

**NATIONAL ENGINEERING INDUSTRIES LIMITED**  
**Regd. 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**  
**CIN : U29130WB1946PLC013643**

**NOTICE**

NOTICE is hereby given that the Seventy-fifth 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 26th July, 2021 at 10.00 A.M. for the following purposes :

**ORDINARY BUSINESS**

1. To receive, consider, and adopt :
  - a) The audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 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, 2021 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. 80/- per Equity Share already paid for the year ended 31<sup>st</sup> March, 2021.
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.2,60,000/- 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 2021-22 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 the Company accords its consent, approval, ratification and confirmation under Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 to Ms. Avanti Birla, daughter of Shri C. K. Birla and

Smt. Amita Birla, Directors of the Company, to continue as an employee of the Company, which may be deemed to be holding office or place of profit on increased remuneration as the Board of Directors or any Committee of Board of Directors of the Company may at their discretion decide from time to time, provided that the aggregate annual remuneration payable to Ms. Avanti Birla shall not exceed Rs. 250 lakh in any financial year”.

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 Tarun Kumar Kabra to continue as Company Secretary, 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 Tarun Kumar Kabra shall not exceed Rs. 85 lakh in any financial year”.

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

By Order of the Board

Dated : 7<sup>th</sup> June, 2021

**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-fifth 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 7<sup>th</sup> June, 2021 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 2021-22. The said appointment was duly recommended by the Audit Committee of the Company at its meeting held on 7<sup>th</sup> June, 2021. The Audit Committee has further recommended Rs. 2,60,000/-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 2021-22 which has also been approved by the Board of Directors of the Company at its meeting held on 7<sup>th</sup> June, 2021. 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.

Certificate dated April 01, 2021 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**

Ms. Avanti Birla, daughter of Shri C. K. Birla and Smt. Amita Birla, Directors of this Company, has been employed by this Company since 15<sup>th</sup> January, 2013 and is presently Executive Vice President of the Company.

The Shareholders of the Company at their Extraordinary General Meeting held on 8<sup>th</sup> June, 2015 and Annual General Meeting held on 28<sup>th</sup> June, 2017 had approved continuation of Ms. Avanti Birla as an employee of the Company, which may be deemed to be holding office or place of profit, on increased remuneration as the Board of Directors or any Committee of Board of the Company may in their discretion decide from time to time, provided that the aggregate annual remuneration payable to Ms. Avanti Birla shall not exceed 150 lakh in any financial year. Based on the recommendations of Nomination and Remuneration Committee of Directors and Audit Committee of Directors, the Board of Directors of the Company had revised the remuneration of Ms. Avanti Birla from time to time and remuneration paid to her

during the year ended 31<sup>st</sup> March, 2021 was Rs. 112.07 lakh. During the current year and from time to time increments and changes in other terms, as approved by the Board of Directors, on the recommendation of Nomination and Remuneration Committee of Directors and Audit Committee of Directors, may be granted to Ms. Avanti Birla which may exceed the existing maximum annual remuneration limit of Rs. 150 lakh. Therefore, it is proposed to increase her maximum annual remuneration limit from Rs. 150 lakh to Rs. 250 lakh with effect from 1<sup>st</sup> April, 2021.

Being related to Directors of this Company, holding such office or place of profit by Ms. Avanti Birla in the Company, as the aggregate remuneration payable to her exceeds the limit prescribed under Section 188 of the Companies Act, 2013, shall require approval of the Shareholders by way of Ordinary Resolution.

Except Shri C. K. Birla and Smt. Amita Birla, none of the Directors and 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 Tarun Kumar Kabra Company Secretary, 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, 2021, remuneration paid to him amounted to Rs.44.80 lakh. The Shareholders of the Company at the Annual General Meeting held on 5<sup>th</sup> July, 2016 has fixed his annual remuneration not exceeding Rs.60 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. 60 lakh to Rs. 85 lakh with effect from 1<sup>st</sup> April, 2021. Shri Tarun Kumar Kabra 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 Tarun Kumar Kabra is B. Com. (Hons.) and is a Fellow Member of The Institute of Company Secretaries of India with experience of more than 30 years and is employed by the Company with effect from 1st January, 2016.

