

**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 the Seventy-seventh 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 31st Day of July , 2023 at 11.00 A.M. to transact the following business :

### **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, 2023 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, 2023 along with Report of the Auditors thereon.
2. To declare final dividend of Rs. 150/- 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, 2023.
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. 260000 plus applicable taxes, and reimbursement of out of pocket expenses to M/s K. G. Goyal & Associates, Cost Accountants (FRN 000024), for conducting audit of cost records of the Company for the financial year 2023-24 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 pursuant to Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mrs. Pallavi Dinodia Gupta (DIN:06566637) who was appointed as an Additional Director and Independent Director by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 with effect from 5<sup>th</sup> June, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act, 2013 signifying its intention to propose Mrs. Pallavi Dinodia Gupta as a candidate for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of five years from 5<sup>th</sup> June, 2023 to 4<sup>th</sup> June, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable.”

6. 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 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per recommendation of Nomination and Remuneration Committee of Directors and Audit Committee of Directors made in their respective meetings held on 5<sup>th</sup> June, 2023, consent of the members of the Company be and is hereby accorded to the appointment of Mrs. Amita Birla, wife of Shri C. K. Birla, Chairman of the Company as Advisor in the Company holding office or place of profit with effect from 1<sup>st</sup> August, 2023 on the following terms and conditions.

- a. Basic Salary - Rs. 25,00,000 per month (i.e. Rs 3,00,00,000 per annum)
- b. Special Allowance - Rs. 16,66,667 per month (i.e. Rs 2,00,00,000 per annum)
- c. Provident Fund, Gratuity, Annual Bonus, Performance Incentive and any other benefits as per Rules of the Company.
- d. Maximum total annual remuneration shall not exceed Rs.800 lakh.

In addition to the above, Mrs. Amita Birla will be entitled for free use of one car and Driver and free telephone including Mobile phone as per Rules of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mrs. Amita Birla holding office or place of profit, within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable.”

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(s) and re-enactment(s) thereof for the time being in force), as may be applicable, to Shri Rohit Saboo to continue as President & CEO, 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 Rupees eighteen crore in any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable.”

8. 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(s) and re-enactment(s) thereof for the time being in force), as may be applicable, to Shri Gourav Chaturvedi to continue as Chief Financial Officer, 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 Rupees four crore in any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable.”

9. 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(s) and re-enactment(s) 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 Rupees one crore in any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable.”

10. 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 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), as may be applicable, to Ms. Avanti Birla, daughter of Shri C. K. Birla, Chairman 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. five crore in any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable.”

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

“RESOLVED THAT in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause 3 of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following sub-clause as new sub-clause (1I) after the existing sub-clause (1H) in Clause 3:

(1I) To promote, form and register, aid in the promotion, formation and registration of any company/body corporate or subsidiary or otherwise in India or elsewhere for any purposes which is in the interest or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or formation and to invest in and acquire, hold or otherwise deal in any shares, stocks, debentures, debenture stock, warrants, any other financial instruments, bonds obligations and securities issued or guaranteed by such company/body corporate or subsidiary or any other company/body corporate constituted or carrying on the business in India or elsewhere or Government, State Government, Semi Government Authorities, local Authorities, Public Sector Undertakings, Financial Institutions, Public Body, any other persons or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable.”

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

By Order of the Board

Dated : 5<sup>th</sup> June, 2023

**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 the meeting is annexed and forms part of this notice.
4. Relevant documents referred to 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 Annual General Meeting (AGM) and also at AGM.



**Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business mentioned in the Notice convening the Seventy-seventh 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 5<sup>th</sup> June, 2023 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 the Company for the financial year 2023-24. The said appointment was duly recommended by the Audit Committee of the Company at its meeting held on 5<sup>th</sup> June, 2023. 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 2023-24 which has also been approved by the Board of Directors of the Company at its meeting held on 5<sup>th</sup> June, 2023. 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, 2023 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**

The Board of Directors of the Company, at its meeting held on 5<sup>th</sup> June, 2023, has appointed Mrs. Pallavi Dinodia Gupta as additional director with effect from 5<sup>th</sup> June, 2023 and Independent Director of the Company for a term of five years to hold office with effect from 5<sup>th</sup> June, 2023 up to 4<sup>th</sup> June, 2028, subject to approval of shareholders in terms of Section 149 read with Schedule IV of the Companies Act 2013 (the Act). Mrs. Pallavi Dinodia Gupta holds office up to the date of this Annual General Meeting as per provisions of Section 161 of the Companies Act, 2013.

