

NATIONAL ENGINEERING INDUSTRIES LIMITED
Regd. Office : 9/1, R. N. Mukherjee Road, Kolkata 700 001
Phone : 033-22430383/22421801 Fax : 033-22101912
Email : neical@nbcbearings.in Website : www.nbcbearings.com
CIN : U29130WB1946PLC013643

NOTICE

NOTICE is hereby given that the Seventy-eight Annual General Meeting of NATIONAL ENGINEERING INDUSTRIES LIMITED will be held at the Registered Office of the Company at 9/1 R. N. Mukherjee Road, Kolkata 700 001 on Friday, the 5th Day of July , 2024 at 11.00 A.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider, and adopt :
 - a) The audited standalone financial statements of the Company for the financial year ended 31st March, 2024 along with Reports of the Board of Directors and Auditors thereon.
 - b) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2024 along with Report of the Auditors thereon.
2. To declare final dividend of Rs. 200/- per Equity Share and to confirm the interim dividend of Rs. 100/- per Equity Share already paid for the year ended 31st March, 2024.
3. To appoint a Director in place of Shri C. K. Birla (DIN 00118473), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any other statutory modification or re-enactment thereof for the time being in force), as may be applicable, the payment of remuneration of Rs. 2,80,000 plus applicable taxes, and reimbursement of out of pocket expenses to M/s K. G. Goyal & Associates, Cost Accountants (FRN 000024), for conducting audit of cost records of the Company for the financial year 2024-25 be and is hereby ratified”.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Shri Avnish Sharma (DIN: 06376459) who was appointed as an Additional Director and Independent Director by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 with effect from 14th May, 2024 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act, 2013 signifying its intention to propose Shri Avnish Sharma as a candidate for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of five years from 14th May, 2024 to 13th May, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable.”

9/1 R. N. Mukherjee Road
Kolkata 700 001

By Order of the Board

Dated : May 14, 2024

Tarun Kumar Kabra
Company Secretary

- N.B: 1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.**

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

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

3. The Proxy Form, Attendance Slip and Route map showing directions to reach the venue of the meeting is annexed and forms part of this notice.
4. Relevant documents referred to in the Notice shall be open for inspection by the members at the Registered Office of the Company during office hours on all working days, up to date of Annual General Meeting (AGM) and also at AGM.

Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business mentioned in the Notice convening the Seventy-eight Annual General Meeting

Item No.4

As required under Section 148 of the Companies Act, 2013, the Board of Directors at its meeting held on 14th May, 2024 approved the appointment of M/s K. G. Goyal & Associates, Cost Accountants, as Cost Auditors of the Company for conducting audit of cost records of the Company for the financial year 2024-25. The said appointment was duly recommended by the Audit Committee of the Company at its meeting held on 14th May, 2024. The Audit Committee has further recommended Rs. 2,80,000 plus applicable tax and reimbursement of out-of-pocket expenses, as remuneration of Cost Auditor, M/s K. G. Goyal & Associates for the financial year 2024-25 which has also been approved by the Board of Directors of the Company at its meeting held on 14th May, 2024. As required by the Companies (Audit and Auditors) Rules, 2014 read with Section 148 of the Companies Act, 2013, such remuneration recommended by Audit Committee and approved by the Board of Directors is required to be ratified by the Company in General Meeting.

The certificate dated April 01, 2024 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day up to date of Annual General Meeting and shall also be available at the meeting.

None of the Directors, Key Managerial Personnel and any of their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

The Board recommends this resolution for your approval.

Item No.5

The Board of Directors of the Company, at its meeting held on 14th May, 2024, has appointed Shri Avnish Sharma as Additional Director with effect from 14th May, 2024 and Independent Director of the Company for a term of five years to hold office with effect from 14th May, 2024 up to 13th May, 2029, subject to approval of shareholders in terms of Section 149 read with Schedule IV of the Companies Act 2013 (the Act). Shri Avnish Sharma holds office up to the date of this Annual General Meeting as per provisions of Section 161 of the Companies Act, 2013.

