

NATIONAL ENGINEERING INDUSTRIES LIMITED

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

Phone : 033-22430383 / 22106039 / 2242-2418. Fax : 033-22101912

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

CIN : U29130WB1946PLC013643

NOTICE

NOTICE is hereby given that the Seventieth 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 Tuesday, the 5th July, 2016 at 2.30 P.M for the following purposes :

ORDINARY BUSINESS

1. To consider, receive and adopt :
 - a) The audited financial statements of the Company for the financial year ended 31st March, 2016 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, 2016 along with Report of the Auditors thereon.
2. To declare final dividend of Rs.90/- per Equity Share and to confirm the interim dividend of Rs.80/- per Equity Share already paid for the year ended 31st March, 2016.
3. To elect a Director in place of Smt. Amita Birla (DIN 00837718), who retires by rotation and is eligible for re-election.
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, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s S.R.Batlilboi & Co. LLP, Chartered Accountants (LLP Registration No.301003E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2016-17, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to

service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company and the appointment as aforesaid is by way of ratification of appointment of the said auditors for three years in terms of decision of the shareholders at Annual General Meeting of the Company held on 7th July, 2014.”

SPECIAL BUSINESS
AS ORDINARY RESOLUTIONS

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

“RESOLVED that the payment of remuneration of Rs.2,20,000/-, plus applicable service tax, 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 2016-17 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 other applicable provisions, if any, of the Companies Act, 2013 to Shri Tarun Kumar Kabra to hold office as Company Secretary with effect from 2nd May, 2016, which may be deemed to be holding office or place of profit on remuneration as may be decided by the Board of Directors or any Committee of Board from time to time, provided that aggregate annual remuneration payable to Shri Tarun Kumar Kabra shall not exceed Rs.60 lacs in any financial year”.

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

By Order of the Board

Dated : May 2, 2016

Tarun 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 Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 1st July, 2016 to Tuesday, the 5th July, 2016 (both days inclusive).

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

Item No.5

As required under Section 148 of the Companies Act, 2013, the Board of Directors at its meeting held on 2nd May, 2016 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 2016-17. The said appointment was duly recommended by the Audit Committee of the Company at its meeting held on 2nd May, 2016. The Audit Committee has further recommended Rs.2,20,000/-, plus applicable service tax and reimbursement of out of pocket expenses, as remuneration of Cost Auditor, M/s K.G.Goyal & Associates for the financial year ended 2016-17 which has also been approved by the Board of Directors of the Company at its meeting held on 2nd May, 2016. Now, 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 1st April, 2016 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

In accordance with the recommendation of the Nomination and Remuneration Committee of Directors, the Board of Directors of the Company at its meeting held on 2nd May, 2016 have appointed Shri Tarun Kumar Kabra as Company Secretary with effect from 2nd May, 2016. The Audit Committee of the Directors has also approved the remuneration payable to Shri Tarun Kumar Kabra. Since Shri Tarun Kumar Kabra is a related party within the definition of Section 2(76) of the Companies Act, 2013 and his remuneration exceeds the limit prescribed under the Companies Act, 2013 and his holding of office of profit as Company Secretary (being a Key Managerial Personnel), remuneration and benefits payable to him require approval / ratification by the Shareholders of the Company. Further, the Board of Directors or any Committee thereof may give such increments and benefits as may be approved by them from time to time so long that total annual remuneration payable to Shri Tarun Kumar Kabra in any financial year does not exceed Rs.60 lacs.

Shri Tarun Kumar Kabra is a B.Com. (Hons.) and is a Fellow Member of The Institute of Company Secretaries of India with experience of more than 25 years and is employed by the Company with effect from 1st January, 2016 as Senior General Manager.

None of the Directors 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

Kolkata
Dated : May 2, 2016

Tarun Kabra
Company Secretary

National Engineering Industries Limited

CIN : U29130WB1946PLC013643

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

Phone : 033-22430383 / 22106039 / 2242-2418. Fax : 033-22101912

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

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 :

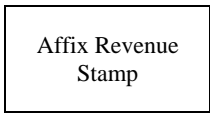
as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **70th Annual General Meeting** of the Company, to be held on **Tuesday, the 5th day of July, 2016 at 2.30 P.M at 9/1, R.N.Mukherjee Road, Kolkata 700001** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number	Description
Ordinary Business	
1.	a) Adoption of Audited Financial Statements for the financial year ended 31 st March, 2016 along with Reports of Directors and Auditors thereon. b) Adoption of Audited Consolidated Financial Statements for the financial year ended 31 st March, 2016 along with Report of Auditors thereon.
2.	Declaration of final dividend of Rs.90/- per Equity Share and confirmation of interim dividend of Rs.80/- per Equity Share already paid for the year ended 31 st March, 2016.
3.	Election of Smt. Amita Birla (DIN : 00837718) as Director, who retires by rotation and being eligible offers herself for re-election.
4.	Ratification of appointment of M/s S.R.Batliboi & Co. LLP (LLP Registration NO.301003E) as Auditors of the Company.
Special Business	
5.	Ratification of payment of remuneration of Rs.2,20,000/-, plus applicable service tax 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 2016-17.
6.	Consent, approval, ratification and confirmation to Shri Tarun Kumar Kabra to hold office as Company Secretary with effect from 2 nd May, 2016.

