

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 Eightieth 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 14th Day of July, 2026 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 31st March, 2026 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, 2026 along with Report of the Auditors thereon.
2. To declare final dividend of Rs. 200/- per Equity Share and to confirm the interim dividend of Rs. 150/- per Equity Share already paid for the year ended 31st March, 2026.
3. To appoint a Director in place of Shri M. L. Pachisia (DIN: 00065431), 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. 3,10,000 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 2026-27 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 (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 CK 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. 750 lakh in any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Audit 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 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. Amita Birla, wife of Shri CK 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. Amita Birla shall not exceed Rs. 1800 lakh in any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Nomination and Remuneration Committee/Audit 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.”

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

By Order of the Board

Dated : 13th May, 2026

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 eightieth 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 13th May, 2026 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 2026-27. The said appointment was duly recommended by the Audit Committee of the Company at its meeting held on 13th May, 2026. The Audit Committee has further recommended Rs. 3,10,000 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 2026-27 which has also been approved by the Board of Directors of the Company at its meeting held on 13th May, 2026. 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.

The certificate dated April 01, 2026 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 CK Birla, Chairman of the Company, has been employed by the Company since 15th January, 2013 and is presently Executive Vice President of the Company.

The Shareholders of the Company at their Annual General Meeting held on 31st July, 2023 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 at their discretion decide from time to time, provided that the aggregate annual remuneration payable to Ms. Avanti Birla shall not exceed 500 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 the remuneration paid to her during the year ended 31st March, 2026 was Rs. 436.91 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. 500 lakh. Therefore, it is proposed to increase her maximum annual remuneration limit from Rs. 500 lakh to Rs. 750 lakh with effect from 1st April, 2026.

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 CK Birla and his relatives, 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

Ms. Amita Birla, wife of Shri CK Birla, Chairman of the Company, has been employed by the Company since 1st August, 2023 and is presently designated as Advisor.

The Shareholders of the Company at their Annual General Meeting held on 31st July, 2023 had approved appointment of Ms. Amita Birla as an employee of the Company, which may be deemed to be holding office or place of profit, on remuneration as the Board of Directors or any Committee of Board of the Company may at their discretion decide from time to time, provided that the aggregate annual remuneration payable to Ms. Amita Birla shall not exceed 800 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. Amita Birla from time to time and the remuneration paid to her during the year ended 31st March, 2026 was Rs. 754.61 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. Amita Birla which may exceed the existing maximum annual remuneration limit of Rs. 800 lakh. Therefore, it is proposed to increase her maximum annual remuneration limit from Rs. 800 lakh to Rs. 1800 lakh with effect from 1st April, 2026.

Being related to a Director of the Company, holding such office or place of profit by Ms. Amita 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.

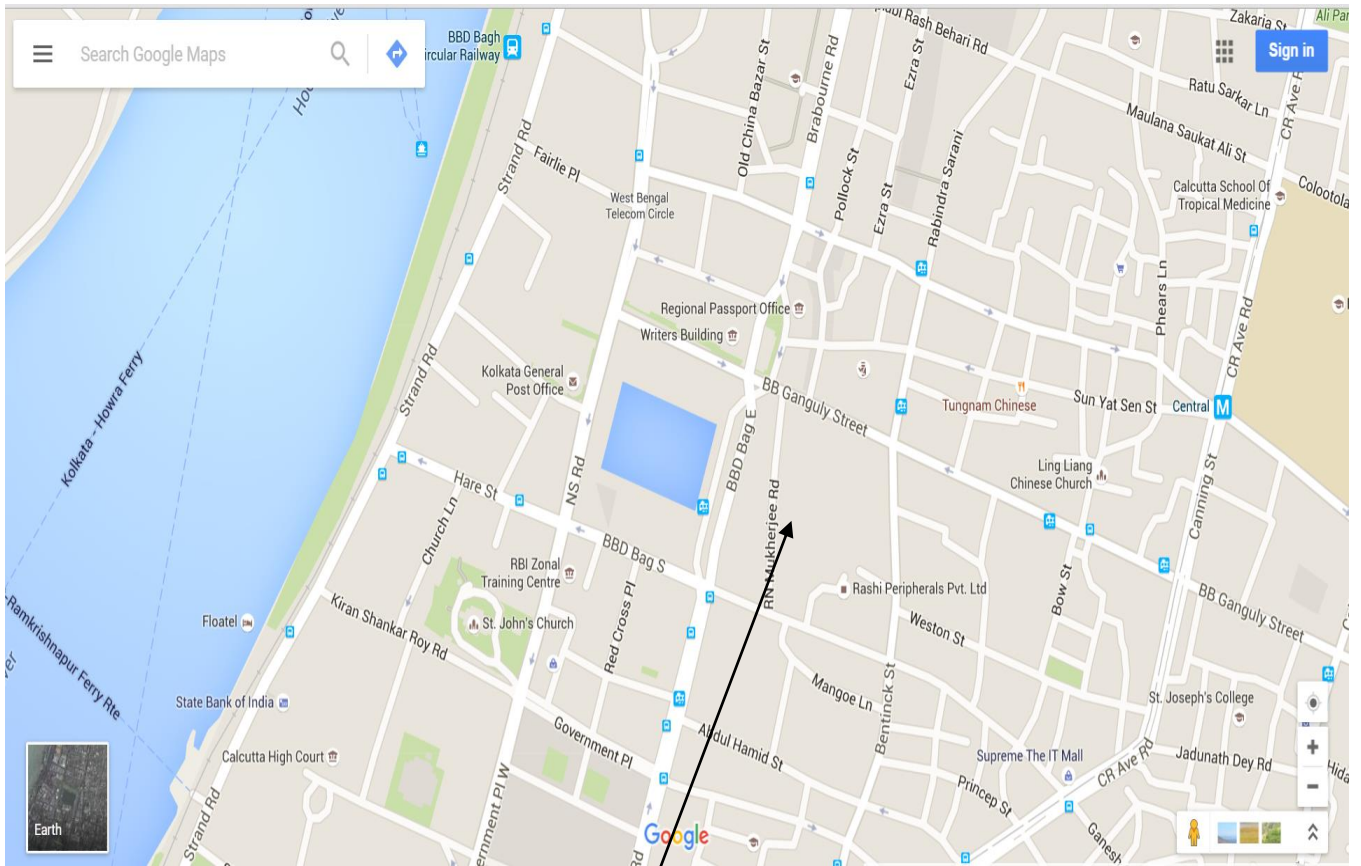
Except Shri CK Birla and his relatives, none of the Directors and Key Managerial Personnel and any of their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

The Board recommends this resolution for your approval.

By Order of the Board

9/1 R. N. Mukherjee Road
Kolkata 700 001
Dated : 13th May, 2026

Tarun Kumar Kabra
Company Secretary



VENUE OF ANNUAL GENERAL MEETING

**NATIONAL ENGINEERING INDUSTRIES LIMITED
BIRLA BUILDING
9/1, R. N. MUKHERJEE ROAD
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