

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-fourth 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 Monday, the 10th August, 2020 at 10.00 A.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 31st March, 2020 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, 2020 along with Report of the Auditors thereon.
2. To declare final dividend of Rs. 65/- per Equity Share and to confirm the interim dividend of Rs.65/- per Equity Share already paid for the year ended 31st March, 2020.
3. To appoint a Director in place of Smt. Amita Birla (DIN 00837718), 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 **Special Resolution** :

“RESOLVED that in supersession of the resolution passed by the Shareholders on 20th February, 2014 under Section 180(1)(a) of the Companies Act, 2013, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to mortgaging, charging or creating any other security interest on all the movable and immovable properties, both present and future, of the Company wheresoever situate and the whole or substantially the whole of any of such undertakings of the Company for securing any loan, obtained or as may be obtained by the Company or its subsidiaries from, or guarantee(s) as may be given by any financial institution(s) or bank(s) or person or persons together with interest at the respective agreed rates, additional interest, liquidated damages, commitment charge, premium on prepayment or redemption, costs, charges, expenses, front end fee and all other monies payable

by the Company or its subsidiaries and / or conferring power to enter upon and take possession of the assets of the Company in certain events”.

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

“RESOLVED THAT in supersession of the resolution passed by the Shareholders on 20th February, 2014 under Section 181 of the Companies Act, 2013 and in accordance with Section 181 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee of Directors to make contributions to charitable and other funds from time to time up to an aggregate sum of Rs. 1500 lakh in any financial year or 5% of the average net profits of the Company for the three immediately preceding financial years, whichever is higher.”

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

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Shri Manohar Lal Pachisia (DIN: 00065431) be and is hereby reappointed as Independent Director of the Company, not liable to retire by rotation, for a further period of five years with effect from 24th February, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take such steps as may be deemed proper, necessary or expedient to give effect to the aforesaid Resolution.”

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

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Shri Kashi Nath Memani (DIN:00020696) be and is hereby reappointed as Independent Director of the Company, not liable to retire by rotation, for a further period of five years with effect from 24th February, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take such steps as may be deemed proper, necessary or expedient to give effect to the aforesaid Resolution.”

8. 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. 240000/- 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 2020-21 be and is hereby ratified”.

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

By Order of the Board

Dated : July 01, 2020

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 meeting is annexed and forms part of this notice.
4. Relevant documents referred 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 AGM.

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

Item No.4

Earlier Shareholders of the Company passed a resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 on 20th February, 2014 authorising Board of Directors of the Company to create mortgage and/or charge on the properties of the Company in connection with loan obtained by the Company. The Company is required to create securities to secure the loans obtained by its subsidiary NBC Global AG. Therefore, it is now proposed to authorize Board of Directors of the Company to create mortgage and/or charge on the properties of the Company for loan obtained by its subsidiaries also.

Therefore, a Special Resolution is proposed for approval of Shareholders to authorize the Board of Directors of the Company to create mortgage and/or charge on the properties of the Company for loans obtained by its subsidiaries also.

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

Earlier Shareholders of the Company passed a resolution pursuant to Section 181 of the Companies Act, 2013 on 20th February, 2014 authorising Board of Directors of the Company to contribute up to Rs. 750 lakh in a financial year to fulfill its Corporate Social Responsibility and for making contribution for charitable and to other funds not directly related to the business of the Company or welfare of its employees. In view of the increased requirement for making contributions it is proposed to increase the said limit to Rs. 1500 lakh.

Therefore, an Ordinary Resolution is proposed for approval of Shareholders to authorize the Board of Directors of the Company to make contributions to charitable and other funds from time to time up to an aggregate sum of Rs. 1500 lakh in any financial year or 5% of the average net profits of the Company for the three immediately preceding financial years whichever is higher.

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 Manohar Lal Pachisia was appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from 24th

February, 2015. Shri Pachisia was due for retirement from his first term as an Independent Director on 23rd February, 2020 as per the provisions of Companies Act, 2013 (the Act). Based on his skills, experience, knowledge and performance evaluation, the Board at its meeting held on October 21, 2019, on recommendation of the Nomination and Remuneration Committee, has re-appointed Shri Manohar Lal Pachisia as an Independent Director of the Company for another term of five years to hold office up to 23rd February, 2025 with effect from 24th February, 2020 subject to approval of shareholders in terms of Section 149 read with Schedule IV of the Act. In accordance with Section 149 (10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

In the opinion of the Board, Shri Manohar Lal Pachisia fulfills the conditions as specified in the Act and Rules made thereunder for being appointed as Independent Director of the Company. Shri Pachisia 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 continued association of Shri Manohar Lal Pachisia would be of immense benefit to the Company and is desirable to continue to avail the services of Shri Manohar Lal Pachisia as an Independent Director.

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

The Members may consider reappointing him as an Independent Director not liable to retire by rotation for a fresh period of five years commencing from 24th February, 2020 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 reappointment as Independent Director.

