

MUKESH CHATURVEDI
(Company Secretary in Whole time Practice)
B.Com (Hons) LLB, DSW, ACS

169, Arabinda Sarani
Kolkata – 700 006

COMPLIANCE CERTIFICATE

The Members,
M/s. N.B.I. Industrial Finance Co. Ltd.,
21, Strand Road,
Kolkata – 700 001.

Company Regn. No. : 21-65596
Nominal Capital : Rs.1000.00 Lacs

Dear Sirs,

I have examined the registers, records, books and papers of Messrs. N.B.I. INDUSTRIAL FINANCE CO. LIMITED (the Company) as required to be maintained under the Companies Act, 1956 (the Act), and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, I certify that in respect of the aforesaid financial year.

- 1) The Company has kept and maintained all registers as stated in Annexure – “A” to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
- 2) The Company has duly filed the forms and returns as stated in Annexure – “B” to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
- 3) The Company being a Public Limited Company, has the minimum prescribed Capital.
- 4) The Board of Directors duly met four times respectively on 30.04.2010, 10.08.2010, 10.11.2010 and 10.02.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed.
- 5) The Company has closed its Register of Members from 20th September, 2010 to 27th September, 2010 and necessary compliance of Section 154 of the Act has been made.
- 6) The Annual General Meeting for the financial year ended 31st March, 2010 was held on 27.09.2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minute Book maintained for the purpose.
- 7) No Extra Ordinary General Meeting was held during the financial year.
- 8) The Company has not advanced any loan to its Directors or persons or firms or companies referred to under Section 295 of the Act during the said financial year.

- 9) According to explanation given by the company, it has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
- 10) The Company has made necessary entries in the register maintained under Section 301 of the Act.
- 11) As there were no instances falling within the purview of Section 314 of the Act, during the financial year, the company has not obtained any approval from the Board of Directors, Members or Central Government as the case may be.
- 12) The Company has not issued any duplicate certificate during the financial year.
- 13) The Company has :
 - i) delivered all the Certificates on lodgment thereof for transfer/transmission or any other purpose in accordance of the provisions of the Act.
 - ii) not posted Warrants to any member of the company as no dividend was declared during the financial year.
 - iii) no amount to the credit of application money due for refund, matured deposits, matured debentures and the interest accrued thereon requiring transfer to Investor Education and Protection Fund.
 - iv) duly complied with the requirements of Section 217 of the Act.
- 14) The Board of Directors of the Company is duly constituted and the appointment of Directors has been duly made.
- 15) The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
- 16) The Company has not appointed any sole selling agents during the financial year.
- 17) On the basis of information available with the Company, it was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
- 18) The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
- 19) The Company has not issued any shares during the financial year to its employees.
- 20) The Company has not bought back any shares during the financial year.
- 21) There was no redemption of preference shares or debentures during the financial year.

- 22) There were no transactions necessitating the Company to keep in abeyance the right to dividend, rights shares and bonus shares pending registration of transfer of shares.
- 23) The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
- 24) The Company has borrowed during the year under review within the provisions of Companies Act, 1956.
- 25) The Company has made investments in compliance with provisions of the Companies Act, 1956 and has made necessary entries in the register kept for the purpose.
- 26) The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.
- 27) The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
- 28) The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
- 29) The Company has not altered the provisions of the Memorandum with respect to the share capital of the Company during the year under scrutiny.
- 30) The Company has not altered its Articles of Association during the financial year.
- 31) There was/were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
- 32) The Company has not received any money as security from its employees during the financial year.
- 33) The provision of Section 418 of the Companies Act does not apply to this Company, as the company has not constituted any Provident Fund.

Signature :
Name of the
Company Secretary : **MUKESH CHATURVEDI**
C.P. No. : **3390**

Place : Kolkata
Date : 30th June, 2011.

ANNEXURE – “A”

Register as maintained by the Company

1)	Register of Members	u/s 150
2)	Register of Disclosures of Directors	u/s 301
3)	Register of Contracts in which Directors are interested	u/s 301
4)	Register of Directors	u/s 303
5)	Register of Directors' Shareholdings	u/s 307
6)	Books of Accounts	u/s 209
7)	Minutes of Board Meeting	u/s 193
8)	Minutes of General Meeting	u/s 193
9)	Register of Share Transfer	u/s 108

ANNEXURE – “B”

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2011.

1. Form No.20B u/s 159 for the year ending 31st March, 2010 efiled vide Challan No.P59497891 dt.12.11.2010
2. Form 23AC & 23ACA u/s 220 for the year ending 31st March, 2010 efiled vide Challan No.P55090633 dated 19.10.2010 with normal fees.
3. Form No.66 u/s 383A for the year ending 31st March, 2010 efiled vide Challan No.P53879045 dated 07.10.2010 with normal fees.