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Annual General Meeting : Wednesday, 29th September, 2021

Time : 12.30 P.M.

Venue: The Company is conducting meeting through VC/OAVM pursuant to the General Circular dated May 5, 2020 read with General Circular dated January 13, 2021(collectively referred to as "MCA Circulars") and thus venue requirements are not applicable for this AGM.

CORPORATE INFORMATION

BOARD OF DIRECTORS

BANKERS

Mr. Sunil Kumar Jain Chairman & Managing Director Mr. Utkarsh Jain Whole-Time Director

Mrs. Reena Gupta Non Executive Director

Mr. Manoj Kumar Jain Non Executive-Independent Director Mr. Mohak Jain Non Executive- Independent Director Mr. Utsav Jain Non Executive-Independent Director

CHIEF FINANCIAL OFFICER COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Shyam Lal Yadav Ms. Mamta Bisht.

SENIOR MANAGEMENT TEAM

Mr. Ravi Gupta Senior General Manager Mr. Vinod Nair Deputy General Manager Mr. D K Singh Assistant General Manager Mr. S N Singh Senior Manager - Accounts

Mr. Prabhajeet Singh Senior Manager - Administration

REGISTERED & CORPORATE OFFICE REGISTRAR & SHARE TRANSFER AGENT

9062/47, Ram Bagh Road, MAS Services Limited Azad Market, Delhi-110006 T-34, 2nd Floor, Okhla Industrial Area,

Ph: 011-23517516-19, Fax: 011-23527700 Phase - II, New Delhi-110020 Ph:- 011-26387281/82/83 Fax: -011- 26387384 Email: cs@neccgroup.com

Website: www.neccgroup.com Email:- info@masserv.com Website: www.masserv.com

CORPORATE IDENTIFICATION NUMBER (CIN) L51909DL1984PLC019485

SHARES LISTED AT National Stock Exchange of India Limited **BSE** Limited

DEPOSITORIES National Securities Depository Limited Central Depository Securities Limited

STATUTORY AUDITORS

M/s Raj Achint & Associates, Chartered Accountants A.K. Friends & Co., Practicing Company Secretaries

3073. 1st Floor, Near Golcha Cinema. E-38, 2nd Floor behind Hira Sweets, Laxmi Nagar, Delhi-Darya Ganj, New Delhi-110002 110092

Telefax -011-47751187, Mobile -9810264628 Ph No.-+91-9212000759

Email: ca.raj8@gmail.com Email-ID: akfriends38@yahoo.co.in

Kotak Mahindra Bank DBS Bank India Limited

CREDIT RATING AGENCY CRISIL Limited (upto August 19, 2020)

CRISIL House-4th Floor, Central Avenue Road

Hiranandani Business Park, Powai, Mumbai - 400076,

Website: www.crisiLcom

SECRETARIAL AUDITOR

Ph. No. 022-40405899, Fax No. 022-40405800

Brickwork Ratings India Pvt Ltd (w.e.f July 24, 2020)

204-205, 2nd Floor, Kanchenjunga Building 18, Barakhamba Road, New Delhi-110001. Ph:011-23412232, Fax No.:01123413896

Email:info@hrickworkratings.com Website: www.brickworkratings.com



NOTICE 36th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SIXTH (36th) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NORTH EASTERN CARRYING CORPORATION LIMITED (CIN:L51909DL1984PLC019485) WILL BE HELD ON WEDNESDAY, SEPTEMBER 29, 2021 AT 12.30 P.M.(IST) THROUGH VIDEO CONFERENCING /OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

- To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 along with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Sunil Kumar Jain, Chairman & Managing Director (DIN: 00010695), who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, Sector 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Nemani Garg Agarwal & Co., Chartered Accountants (Firm Registration No. 010192N), be and is hereby appointed as Statutory Auditor of the Company for the period of 5 years in place of the existing auditor, M/s Raj Achint & Associates, Chartered Accountants (Firm Registration No. 022023N), to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 41st AGM to be held in year 2026, on such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors".

