

# N. B. I. INDUSTRIAL FINANCE COMPANY LIMITED

CIN No. L65923WB1936PLC065596

Regd. Office : 21, STRAND ROAD, (Ground Floor) KOLKATA-700 001

Phone : 2230 9601 - 9603 (3 Lines), 2243 7725, 2230 7905, Telefax : 033-2213 1650  
e.mail : nbifinance@ymail.com

23rd September, 2022

To,  
The Manager,  
Listing Department,  
The National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai 400 051

Symbol: NBIFIN

Dear Sir/ Madam,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Western India Commercial Company Limited ("Transferor Company") with N.B.I.Industrial Finance Company Limited ("Transferee Company" / "the Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")**

Compliance report as per the format specified in circular dated November 23, 2021 issued by Securities and Exchange Board of India ("SEBI"), bearing reference no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, as amended ("SEBI Circular").

It is hereby certified that the draft scheme of amalgamation of Western India Commercial Company Limited into and with N.B.I.Industrial Finance Company Limited under sections 230 to 232 of the Companies Act , 2013 and other applicable provisions does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI circular, including the following:

SN	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied
Requirements of the SEBI circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied



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SN	Reference	Particulars	Compliance
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, will be complied

*Arjun Kedia*

**Company Secretary**

*[Signature]*  
**Chairman / Managing Director**

Certified that the transactions/ accounting treatment provided in the draft scheme of amalgamation involving Western India Commercial Company Limited and N.B.I.Industrial Finance Company Limited are in compliance with all the Accounting Standards applicable to a listed entity.

*S.P. Kumar*

**Chief Financial Officer**



**Managing Director**