, export, trade, take on hire and/or hire purchase or on lease, let on hire, trucks, buses, motor lorries, cars, scooters, tractors, cranes, wire-ropeways and /or other means of transport of all kinds and descriptions for transportation business.”*

The Company further proposes to incorporate the following additions into the main object clause of its Memorandum of Association;

5. *“To establish, operate, and maintain warehouses, cold storage facilities, depots, and distribution centres for the storage, preservation, and handling of goods, merchandise, and commodities. To provide inventory management, packaging, and allied services connected with warehousing.”*

The Board at its meeting held on April 14, 2026 has approved the alteration of the MOA of the Company and the Board now seeks Members’ approval for the same. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. A copy of the proposed MOA of the Company will be available for inspection in electronic mode. Members can inspect the same by sending an email to cs@necgroup.com on or before May 15, 2026.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions. The Board of Directors commend the Special Resolution set out at Item No. 02 of this Postal Ballot Notice for approval by the members.

Item No. 03 :

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares 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 equity shares of the Company time to time. The Board of Directors in their meeting held on April 14, 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 upto amount of Rs. 50,00,00,000 (Rupees Fifty Crore only), and such loan can be converted into the Equity Shares 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. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the Item no. 03 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 fully paid Equity Shares 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 Equity Shares 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. 04 :

Pursuant to Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that: (a) a special

resolution is passed by the company in general meeting, and (b) the loans are utilised by the borrowing company for its principal business activities. Any person in whom any of the Director of the Company is interested" means- (a) any private company of which any such director is a director or member, (b) any body corporate at a general meeting of which not less than twenty-five per cent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or (c) anybody corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

The Company is expected to render support by way of advancing loan including any loan represented by a book debt or give guarantee or provide any security in connection with the loan taken by the Companies (hereinafter referred as "Borrowing Companies") in whom any of the director(s) of the company either directly or indirectly, are interested, for the purpose of their principal business activities.

To enable the Company to advance any loan(s) including any loan represented by a book debt and/or give any guarantee(s) and/or provide any security(ies) in connection with any financial assistance/loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made by the borrowing Companies in whom any of the director of the company is interested for the business requirements from time to time upto to an aggregate limit of Rs. 100,00,00,000 (Rupees One Hundred Crore only), the Board here by seek approval under Section 185 of the Companies Act, 2013 from the Shareholders by way of special resolution, as proposed in item No. 04 in this postal ballot notice.

The members are further apprised that the loan/guarantee shall be utilized by the borrowing company for its principal business activities only.

None of the other Directors and Key Managerial Persons of the Company and their relatives are concerned or interested (financially or otherwise) in the special resolution set out as item No. 04 of the Notice.

ITEM NO. 05:

Pursuant to the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b), give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more unless prior approval by means of a special resolution passed at a general meeting.

As the Company is constantly reviewing opportunities for expansion of its business operations, it might be required to provide financial support by way of loans and/or guarantees to such person(s) and/or body corporate(s) as the Board may deem appropriate from time to time, in order to achieve greater financial flexibility and to enable optimal financing structuring.

Accordingly, It is now proposed that the Board of Directors of the Company be authorized to give any loans to any person or other body corporate and/or give any guarantees or to provide security in connection with a loan to any other body corporate or person and/ or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate on behalf of the company, on such terms and conditions, aggregating to a limit of Rs. 100,00,00,000 (Rupees One Hundred Crores Only), notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits as laid down by the provisions of Section 186 of the Companies Act, 2013 read with Rules made thereunder, provided that such providing of loans/ advances / guarantees is in the interest of the Company.

As per applicable provisions of Section 186 of the Companies Act, 2013, the rules made there under and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or reenactment thereof), approval of the members is sought for the concerned matter by way of a Special Resolution. Hence, the Board of Directors recommends passing of the special resolution mentioned at item No. 05 in this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 05 of the Notice except to the extent of their shareholding (if any).

ITEM NO. 06 :

The Special Resolutions contained in Item No. 06 of the Notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot Up to 45,00,000 (Forty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each towards conversion of loan to the extent/upto of Rs. 8,00,00,000/- (Rupees Eight Crore Only), to the persons belonging to the Promoter and Promoter Group.

The Promoters have extended loans to the Company and the Company proposes to convert loans worth upto Rs. 8,00,00,000/- (Rupees Eight Crores Only) into Equity Shares through Preferential Issue.

The proposed Preferential Issue is to be issued to the persons belonging 'Promoter and Promoter Group. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on April 14, 2026.

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. 06 of this Postal Ballot 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 April 14, 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 45,00,000 (Forty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) fully paid up, to persons belonging to Promoter and Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs. 8,00,00,000/- (Rupees Eight Crore Only) at the price not less than price to be determined in accordance with Chapter V of SEBI (ICDR) Regulations upon the conversion of unsecured loan upto Rs. 8,00,00,000/- (Rupees Eight Crore Only) out of total outstanding as on date in the name of the Proposed Allottees.