Signed thisday of2016.

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
Reg. Office : 9/1, R.N.Mukherjee Road, Kolkata 700 001
Phone : 033-22430383 / 22106039 / 2242-2418. Fax : 033-22101912
Email : neical@nbcbearings.in Website : www.nbcbearings.com

Attendance Slip

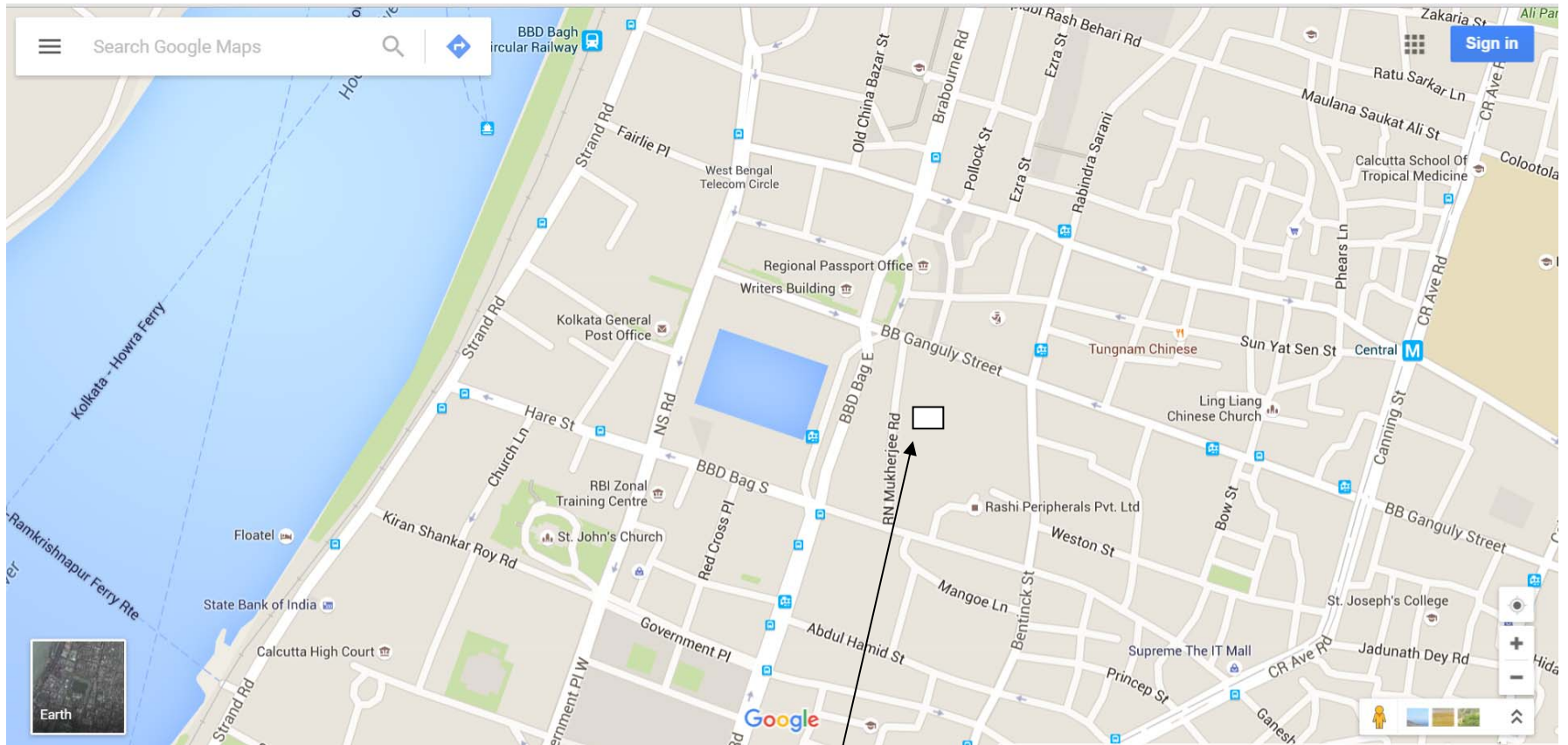
PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

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

I / We hereby record my / our presence at the **70th Annual General Meeting** of the above named company on **Tuesday, the 5th July, 2016 at 2.30 P.M at 9/1, R.N.Mukherjee Road, Kolkata 700 001.**

Signature of the Shareholder or Proxy*

* Strikeout whichever is not applicable.



VENUE OF ANNUAL GENERAL MEETING

NATIONAL ENGINEERING INDUSTRIES LIMITED

BIRLA BUILDING

9/1, R. N. MUKHERJEE ROAD

KOLKATA 700 001