SPECIAL BUSINESS

 To consider & approve re-appointment of Mr. Sunil Kumar Jain (DIN: 00010695) as Managing Director of the Company for five consecutive years.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Sunil Kumar Jain (DIN: 00010695) as Managing Director and Key Managerial Personnel of the Company, liable to retire by rotation, for a period of 5 years, on expiry of his present term of office, i.e. with effect from October 1, 2021, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting.



RESOLVED FURTHER THAT the Board of Directors, together with recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and as accepted by Mr. Sunil Kumar Jain, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider & approve 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 in accordance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Utkarsh Jain (DIN: 05271884) as Whole Time Director of the Company, liable to retire by rotation, for a period of 5 years, on expiry of his present term of office, i.e. with effect from October 1, 2021, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors, together with recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and as accepted by Mr. Utkarsh Jain, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

To Consider & approve adoption of new set of Memorandum of Association as per Companies Act, 2013.

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

"RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the existing Clause III B containing the "Objects Incidental or Ancillary to the attainment of Main Objects" sub-clause no. 1 to 29 be and is hereby stands deleted and replaced by New Clause III (B) "Matters which are necessary for furtherance of the Objects specified in Clause III(A).

RESOLVED FURTHER THAT the existing Clause III C containing the "Other Objects" sub clause no. 1 to 59 be and is hereby also stands deleted in full.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

To Consider & approve adoption of new set of Article of Association as per Companies Act, 2013.



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 Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association as per Companies Act, 2013 in place of existing Articles of Association of the Company as per Companies Act, 1956, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. To consider & approve increase in the Authorized Share Capital of the Company.

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 Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules issued there under (including any statutory modification or reenactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 54,00,00,000 (Rupees Fifty Four Crore Only) divided into 5,40,00,000 (Five Crore Forty Lakhs) Equity Shares having face value of Rs.10/- each to Rs, 1,00,00,000 (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10 each by addition of 4,60,00,000 (Four Crore Sixty lakhs) Equity Shares having face value of Rs.10/- each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To consider & approve Alteration of the Capital Clause of Memorandum of Association of the Company.

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 Sections 13, 61 and 64 of the Companies Act, 2013 the existing clause V of the Memorandum of Association is substituted by the following figures and words namely:

V. "The Authorised Share Capital of the Company is Rs. 1,00,00,00,000 (Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of face value Rs. 10/- each."



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, be and is hereby authorised to do all such acts, deeds, steps and actions including delegation of any of its powers herein conferred to any of its Directors and / or Company Secretary."

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

Place: Delhi

Date: September 04, 2021

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

NOTES:

- 1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country. Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 ["SEBI (LODR) Regulations"], the 36th AGM of the Company is being conducted through VC/OAVM Facility, without physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM
- 2. In terms of the MCA Circulars, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of casting vote through remote e-Voting prior to the AGM, participation in the 36th AGM through VC/OAVM Facility and for electronic voting during the AGM.
- Attendance of the Members participating in the 36th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 4. In line with the MCA Circulars and SEBI Circular referred above, the Notice of the 36th AGM along with Annual Report is being sent by e-mail to all members, whose e-mail IDs are registered with the Company. The said documents are available on the website of the Company at www.neccgroup.com and on the website of National Stock Exchange of India Limited at www.neccgroup.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

The Company had published advertisements in newspapers to encourage shareholders, holding shares in physical and electronic form, to register/update their email IDs for receiving the Annual Report for the financial year 2020-21.

Those shareholders who have still not been able to update their e-mail IDs, may follow the process below for registration of e-mail IDs and procuring User IDs & Password for e-voting, on the resolutions set out in this Notice:-

- In case shares are held in Demat mode, please send an e-mail to cs@neccgroup.com quoting DP ID Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name of holder(s), scanned copy of client master list/demat account statement, PAN Card and Aadhaar Card.
- In case shares are held in physical mode, please send an e-mail to cs@neccgroup.com quoting Folio No., Name, scanned copy of Share certificate (front & back), PAN Card and Aadhaar Card.