In the opinion of the Board Mrs. Pallavi Dinodia Gupta fulfills the conditions as specified in the Act and Rules made thereunder for being appointed as Independent Director of the Company. Mrs. Pallavi Dinodia Gupta has registered her name in the Data Bank of Independent Directors as required under Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended). She is independent of the management of the Company. The Board considers that the association of Mrs. Pallavi Dinodia Gupta would be of immense benefit to the Company.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the appointment of Mrs. Pallavi Dinodia Gupta

for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Members may consider appointing her as an Independent Director for a period of five years commencing from 5<sup>th</sup> June, 2023 in accordance with applicable provisions of the Act and Rules made thereunder. The Company has received from her requisite consent, intimation and declaration in connection with her appointment as Independent Director.

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

- |     |  |   |   |
|-----|--|---|---|
| 1.  | Name of the Director   | : | Mrs. Pallavi Dinodia Gupta  |
| 2.  | Age  | : | 43 years  |
| 3.  | Qualification  | : | 1. Bachelor of Commerce (Hons.),<br>Lady Shriram College, Delhi<br>University<br><br>2. Chartered Accountancy, ICAI<br><br>3. Bachelor of Law (L.L.B.), Delhi<br>University |
| 4.  | Experience   | : | Over 20 years   |
| 5.  | Terms and conditions of re-<br>appointment   | : | Appointed as Independent Director of<br>the Company for a period of five years<br>from 5 <sup>th</sup> June, 2023 to 4 <sup>th</sup> June, 2028.                            |
| 6.  | Details of remuneration sought to<br>be paid   | : | Not applicable.   |
| 7.  | Remuneration last drawn  | : | Not applicable.   |
| 8.  | Date of first appointment on the<br>Board  | : | 5 <sup>th</sup> June, 2023  |
| 9.  | Shareholding in the Company  | : | None.   |
| 10. | Relationship with other Directors,<br>Manager and Key Managerial<br>Personnel of the Company | : | Not related to any other Director,<br>Manager or Key Managerial Personnel<br>of the Company.  |
| 11. | Number of meetings of the Board<br>attended during the year (2022-23)                        | : | Nil   |

- |   |   |  |
|---|---|--|
| 12. Other Directorships                                     | : | <ol style="list-style-type: none"> <li>1. Jagson Pal Pharmaceuticals Limited</li> <li>2. Indiamart Intermesh Limited</li> <li>3. Voith Paper Fabrics India Limited</li> </ol>  |
| 13. Membership / Chairmanship of Committees of other Boards | : | <ol style="list-style-type: none"> <li>1. Jagson Pal Pharmaceuticals Limited               <ol style="list-style-type: none"> <li>a) Audit Committee – Member</li> <li>b) Stakeholder Relationship Committee – Chairperson</li> <li>c) Corporate Social Responsibility Committee – Member</li> </ol> </li> <li>2. Indiamart Intermesh Limited               <ol style="list-style-type: none"> <li>a) Audit Committee – Member</li> <li>b) Nomination and Remuneration Committee – Member</li> <li>c) Corporate Social Responsibility &amp; Sustainability Committee – Member</li> <li>d) Risk Management Committee – Chairperson</li> <li>e) Committee of Independent Directors – Chairperson</li> </ol> </li> <li>3. Voith Paper Fabrics India Limited               <ol style="list-style-type: none"> <li>a) Audit Committee – Member</li> </ol> </li> </ol> |

Except Mrs. Pallavi Dinodia Gupta 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 Mrs. Pallavi Dinodia Gupta 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 Annual General Meeting and shall also be available at the meeting.

The Board recommends this resolution for your approval.

#### **Item No.6**

As per the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain prior approval of the Shareholders for appointment of related party to any office or place of profit exceeding a monthly remuneration of Rs. 2,50,000.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee of Directors and Audit Committee of Directors made at their respective meetings held on 5<sup>th</sup> June, 2023 has approved the appointment of Mrs. Amita Birla as Advisor, on monthly remuneration together with facilities,



benefits, allowances and perquisites etc. as stated in the resolution. Mrs. Amita Birla will bring her knowledge and experience to the Company. Since the monthly remuneration payable exceeds Rs. 2,50,000 as provided in Rule 15 of (Meetings of Board and its Powers) Rules, 2014, approval of the Shareholders by way of an Ordinary Resolution is required.