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

- | | | | |
|----|--|---|---|
| 1. | Name of the Director | : | Shri Manohar Lal Pachisia |
| 2. | Age | : | 76 years |
| 3. | Qualification | : | Commerce Graduate |
| 4. | Experience | : | Over 50 years. |
| 5. | Terms and conditions of re-appointment | : | Re-appointment as Independent Director for a second term of five years from 24th February, 2020 to 23rd February, 2025. |

6. Details of remuneration sought to be paid : Not applicable.
7. Remuneration last drawn : Not applicable.
8. Date of first appointment on the Board : 21st March, 1994
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 attended during the year (2019-20) : Four
12. Other Directorships :
 1. Orient Paper & Industries Limited
 2. GMMCO Limited
 3. Special Engineering Services Ltd.
 4. Birla Buildings Limited
 5. Gwalior Finance Corporation Ltd.
 6. Soorya Vanijya & Investment Ltd.
 7. National Bearing Company (Jaipur) Ltd.
13. Membership / Chairmanship of Committees of other Boards :

Orient Paper & Industries Limited(Member) 1) Stakeholder Relationship Committee 2)Corporate Social Responsibility Committee GMMCO Limited(Member) 1) CSR Committee 2) Audit Committee 3) Nomination & Remuneration Committee 4) Borrowing Committee National Bearing Company (Jaipur)Limited(Member) 1) Audit Committee 2) Nomination and Remuneration Committee
--

Except Shri Manohar Lal Pachisia to whom the resolution relates, 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.

A copy of the draft letter for the appointment of Shri Manohar Lal Pachisia 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 General Meeting and shall also be available at the meeting.

The Board recommends this resolution for your approval.

Item No.7

Shri Kashi Nath Memani was appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from 24th February, 2015. Shri Memani was due for retirement from his first term as an Independent Director on 23rd February, 2020 as per the provisions of Companies Act, 2013 (the Act). Based on his skills, experience, knowledge and performance evaluation, the Board at its meeting held on October 21, 2019, on recommendation of the Nomination and Remuneration Committee, has re-appointed Shri Kashi Nath Memani as an Independent Director of the Company for another term of five years to hold office up to 23rd February, 2025 with effect from 24th February, 2020 subject to approval of shareholders in terms of Section 149 read with Schedule IV of the Act. In accordance with Section 149 (10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

In the opinion of the Board Shri Kashi Nath Memani fulfills the conditions as specified in the Act and Rules made thereunder for being appointed as Independent Director of the Company. Shri Memani 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 continued association of Shri Kashi Nath Memani would be of immense benefit to the Company and is desirable to continue to avail the services of Shri Kashi Nath Memani as an Independent Director.

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

The Members may consider reappointing him as an Independent Director not liable to retire by rotation for a fresh period of five years commencing from 24th February, 2020 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 reappointment as Independent Director.

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

1. Name of the Director : Shri Kashi Nath Memani
2. Age : 81 years
3. Qualification : Chartered Accountant
4. Experience : Over 60 years.
5. Terms and conditions of re-appointment : Re-appointment as Independent Director for a second term of five years from 24th February, 2020 to 23rd February, 2025.
6. Details of remuneration sought to be paid : Not applicable.
7. Remuneration last drawn : Not applicable.
8. Date of first appointment on the Board : 30th April, 2004
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 attended during the year (2019-20) : Six.
12. Other Directorships :
 1. Emami Limited
 2. JK Lakshmi Cement Limited
 3. DLF Limited
 4. KNM Advisory Private Limited
13. Membership / Chairmanship of Committees of other Boards :
 - DLF Limited(Member)
 - 1) Risk management Committee
 - 2) Corporate Governance committee

Except Shri Kashi Nath Memani to whom the resolution relates, 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.

A copy of the draft letter for the appointment of Shri Kashi Nath Memani 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 General Meeting and shall also be available at the meeting.

The Board recommends this resolution for your approval.

Item No.8

As required under Section 148 of the Companies Act, 2013, the Board of Directors at its meeting held on 1st July, 2020 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 2020-21. The said appointment was duly recommended by the Audit Committee of the Company at its meeting held on 1st July, 2020. The Audit Committee has further recommended Rs. 240000/-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 2020-21 which has also been approved by the Board of Directors of the Company at its meeting held on July 01, 2020. 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 April 01, 2020 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.