In the opinion of the Board Shri Avnish Sharma fulfills the conditions as specified in the Act and Rules made thereunder for being appointed as Independent Director of the Company. Shri Avnish Sharma has registered his name in the Data Bank of Independent Directors as required under Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended). He is independent of the management of the Company. The Board considers that the association of Shri Avnish Sharma would be of immense benefit to the Company.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the appointment of Shri Avnish Sharma for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Members may consider appointing him as an Independent Director for a period of five years commencing from 14th May, 2024 in accordance with applicable provisions of the Act and Rules made thereunder. The Company has received from him requisite consent, intimation and declaration in connection with his appointment as Independent Director.

As required under Clause 1.2.5 of the Secretarial Standard on General Meeting, details of the Director proposed to be appointed at the General Meeting of the Company are given below:

1. Name of the Director : Shri Avnish Sharma
2. Age : 42 years
3. Qualification
 1. LL.M. from London School of Economics and Political Science, University of London in the year, 2006.
 2. LLB (Hons.) from Amity Law School, New Delhi in the year 2005.
4. Experience : Over 16 years
5. Terms and conditions of re-appointment : Appointed as Independent Director of the Company for a period of five years from 14th May, 2024 to 13th May, 2029.
6. Details of remuneration sought to be paid : Not applicable.
7. Remuneration last drawn : Not applicable.
8. Date of first appointment on the Board : 14th May, 2024
9. Shareholding in the Company : None.
10. Relationship with other Directors, Manager and Key Managerial Personnel of the Company : Not related to any other Director, Manager or Key Managerial Personnel of the Company.

11. Number of meetings of the Board : Not Applicable
attended during the year (2023-24)
12. Other Directorships : Nil
13. Membership / Chairmanship of : Nil
Committees of other Boards

Save and except Shri Avnish Sharma and his relatives, none of the other Directors and Key Managerial Personnel or any of their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

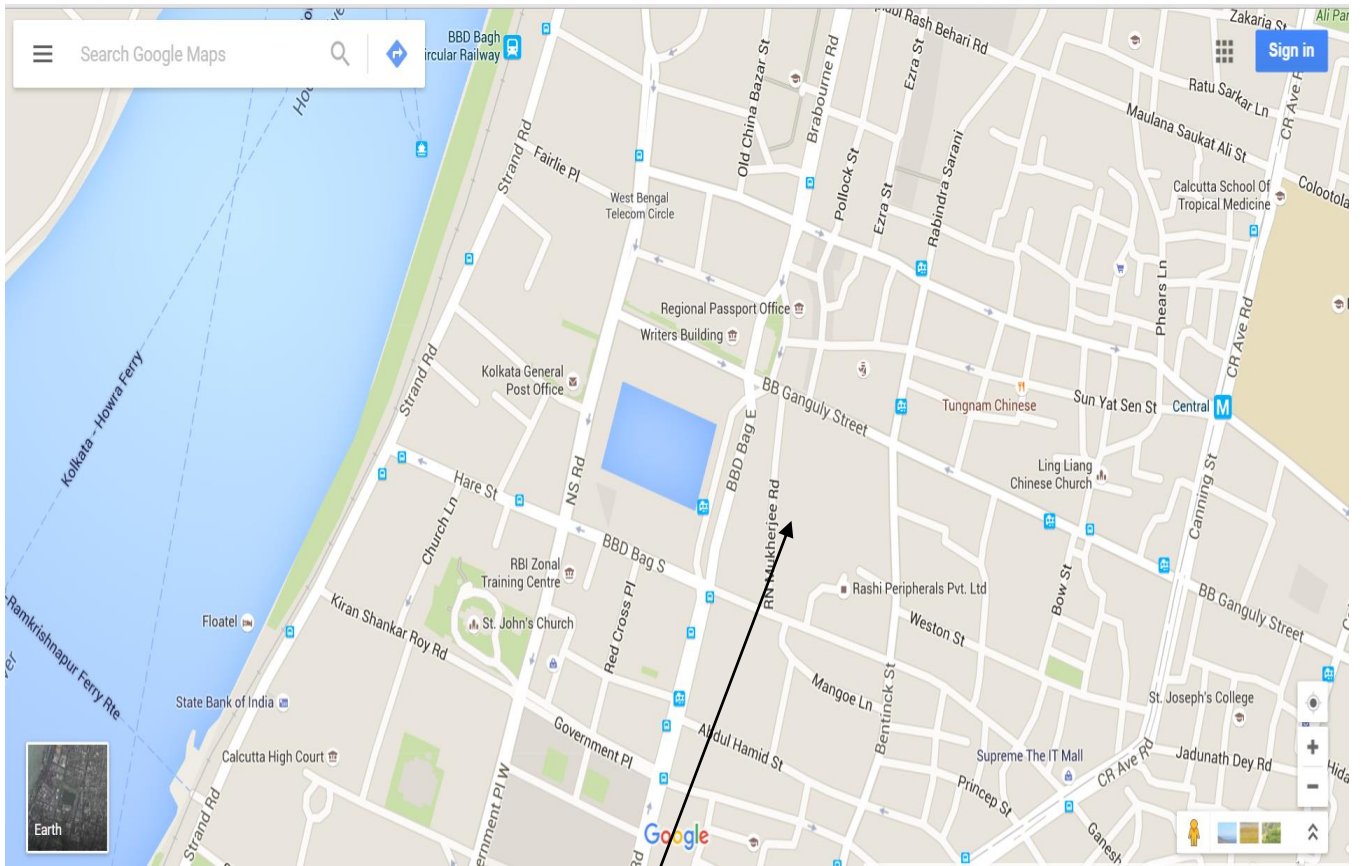
A copy of the draft letter for the appointment of Shri Avnish Sharma as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to date of Annual General Meeting and shall also be available at the meeting.

