

# **NATIONAL ENGINEERING INDUSTRIES LIMITED**

*Regd. Office : 9/1, R. N. Mukherjee Road, Kolkata 700 001*

**Phone : 033-22430383 Fax : 033-22101912**

**Email : neical@nbcbearings.in Website : www.nbcbearings.com**

**CIN : U29130WB1946PLC013643**

## **NOTICE**

NOTICE is hereby given that the Seventy-second 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 29<sup>th</sup> June, 2018 at 2.00 P.M for the following purposes :

### **ORDINARY BUSINESS**

1. To receive, consider, and adopt :
  - a) The audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018 along with Report of the Auditors thereon.
2. To declare final dividend of Rs.100/- per Equity Share and to confirm the interim dividend of Rs.100/- per Equity Share already paid for the year ended 31<sup>st</sup> March, 2018.
3. To elect a Director in place of Smt. Amita Birla (DIN 00837718), who retires by rotation and is eligible for re-election.

### **SPECIAL BUSINESS** **AS ORDINARY RESOLUTION**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) as may be applicable, the Resolution passed in the Annual General Meeting (AGM) held on 28<sup>th</sup> June, 2017 for the appointment of Messrs B S R & Co. LLP, Chartered Accountants, having ICAI Firm Registration No.101248W/W-100022 as Statutory Auditors of the Company to hold office from the conclusion of 71<sup>st</sup> AGM till the conclusion of 76<sup>th</sup> AGM of the Company, be and is hereby amended to the extent that no ratification for appointment of Statutory Auditors is required at the AGM”.

5. 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.2,40,000/-, 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 2018-19 be and is hereby ratified”.

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

“RESOLVED that the Company accords its consent, approval, ratification and confirmation under Section 188(1) and any other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification and re-enactment thereof for the time being in force), as may be applicable, to Shri Rohit Saboo to continue as President & CEO of the Company, which may be deemed to be holding office or place of profit on increased remuneration and other terms and conditions of employment as may be decided by the Board of Directors or any Committee of the Board from time to time, provided that aggregate annual remuneration payable to Shri Rohit Saboo shall not exceed Rs.800 lakh in any financial year”.

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

“RESOLVED that the Company accords its consent, approval, ratification and confirmation under Section 188(1) and any other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification and re-enactment thereof for the time being in force), as may be applicable, to Shri Gourav Chaturvedi to continue as Chief Financial Officer of the Company, which may be deemed to be holding office or place of profit on increased remuneration and other terms and conditions of employment as may be decided by the Board of Directors or any Committee of the Board from time to time, provided that aggregate annual remuneration payable to Shri Gourav Chaturvedi shall not exceed Rs.250 lakh in any financial year”.

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

Dated : May 8, 2018

By Order of the Board

**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 Route map showing directions to reach the venue of meeting is annexed and forms part of this notice.

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

#### **Item No.4**

Messrs B S R & Co. LLP, Chartered Accountants, having ICAI Firm Registration No.101248W/W-100022, were appointed as Statutory Auditors of the Company at 71<sup>st</sup> Annual General Meeting (AGM) of the Company held on 28<sup>th</sup> June, 2017 for a period of five years from the conclusion of 71<sup>st</sup> AGM till the conclusion of 76<sup>th</sup> AGM of the Company, subject to ratification of the said appointment at every AGM.

Section 139 of the Companies Act, 2013 has been amended with effect from 7<sup>th</sup> May, 2018 and as per amendment the provisions relating to ratification of appointment of Statutory Auditors at AGM is no longer applicable. Since the original appointment of the Statutory Auditors was made subject to ratification of appointment at the AGM, it is proposed to amend the terms of such appointment to align with the amended provisions of the Companies Act, 2013.

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**

As required under Section 148 of the Companies Act, 2013, the Board of Directors at its meeting held on 8<sup>th</sup> May, 2018 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 Bearing Unit of the Company for the financial year 2018-19. The said appointment was duly recommended by the Audit Committee of the Company at its meeting held on 8<sup>th</sup> May, 2018. The Audit Committee has further recommended Rs.2,40,000/-, 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 2018-19 which has also been approved by the Board of Directors of the Company at its

meeting held on 8<sup>th</sup> May, 2018. 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. Hence, this resolution.