2. Objects of the Issue:

There are Unsecured Loans from the Promoters and Promoter Group and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Mr. Sunil Kumar Jain to the extent/ upto of 8,00,00,000/- (Rupees Eight Crore Only) and to strengthen the Capital structure of the Company.

Pursuant to the agreement executed with the Promoter and Promoter Group of the Company, it is proposed to convert the outstanding unsecured loan into equity shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert the unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

Allocation of Preferential Issue funds

The issue of securities as mentioned in Item No. 06 of this Notice is pursuant to conversion of unsecured loan of person belonging to the promoter category and allocation of the same is as follow:

S. No.	Name of Proposed Allottees (Promoter and Promoter Group)	Outstanding Loan Proposed to be converted
1.	Mr. Sunil Kumar Jain	Upto Rs. 8,00,00,000/-

The total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

Schedule of implementation and Deployment of Funds

Since present preferential issue is pursuant to conversion of unsecured loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding unsecured loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

Interim use of proceeds

Not applicable as the said issue is pursuant to conversion of unsecured loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

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:

Except as following none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer:

Sr. No.	Name of the proposed Allottee	Outstanding Loan proposed to be converted	Maximum No. of Equity Shares Proposed to be allotted	Category
1.	Mr. Sunil Kumar Jain	Rs. 8,00,00,000/-	45,00,000	Promoter

The number of Equity Shares to be issued pursuant to conversion of loan at issue price of **Rs. 14.91/-** each, as detailed above, may not compute to be exact amount of outstanding loan because of fractions. Maximum number of securities will be issued, subject to required approvals, for adjustment of fractions up to maximum outstanding loan amount adjustment.

Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified hereinabove.

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

Category	Pre preferential issue		Addition	Post preferential issue	
	No of Shares	%		No of Shares	%
Promoters and Promoter Group (A)	5,41,91,271	54.19	45,00,000	5,86,91,271	56.16
Public (B)	4,58,08,729	45.81	-	4,58,08,729	43.84
Total (A) + (B)	10,00,00,000	100.00	45,00,000	10,45,00,000	100.00
Custodian (C)	-	-	-	-	-
Grand Total (A) + (B) + (C)	10,00,00,000	100.00	45,00,000	10,45,00,000	100.00

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 Equity Shares 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,

7. 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	39,55,062	3.96	84,55,062	8.09
Total	39,55,062	3.96	84,55,062	8.09

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

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.

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

As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

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

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 Equity Shares 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 Postal Ballot and shall also be available during the Postal Ballot. The Certificate will also be available on the Company's website at www.neccgroupp.com and will be accessible at cs@neccgroupp.com

12. Lock-in Period:

- (i) The 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, if any, 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:

Not Applicable since the issue is pursuant to conversion of outstanding unsecured loan into equity.

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 year, the Company has not allotted any securities on preferential basis.

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:

The proposed allotment will be made on cash basis, since the shares will be issued upon conversion of unsecured loan of the proposed allottee(s).

The Equity Shares of Company are listed on BSE Limited and National Stock Exchange Limited (NSE), for a period of more than 90 trading days as on the relevant date i.e, Wednesday, April 14, 2026, and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In compliance with Regulation 166A of the ICDR Regulations as the preferential issue to Mr. Sunil Kumar Jain, who are persons acting in concert, is less than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price is higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:
 - (i) the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE and NSE, preceding the Relevant Date, i.e., Rs. 14.91/- per Equity Share; or
 - (ii) the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE and NSE, preceding the Relevant Date, i.e, Rs. 13.32/- per Equity Share.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 14.91/- per Equity Share, being higher of the above two prices.

b) The price determined through Valuation report of Mr. Hitesh Jhamb (ACS & Registered Valuer), (IBBI Registration No.: IBBI/RV/11/2019/12355). i.e, Rs. 14.91/- per Equity Share pursuant to the provision of Regulation 164 of the SEBI (ICDR) Regulations. The said report is available on the website of the Company at www.neccgroup.com.

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

Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The Proposed Allottee(s) have decided to subscribe to the proposed issue of Equity Shares/ Preference Shares at an Issue Price of Rs. 14.91/- (Rupees Fourteen and Ninety One Paise Only) each, which is higher than the prices as computed above.

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of this Postal Ballot Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 06 of this notice for the issue of Equity Shares, on a preferential basis, to the persons belonging to the promoter and promoter group by way of Special Resolution.

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

ITEM NO. 07 :

The Shreyans Logistics Private Limited (SLPL) is one of the Group company of the NECC and is a Related Party as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Promoters and Directors of the Company have direct interest in SLPL.

The Company is proposing to enter into certain business transactions with SLPL for the Financial Year 2026-27. All transactions to be entered into by the Company with SLPL are related to the day to day essential business operations of the Company. These transactions are relating to sale of any goods/materials and/or rendering of services, purchase of any goods/ materials and/or availing of services / hire commercial vehicle/let out commercial vehicle/ sale and purchase of vehicle, repair and Maintenance of vehicle, consumable, Rent/Lease, borrowing, providing corporate guarantee or other resources and obligations in the ordinary course of business and at arm's length basis, recommended/approved by the Audit Committee and Board of Directors for placing it to the shareholders for their approval in compliance with the provisions of the Act/Listing Regulations. It may be noted that, pursuant to Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, a transaction with a related party shall be considered material if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity, as per the last audited financial statements, where the consolidated turnover of the listed entity is up to Rs. 328.72 Crore (FY 2024-25). Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether an entity is a related party to the particular transaction or not.