Except Shri C. K. Birla, 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. 7**

Shri Rohit Saboo, President & CEO, 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, 2023, remuneration paid to him amounted to Rs. 897.20 lakh. The Shareholders of the Company at the Annual General Meeting held on 2<sup>nd</sup> August, 2022 has fixed his annual remuneration not exceeding Rs.1000 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. 1000 lakh to Rs. 1800 lakh with effect from 1<sup>st</sup> April, 2023. 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 28 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. 8**

Shri Gourav Chaturvedi, Chief Financial Officer, 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, 2023, remuneration paid to him amounted to Rs. 171.07 lakh. The Shareholders of the Company at the Annual General Meeting held on 29<sup>th</sup> June, 2018 has fixed his annual remuneration not exceeding Rs.250 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. 250 lakh to Rs. 400 lakh with effect from 1<sup>st</sup> April, 2023. 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 30 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.

#### **Item No. 9**

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, 2023, remuneration paid to him amounted to Rs. 59.13lakh. The Shareholders of the Company at the Annual General Meeting held on 26<sup>th</sup> July, 2021 has fixed his annual remuneration not exceeding Rs.85 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. 85 lakh to Rs. 100 lakh with effect from 1<sup>st</sup> April, 2023. 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 32 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.

#### **Item No.10**

Ms. Avanti Birla, daughter of Shri C. K. Birla, Chairman 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 Annual General Meeting held on 26<sup>th</sup> July, 2021 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 250 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, 2023 was Rs. 192.36 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. 250 lakh. Therefore, it is proposed to increase her maximum annual remuneration limit from Rs. 250 lakh to Rs. 500 lakh with effect from 1<sup>st</sup> April, 2023.

Being related to a Director of the 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, 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.11**

The Company is pursuing growth and investment opportunities in various fields of business and considers new business and investment proposals which have good future prospects. To facilitate such business and investment proposals alteration is proposed by way of addition to the Object Clause in Memorandum of Association of the Company (MOA) as set out in Resolution No.7 of the Notice. The additional Object Clause may be conveniently and advantageously combined with the existing business of the Company. The Board of Directors of the Company proposes to alter Clause 3 of the MOA relating to Objects as above.

Approval of shareholders is required for change in object clause of MOA of the Company, by means of a special resolution and hence, the Special Resolution is proposed for approval of shareholders.

The aforesaid alteration, if approved by the Shareholders, will be registered with the Registrar of Company, West Bengal as per provisions of the Companies Act, 2013 with such modification(s) as may be advised.