The Board recommends this resolution for your approval.

By Order of the Board

9/1 R. N. Mukherjee Road
Kolkata 700 001
Dated : May 14, 2024

Tarun Kumar Kabra
Company Secretary



VENUE OF ANNUAL GENERAL MEETING

**NATIONAL ENGINEERING INDUSTRIES LIMITED
BIRLA BUILDING
9/1, R. N. MUKHERJEE ROAD
KOLKATA 700 001**

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	:
Registered Address	:
E-mail ID	:
Folio No. / Client ID	:
DP ID	:

I / We, being the Member(s) ofshares of the above named company, hereby appoint

1. Name :
Address :
E-mail ID :
Signature : , or failing him / her

2. Name :
Address :
E-mail ID :
Signature : , or failing him / her

3. Name :
Address :
E-mail ID :
Signature : ,

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **78th Annual General Meeting** of the Company, to be held on **Friday, the 5th July, 2024 at 11.00 A.M. at 9/1, R. N. Mukherjee Road, Kolkata 700 001** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number		Description
Ordinary Business		
1.	a)	Adoption of audited standalone financial statements of the Company for the financial year ended 31 st March, 2024 along with Reports of the Board of Directors and Auditors thereon.
	b)	Adoption of audited consolidated financial statements of the Company for the financial year ended 31 st March, 2024 along with Report of the Auditors thereon.
2.		Declaration of final dividend of Rs 200/- per Equity Share and confirmation of interim dividend of Rs.100/- per Equity Share already paid for the year ended 31 st March, 2024.
3.		Appointment of Shri C. K. Birla (DIN : 00118473) as Director, who retires by rotation and is eligible for re-appointment.
Special Business		
4.		Ratification of payment of remuneration of Rs. 2,80,000/-, plus applicable taxes and reimbursement of out of pocket expenses, to M/s K. G. Goyal & Associates, Cost Accountants, for conducting audit of cost records of the Company for the financial year 2024-25.
5.		Appointment of Shri Avnish Sharma (DIN:06376459) as Independent Director of the Company for a period of five years from 14 th May, 2024 to 13 th May, 2029.

Signed thisday of2024.

Signature of shareholder

Signature of Proxy Holder(s)



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

National Engineering Industries Limited
CIN : U29130WB1946PLC013643
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Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

_____	Folio No.	
_____	DP ID	
_____	Client ID	
_____	No. of Shares	

I / We hereby record my / our presence at the **78th Annual General Meeting** of the above named company on **Friday, the 5th July, 2024 at 11.00 A.M. at 9/1, R. N. Mukherjee Road, Kolkata – 700 001.**

Signature of the Shareholder or Proxy*

* Strikeout whichever is not applicable.