

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 an Extraordinary General Meeting of the members of National Engineering Industries Limited will be held at Shorter Notice on Wednesday, the 9th day of April, 2025 at 11.00 AM at the Registered Office of the Company at 9/1, R. N. Mukherjee Road, Kolkata - 700 001, West Bengal to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED THAT subject to the approval by the Office of the Regional Director under Section 13(4) of the Companies Act, 2013, the Memorandum of Association of the Company be altered by incorporating the words “State of Haryana” in substitution of and while deleting the words “Province of Bengal” in clause 2 thereof.

RESOLVED FURTHER THAT on the aforesaid resolution becoming effective the Registered Office of the Company be shifted from Kolkata in the State of West Bengal to any place in the state of Haryana as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps and action as may be deemed necessary to give effect to the aforesaid resolution including filing of petition under Section 13(4) of the Companies Act, 2013 before the Office of the Regional Director and to act for every purpose in connection therewith and/or incidental thereto.”

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

By Order of the Board

Dated : 31st March, 2025

Tarun Kumar Kabra
Company Secretary

- N.B :
1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY DULY COMPLETED MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM.**
 2. **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.**
 3. Corporate Members are required to send to the company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.
 4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 5. 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.
 6. 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.
 7. Relevant documents referred to in the accompanying notice shall remain open for inspection by members at the registered office of the Company on all working days of the Company (Monday to Friday) between 11:00 a.m. and 1:00 p.m. up to the date of EGM.
 8. The Extraordinary General Meeting has been called giving shorter notice than that specified in Section 101 of the Companies Act, 2013 after obtaining consent from the Members majority in numbers entitled to vote at the meeting representing not less than 95% of the Paid up Share Capital of the Company in accordance with provisions of Section 101 of the Companies Act, 2013.

9. Complete particulars of the venue of the Meeting including route map and prominent landmark for easy location is enclosed for the convenience of the members.

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

Item No.1

The Company was incorporated under the provisions of the Indian Companies Act, 1913 in the state of West Bengal and is having the status of Public Limited Company, limited by shares. As per Clause 2 of the Memorandum of Association of the Company the Registered Office of the Company is presently situated in the State of West Bengal at 9/1, R. N. Mukherjee Road, Kolkata - 700 001, West Bengal.

The Company is having its works at three locations in the State of Rajasthan and one unit in the State of Gujarat. The Company is also having a Joint Venture Company in the State of Rajasthan only. The business of the Company is mainly conducted in the Northern part of the Country and hence keeping the work place at distance from that of the Registered Office of the Company is creating tremendous practical problems in order to control the business and day-to-day affairs of the Company. Shifting of Registered Office of the Company to the State of Haryana will provide an efficient and cost-effective logistics support and will also help in controlling and monitoring all the operations of the Company in a better way.

The Board of Directors, therefore, felt that in the interest of the Company, it would be just, necessary expedient and desirable to have the Registered Office of the Company at a suitable place in the State of Haryana. It would also be convenient, advantageous and economical to manage the entire operations and day-to-day affairs of the Company from State of Haryana. For better administrative control and convenience, the shifting of Company's Registered Office from the State of West Bengal to the State of Haryana is utmost necessary so that entire activities of the Company can be carried out more economically, advantageously, conveniently and efficiently. Further, majority of the directors of the Company reside in that part of the Country only. Furthermore, the shifting of Registered office from Kolkata to that part of the Country will result in economy of operations for the Company and working convenience.

The Special Resolution set out in the Notice convening the General Meeting is intended for the purpose. The Board of Directors recommends that the resolution be passed in the interest of the Company and its business.

After passing the Special Resolution, the Company will submit necessary application to the Office of the Regional Director, Eastern Region, Kolkata for its confirmation as required under Section 13(4) of the Companies Act, 2013.