The nature of transactions are in the form of sale of any goods/materials and/or rendering of services; purchase of any goods/ materials and/or availing of services / hire commercial vehicle/let out commercial vehicle/ sale and purchase of vehicle, borrowing, corporate guarantee or other resources from SLPL. The transactions with SLPL for the Financial Year 2026-27 on account of above are estimated to be Rs. 50 Crores and this amount exceeds the threshold limit provided in Regulation 23 (1) of the Listing Regulations, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction. The estimated total value of transactions with SLPL during Financial Year 2025-26 is expected to remain within the shareholders' approved limit of Rs. 30 Crores. The estimated value of transactions during Financial Year 2026-27 is Rs. 50 Crores.

Approval of the Members of the Company is therefore required in terms of Regulation 23 of the Listing Regulations by way of passing of an Ordinary Resolution to the aforesaid Material Related Party Transactions to be entered for the Financial Year 2026-27.

Details required to be furnished under the SEBI Listing Regulations read with Industry Standards Forum note towards minimum information to be placed before the Shareholders towards material related party transactions is provided herewith:

Sr. No.	Particulars	Information provided by the Management
I	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as “Annexure - A”
II	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Arrangement is commercially beneficial. The Company’s purchase and sale of services from SLPL and other transactions are related to the day to day business operations of the Company and essential for its activities.
III	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards
IV	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Material Related Party Transaction with SLPL has been approved by Audit Committee. Board of Directors recommends the proposed transactions to the shareholders for approval.
V	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
VI	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making;	Not Applicable
VII	Any other information that may be relevant	No

“Annexure - A”

S. No.	Particulars of Information	Information provided by the Management
A	Details of related party transactions	
A.1	Basic details of the related party	
(i)	Name of the related party	Shreyans Logistics Private Limited (SLPL)
(ii)	Country of incorporation of the related party	India
(iii)	Nature of business of the related party	Logistic and Transportation
A.2	Relationship and ownership of the related party	
(i)	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	SLPL is a Group Company of NECC, in which directors and promoters of the Company are interested.
(ii)	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
(iii)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
(iv)	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding	Nil

A.3	Details of previous transactions with the related party	
(i)	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. (FY 2025-26)</p> <p>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</p>	28.50 Crores (Approx.)
(ii)	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (FY 2026-27)</p>	0.25 Crores
(iv)	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</p>	Not Applicable
A4	Amount of the proposed transactions	
(i)	<p>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</p>	Rs. 50.00 Crores
(ii)	<p>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</p>	<p>Yes, The approval is being taken as Material Related Party Transaction.</p>
(iii)	<p>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</p>	15% (Approx.)
(iv)	<p>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year</p>	Not Applicable

	(in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	
(v)	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	35%
(vi)	Financial performance of the related party for the immediately preceding financial year.	(FY 2024-25)
	Turnover	13.61 Crores
	Profit After Tax	- 0.85 Crores
	Net Worth	-10.51 Crores
A5	Basic details of the proposed transaction	
(i)	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods/services, purchase of goods/services, hiring/let out vehicle, repair and Maintenance of vehicle, consumable, giving loan, borrowing or corporate guarantees.
(ii)	Details of each type of the proposed transaction	Out of total estimated amount of Rs. 50 Crores, major transactions are hiring/ let out of commercial vehicle, sale and purchase of commercial vehicle.
(iii)	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27
(iv)	Whether omnibus approval is being sought?	Yes
(v)	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
(vi)	Justification as to why the RPTs proposed to be entered into is in the interest of the listed entity.	Arrangement is commercially beneficial. The transactions are related to the day to day business operations of the Company and essential for its activities.

(vii)	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Sunil Kumar Jain, Managing Director and Mr. Utkarsh Jain Director of the Company have direct interest in SLPL.
(viii)	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
(ix)	Other information relevant for decision making	No
B	Details for specific transactions	
(i)	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances	The nature of transactions is in the form of sale and purchase of goods/services, hire/let out commercial vehicle, sale/purchase of commercial vehicle etc.
(ii)	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
(iii)	Basis of determination of price.	All transactions to be entered into are at arm's length and in ordinary course of business.
(iv)	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No. 7 of the Notice.

Members may please note that in terms of the provisions of the Listing Regulations, all related party(ies) shall abstain from voting in favour of the proposed resolution.

All the relevant documents will be open for inspection by the Members at the Registered Office of the Company during working hours (between 11:00 A.M. and 1:00 P.M.) on all working days (except Saturdays, Sundays and National Holidays) upto the last date of e-voting of the postal ballot.

By order of the Board

For North Eastern Carrying Corporation Limited

Sd/-

Rakesh

Company Secretary & Compliance officer

M. No. : A57773

Date : April 16, 2026

Place : Delhi