Certificate dated 2<sup>nd</sup> April, 2018 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Company between 11.00 A.M to 1.00 P.M on all working days till the date of 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.6**

Shri Rohit Saboo, President & CEO of the Company, is a Key Managerial Personnel and is related party as per Section 2(76) of the Companies Act, 2013. During the financial year ended 31<sup>st</sup> March, 2018, remuneration paid to him amounted to Rs.385.56 lakh. The Shareholders of the Company at the Extraordinary General Meeting held on 8<sup>th</sup> June, 2015 has fixed his annual remuneration not exceeding Rs.500 lakh. During the current year and from time to time increments and changes in other terms, as approved by the Board of Directors or any Committee thereof, may be granted to him which may exceed the existing maximum annual remuneration limit. Therefore, it is proposed to increase his maximum annual remuneration limit from Rs.500 lakh to Rs.800 lakh with effect from 1<sup>st</sup> April, 2018. Shri Rohit Saboo being a Key Managerial Personnel, the arrangement for availing his services at remuneration exceeding the prescribed limits under the provisions of the Companies Act, 2013 requires approval of Shareholders by Ordinary Resolution.

Shri Rohit Saboo is B.E (Mech.) and MBA (Finance) having experience of around 23 years and is employed with the Company since 24<sup>th</sup> November, 1994.

None of the Directors of the Company and Key Managerial Personnel, except Shri Rohit Saboo, 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.7**

Shri Gourav Chaturvedi, Chief Financial Officer of the Company, is a Key Managerial Personnel and is related party as per Section 2(76) of the Companies Act, 2013. During the financial year ended 31<sup>st</sup> March, 2018, remuneration paid to him amounted to Rs.87.18 lakh. The Shareholders of the Company at the Extraordinary General Meeting held on 8<sup>th</sup> June, 2015 has fixed his annual remuneration not exceeding Rs.150 lakh. During the current year and from time to time increments and changes in other terms, as approved by the Board of Directors or any Committee thereof, may be granted to him which may exceed the existing maximum annual remuneration limit. Therefore, it is proposed to increase his maximum annual remuneration limit from Rs.150 lakh to Rs.250 lakh with effect from 1<sup>st</sup> April, 2018. Shri Gourav Chaturvedi

being a Key Managerial Personnel, the arrangement for availing his services at remuneration exceeding the prescribed limits under the provisions of the Companies Act, 2013 requires approval of Shareholders by Ordinary Resolution.

Shri Gourav Chaturvedi is a Commerce Graduate, Cost and Management Accountant and Chartered Accountant. He has working experience of nearly 25 years.