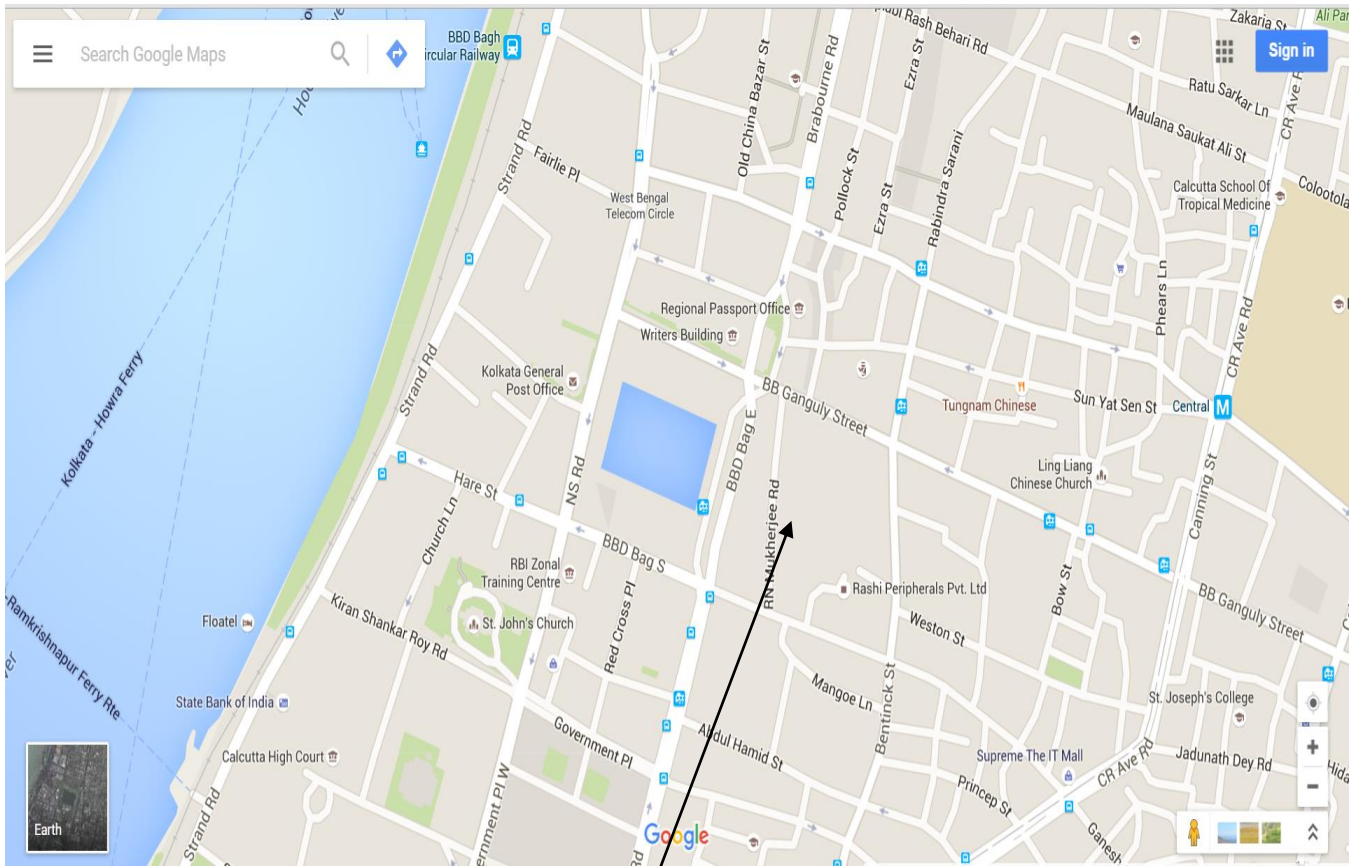
None of the Directors, Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholdings in the Company, if any.

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

By Order of the Board

Dated : 31st March, 2025

Tarun Kumar Kabra
Company Secretary



VENUE OF EXTRAORDINARY 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 **Extraordinary General Meeting** of the Company, to be held on **Wednesday, the 9th April, 2025 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
Special Business	
1.	Shifting of Registered Office of the Company from Kolkata in the State of West Bengal to any place in the state of Haryana and alteration of Memorandum of Association of the Company by incorporating the words "State of Haryana" in substitution of and while deleting the words "Province of Bengal" in clause 2 thereof.

Signed thisday of2025.

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.

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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 **Extraordinary General Meeting** of the above named company on **Wednesday, the 9th April, 2025 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.