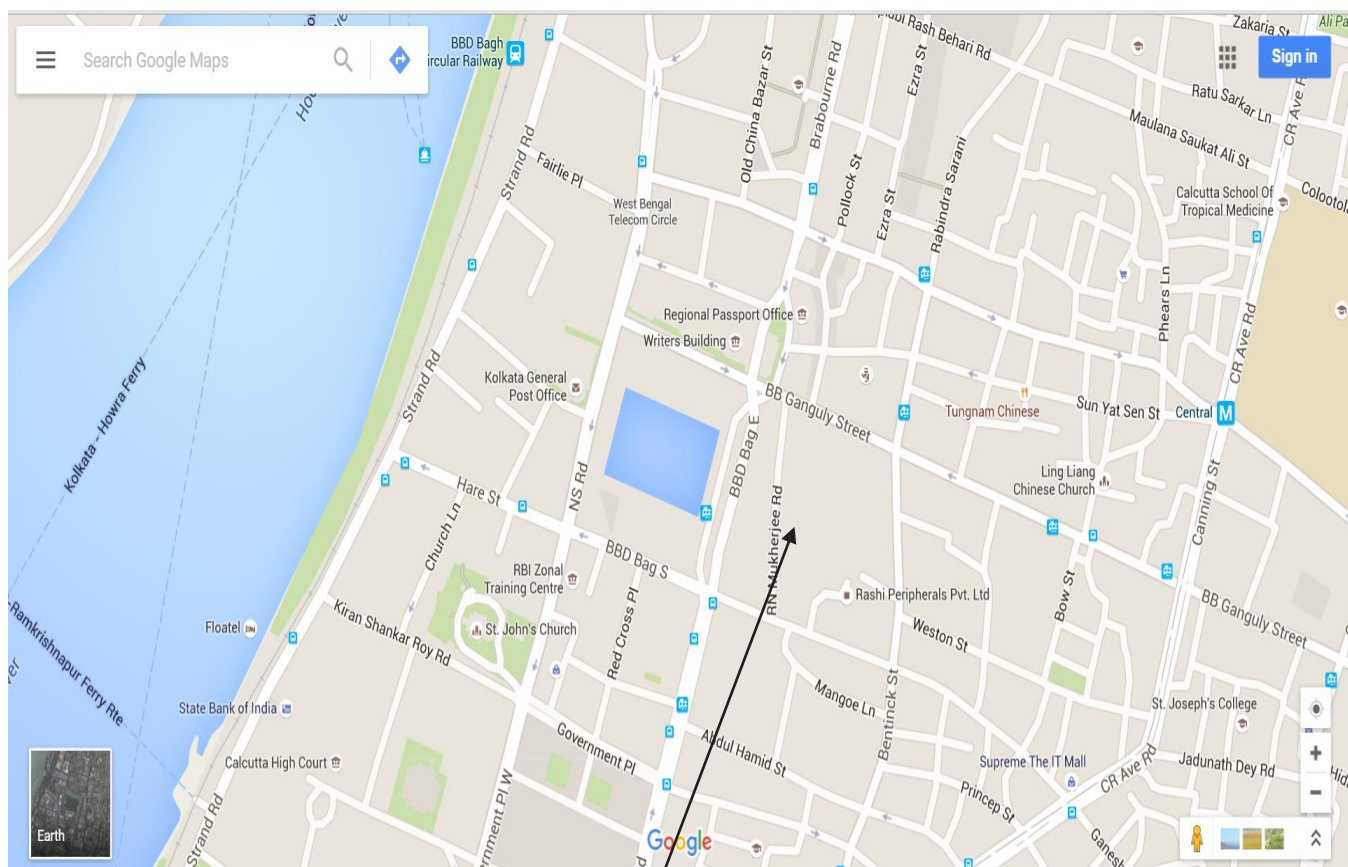
None of the Directors, Key Managerial Personnel and any of their relatives are in any way concerned or interested, financial or otherwise, in the above special resolution.

The Board recommends this resolution for your approval.

By Order of the Board

9/1 R. N. Mukherjee Road  
Kolkata 700 001  
Dated : 5<sup>th</sup> June, 2023

**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 **77<sup>th</sup> Annual General Meeting** of the Company, to be held on **Monday, the 31<sup>st</sup> July, 2023 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
<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, 2023 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, 2023 along with Report of the Auditors thereon.
2.	Declaration of final dividend of Rs 150/- 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, 2023.
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 2023-24.
5.	Appointment of Mrs Pallavi Dinodia Gupta (DIN:06566637) as Independent Director of the Company for a period of five years from 5 <sup>th</sup> June, 2023 to 4 <sup>th</sup> June, 2028.
6.	Appointment of Mrs. Amita Birla, wife of Shri C. K. Birla, Chairman of the Company as Advisor in the Company holding office or place of profit with effect from 1 <sup>st</sup> August, 2023.
7.	Approval under Section 188(1) of the Companies Act, 2013 to continue Shri Rohit Saboo as President & CEO provided that aggregate annual remuneration payable to Shri Rohit Saboo shall not exceed Rs. 18 crore in any financial year.

8.	Approval under Section 188(1) of the Companies Act, 2013 to continue Shri Gourav Chaturvedi as Chief Financial Officer provided that aggregate annual remuneration payable to Shri Gourav Chaturvedi shall not exceed Rs. 4 crore in any financial year.
9.	Approval under Section 188(1) 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. 1 crore in any financial year.
10.	Approval under Section 188(1) of the Companies Act, 2013 to continue Ms. Avanti Birla, daughter of Shri C. K. Birla, Chairman of the Company as an employee of the Company provided that aggregate annual remuneration payable to Ms. Avanti Birla shall not exceed Rs. 5 crore in any financial year.
11.	Alteration in Clause 3 of the Memorandum of Association of the Company relating to its Objects by adding sub-clause (II) after the existing sub-clause (IH) in Clause 3

Signed this .....day of .....2023.

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 **77<sup>th</sup> Annual General Meeting** of the above named company on **Monday, the 31<sup>st</sup> July, 2023 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.