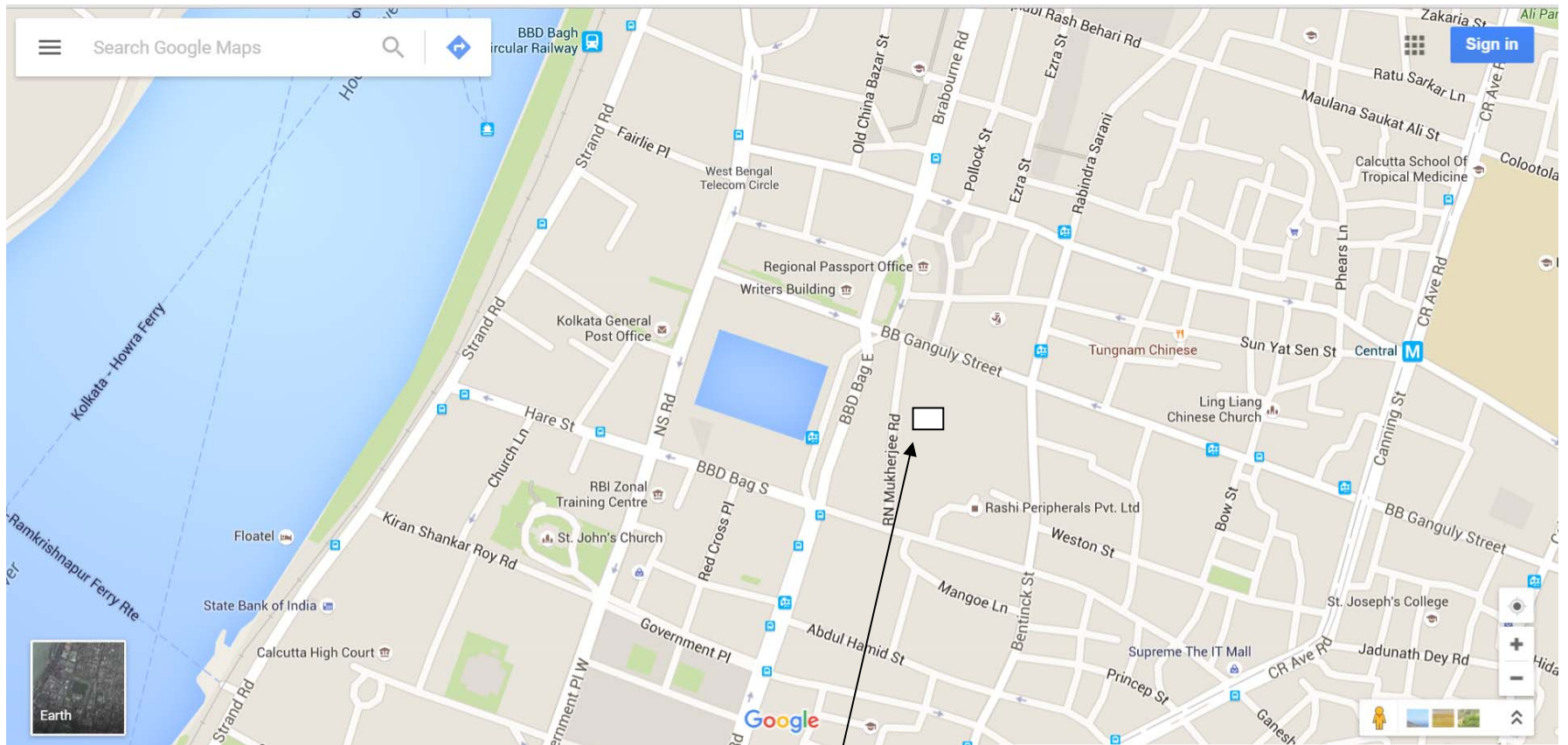
None of the Directors, Key Managerial Personnel and any of their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

The Board recommends this resolution for your approval.

By Order of the Board

9/1 R. N. Mukherjee Road
Kolkata 700 001
Dated : July 01, 2020

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 **74th Annual General Meeting** of the Company, to be held on **Monday, the 10th August, 2020 at 10.00 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 Financial Statements for the financial year ended 31 st March, 2020 along with Reports of Directors and Auditors thereon.
	b)	Adoption of Audited Consolidated Financial Statements for the financial year ended 31 st March, 2020 along with Report of Auditors thereon.
2.		Declaration of final dividend of Rs 65/- per Equity Share and confirmation of interim dividend of Rs.65/- per Equity Share already paid for the year ended 31 st March, 2020.
3.		Appointment of Smt. Amita Birla (DIN : 00837718) as Director, who retires by rotation and being eligible offers herself for re-appointment.
Special Business		
4.		Authorisation to Board of Directors of the Company under Section 180(1)(a) of the Companies Act, 2013
5.		Authorisation to Board of Directors of the Company under Section 181 of the Companies Act, 2013
6.		Reappointment of Shri Manohar Lal Pachisia (DIN: 00065431) as Independent Director of the Company for further period of five years with effect from 24th February, 2020.
7.		Reappointment of Shri Kashi Nath Memani (DIN:00020696) as Independent Director of the Company for further period of five years with effect from 24th February, 2020.
8.		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 2020-21.

Signed thisday of2020.

Signature of shareholder

Signature of Proxy Holder(s)

Affix Revenue
Stamp

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
Reg. Office : 9/1, R. N. Mukherjee Road, Kolkata 700 001
Phone : 033-22430383 / 2242-1801. Fax : 033-22101912
Email : neical@nbcbearings.in Website : www.nbcbearings.com

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 **74th Annual General Meeting** of the above named company on **Monday, the 10th August, 2020 at 10.00 A.M. at 9/1, R. N. Mukherjee Road, Kolkata – 700 001.**

Signature of the Shareholder or Proxy*

* Strikeout whichever is not applicable.