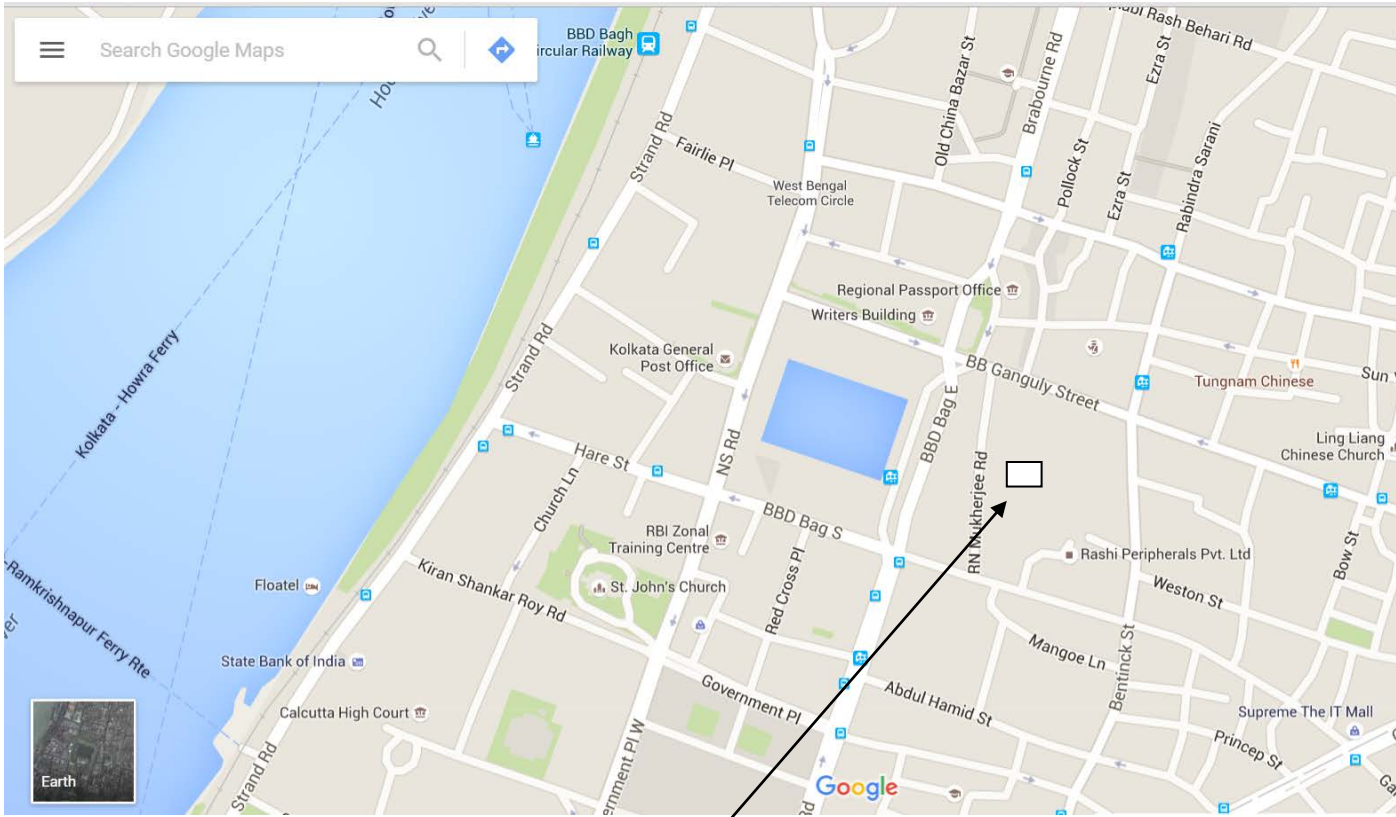
None of the Directors of the Company and Key Managerial Personnel, except Shri Gourav Chaturvedi, and any of their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

The Board recommends this resolution for your approval.

By Order of the Board

Kolkata  
Dated : May 8, 2018

**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) of .....shares 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 **72<sup>nd</sup> Annual General Meeting** of the Company, to be held on Friday, **the 29<sup>th</sup> June, 2018 at 2.00 P.M at 9/1, R. N. Mukherjee Road, Kolkata 700001** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number		Description
<b>Ordinary Business</b>		
1.	a)	Adoption of Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018 along with Reports of Directors and Auditors thereon.
	b)	Adoption of Audited Consolidated Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018 along with Report of Auditors thereon.
2.		Declaration of final dividend of Rs.100/- per Equity Share and confirmation of interim dividend of Rs.100/- per Equity Share already paid for the year ended 31 <sup>st</sup> March, 2018.
3.		Election of Smt. Amita Birla (DIN : 00837718) as Director, who retires by rotation and being eligible offers herself for re-election.
<b>Special Business</b>		
4.		Amendment in terms of appointment of M/s B S R & Co. LLP, Chartered Accountants, Auditors of the Company.
5.		Ratification of payment of remuneration of Rs.2,40,000/-, 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 2018-19.
6.		Consent, approval, ratification and confirmation u/s 188(1) for aggregate annual remuneration payable to Shri Rohit Saboo, President & CEO which shall not exceed Rs.800 lakh in any financial year.
7.		Consent, approval, ratification and confirmation u/s 188(1) for aggregate annual remuneration payable to Shri Gourav Chaturvedi, Chief Financial Officer which shall not exceed Rs.250 lakh in any financial year.

Signed this .....day of .....2018.

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.**