Members of the Company including Institutional Investors are encouraged to attend the AGM and
vote on items to be transacted at the AGM. Corporate Members are requested to send a certified
copy of the Board resolution / authorization letter to the Company through e-mail at
cs@neccgroup.com.

The Company has fixed **Wednesday**, **September 22**, **2021** as the Cut-off date for determining the eligibility to vote in respect of items of business to be transacted at the 36th AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and is holding shares as on the cut-off date, may obtain the login ID and password by sending a request at www.evotingindia.com. However, if he / she is already registered with National Securities Depository Limited (NSDL) for remote e-voting, then he / she can use his / her Existing user ID and password for casting the vote. Any shareholder who disposes off his shareholding such that he/she is not a member as on the cut-off date should treat this Notice for information purposes only.

Further, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive).

- 6. Mr. Ashish Kumar Friends, M/s A.K. Friends & Co., Practicing Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of items of business to be transacted at the 36thAGM, in a fair and transparent manner.
- 7. In compliance with provisions of MCA Circulars and SEBI Circular referred above, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. Those Shareholders who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM.

NDSL will be providing facility for remote e-voting, participation in the 36th AGM through VC/OAVM and voting during the 36th AGM through electronic voting system. The remote e-voting period begins on Sunday, September 26, 2021 (9.00 A.M.) and ends on Tuesday, September 28, 2021 (5.00 P.M.). The remote e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. Please refer to detailed instructions for remote e-voting, attending the 36th AGM through VC/OAVM and electronic voting during the AGM, annexed to this Notice.

- 8. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM is provided as annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
- 9. SEBI encourages all shareholders to hold their shares in dematerialized form as this eliminates the possibility of damage/loss of physical share certificate(s) & cases of forgery and facilitates the ease and convenience of paperless trading of shares. Further, no stamp duty is payable on transfer of shares held in Demat form. It is also pertinent to mention that with effect from April 1, 2019, SEBI has prescribed that requests for effecting transfer of securities (except transmission or transposition cases) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, we request you to convert your shareholdings from physical form to demat form at the earliest, in existing demat account or new demat account to be opened with any Depository Participant (DP).
- 10. Members who hold shares in physical form are requested to send all correspondence concerning transmission, transposition, sub-division, consolidation of shares or any other related matter and/or change in address or bank account, to R&TA of the Company and in case of shares held in electronic mode, to their respective Depository Participants.
- Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section72 of the Companies Act, 2013, are requested to write to the R&TA of the Company in Form SH-13 as prescribed in the Companies (Share Capital and Debentures) Rules,



- 2014. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective DP.
- 12. 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 Section189 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 i.e. September 29, 2021. Members desiring for inspection of said documents are requested to send an e-mail to the Company at cs@neccgroup.com.
- 13. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number/folio number, email id, mobile number to cs@neccgroup.com at least seven days prior to the date of the AGM and the same will be replied by the Company suitably.
- 14. 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.
- 15. 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 National Securities Depository Limited (NSDL) website www.evoting.nsdl.com and will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time. Further, the Resolution(s), if passed by requisite majority, shall be deemed to be passed on the date of 36#AGM.

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

The remote e-voting period begins on Sunday, September 26, 2021 at 09:00 A.M. and ends on Tuesday, September 28, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2021, 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 September 22, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with NSDL.		



icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS"Portal or click athttps://eservices.nsdl.com/SecureWeb/IdeasDirectReg.isp
- 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digitdemat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider NSDL and you will be redirected to e-Voting website of NSDLfor casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/mycasi/home/loginor www.cdslindia.com and click on New System Mycasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
- 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP Le. NSDLwhere the e-Voting is in progress.