

MUKESH CHATURVEDI

Company Secretary in Whole-time Practice

169, Arabinda Sarani, Kolkata – 700 006

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Secretarial Compliance Report of N.B.I. INDUSTRIAL FINANCE COMPANY LIMITED for the year ended 31ST March, 2019

I, Mukesh Chaturvedi, Practicing Company Secretary have examined:

- All the relevant documents and records made available to us and explanation provided by 'N.B.I. Industrial Finance Company Limited' ("the listed entity"),
- the fillings/submissions made by the listed entity to the stock exchange,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31ST March, 2019 in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992, ("SEBI Act") and the Regulations, circulations, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable
- Securities and Exchange Board of India (Shares based Employee Benefits) Regulations, 2014 ; Not Applicable
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and 2018

and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:



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- a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder.
- b) The listed entity has maintained proper records under the provision of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder: **NIL**

Sl. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/remarks of the Practicing Company Secretary, if any
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- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sl. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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Place: Kolkata

Date: 21.05.2019



MUKESH CHATURVEDI
Practicing Company Secretary
ACS No.: 10213
C.P. No.: 3390