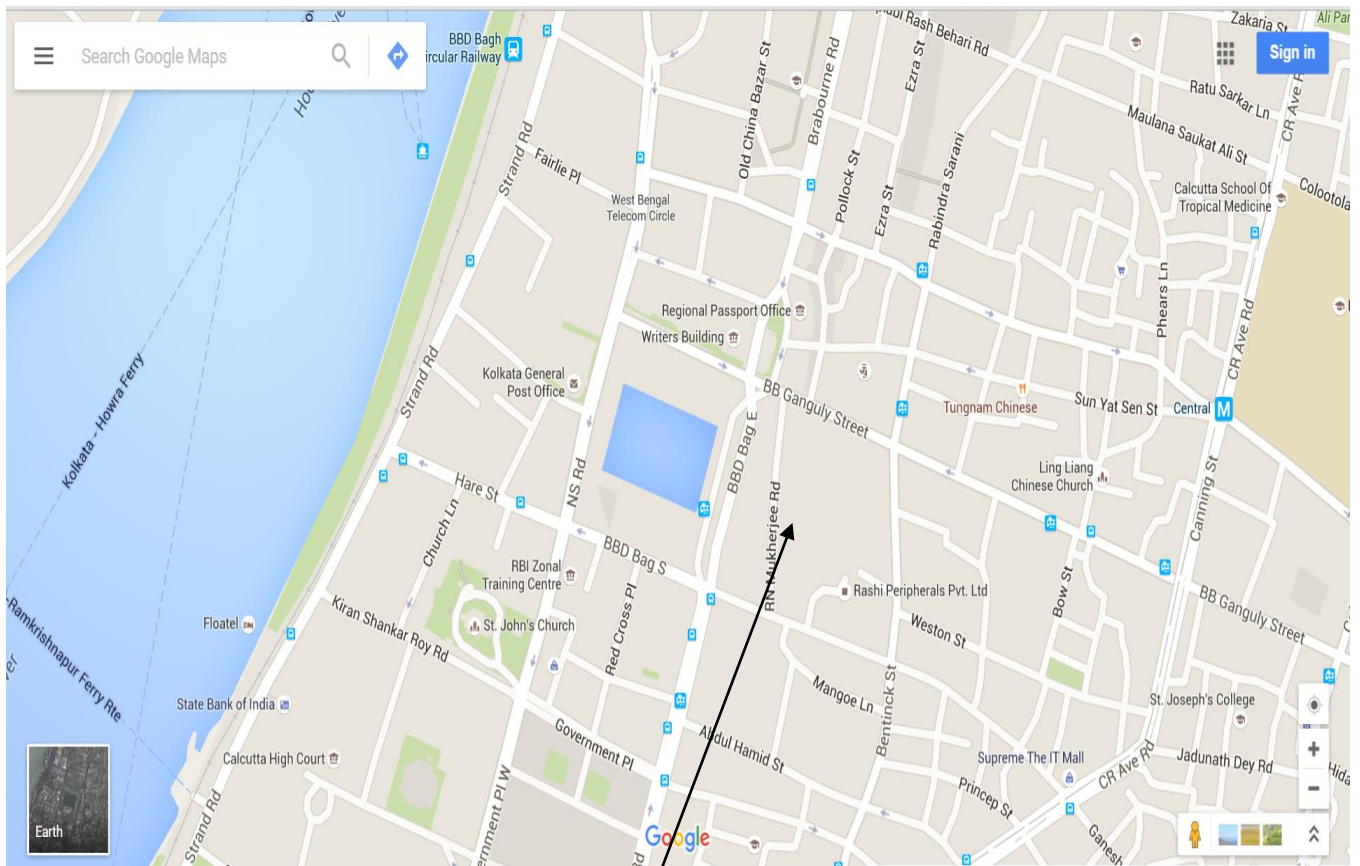
None of the Directors of the Company and Key Managerial Personnel, except Shri Tarun Kumar Kabra, and any of their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

The Board recommends this resolution for your approval.

By Order of the Board

9/1 R. N. Mukherjee Road  
Kolkata 700 001  
Dated : 7<sup>th</sup> June, 2021

**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 **75<sup>th</sup> Annual General Meeting** of the Company, to be held on **Monday, the 26<sup>th</sup> July, 2021 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   |
|--------------------------|----|---|
| <b>Ordinary Business</b> |    |   |
| 1.                       | a) | Adoption of audited standalone financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2021 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 <sup>st</sup> March, 2021 along with Report of the Auditors thereon.   |
| 2.                       |    | Declaration of final dividend of Rs 100/- per Equity Share and confirmation of interim dividend of Rs.80/- per Equity Share already paid for the year ended 31 <sup>st</sup> March, 2021.   |
| 3.                       |    | Appointment of Shri C. K. Birla (DIN : 00118473) as Director, who retires by rotation and being eligible offers himself for re-appointment.   |
| <b>Special Business</b>  |    |   |
| 4.                       |    | Ratification of payment of remuneration of Rs. 2,60,000/-, 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 2021-22.                              |
| 5.                       |    | Approval under Section 188(1) and any other applicable provisions, if any, of the Companies Act, 2013 to continue Ms. Avanti Birla as an employee of the Company provided that the aggregate annual remuneration payable to Ms. Avanti Birla shall not exceed Rs. 250 lakh in any financial year. |
| 6.                       |    | Approval under Section 188(1) and any other applicable provisions, if any, of the Companies Act, 2013 to continue Shri Tarun Kumar Kabra as Company Secretary provided that aggregate annual remuneration payable to Shri Tarun Kumar Kabra shall not exceed Rs. 85 lakh in any financial year.   |

Signed this .....day of .....2021.

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 **75<sup>th</sup> Annual General Meeting** of the above named company on **Monday, the 26<sup>th</sup> July, 2021 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.