INDIA

A S R M & Co.
CHARTERED ACCOUNTANTS

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Scrutinizers Report

{Pursuant to section 108 of the Companies Act 2013 and rule 20 {Management And Administration} Rules,2014

To
The Chairman
N.B.I Industrial Finance Co Limited
HMP House, 4 Fairlie Place
2nd Floor, Room 229
Kolkata-700001

Sub: Scrutinizer's Report on remote e voting conducted pursuant to the provisions of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration} Rule 2014 as amended by the Companies { Management and administration) Amended Rules 2015 voting through ballot poll by voting through electronic means only ('remote e-voting')

Dear Sir,
I, Rohit Kumarr Mundhra ,Chartered Accountant in whole time practice has been appointed by the Board of Directors of M/S **N.B.I Industrial Finance Co Limited** as a Scrutinizer for the purpose of Scrutinizing postal ballot process through the evoting and ascertaining the requisite majority on e voting carried out as per the provisions of Section 108 of the Companies Act-2013 read with rule 20 of the Companies (Management and Administration) Rules 2014 on the resolutions polled by remote e voting

1. Background

a) The Company has sought approval of its members by way of **Postal Ballot through E-Voting** in respect of the resolutions as set out in the Postal Ballot Notice dated 27th January 2026

b) The Company engaged CSDL an authorized e-voting agency, to provide e-voting facilities to the members.

c) The Postal Ballot Notice along with explanatory statement under Section 102 of the Companies Act, 2013 was sent to the members whose names appeared in the Register of Members / List of Beneficial Owners as on **cut-off date i.e. 30th January** 2026

d) The voting period commenced on at **9:00 A.M. (IST) on Tuesday, 3rd February, 2026 and ends at 5:00 P.M. (IST) on Wednesday, 4th March, 2026**

2. Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to postal ballot and e-voting.

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3. Responsibility of the Scrutinizer

My responsibility as a Scrutinizer for the e voting process is restricted to making a Scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions and 'invalid' Votes based on the reports generated from the e voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e -voting facilities engaged by the Company and the Physical Ballots received by the Company.

4. Procedure Followed

a) The e-voting remained blocked until the end of the voting period.
b) After the conclusion of voting, I unblocked the votes in the presence of **two witnesses not in employment of the Company**.
c) I downloaded the voting results from the e-voting system of the agency.
d) Votes cast were scrutinized based on:

- Validity of votes
- Shareholding as on cut-off date
- Whether votes were cast for or against the resolutions
- Thereafter, the details containing inter -alia, List of Equity Shareholders who voted 'for', 'against' and 'invalid' on each of the resolutions that were put to vote, were generated from the e voting website of CDSL, i.e. www.evotingindia.com and based on such reports generated, the result of the e voting is as under:

Number of Folio who Cast their votes through e voting voting and physical ballot	Total Number of Shares held by them	Total number of valid votes (as per details provided under such one of the Resolution (s)mentioned hereunder
62	2327647	As mentioned beside each of the resolutions

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5. **Voting Results**

Resolution No-1 Special Resolution

To made alteration in Object Clause

Manner of Voting	Votes in Favour of the resolution		Votes Against the Resolution		Abstained invalid votes
	No of Shares	percentage	No of Shares	percentage	No of Shares
Remote-E - Voting	2326901	99.97	746	0.03	-

Result

The resolution has been **PASSED** as an **Special Resolution**, since the requisite majority has been obtained

Resolution No-2 Special Resolution

To appoint Shri Hari Mohan Bangur (DIN: 00244329) as a Non Executive Non Independent Director of the Company

Manner of Voting	Votes in Favour of the resolution		Votes Against the Resolution		Abstained invalid votes
	No of Shares	percentage	No of Shares	percentage	No of Shares
Remote-E – Voting	2326902	99.97	745	0.03	--

Result

The resolution has been **PASSED** as an **Special Resolution**, since the requisite majority has been obtained

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Resolution No-3 Ordinary Resolution

To appoint Shri Prashant Bangur (DIN: 00403621) as a Non Executive Non Independent Director of the Company

Manner of Voting	Votes in Favour of the resolution		Votes Against the Resolution		Abstained invalid votes
	No of Shares	percentage	No of Shares	percentage	No of Shares
Remote-E - Voting	2326902	99.97	745	0.03	--

Result

The resolution has been **PASSED** as an **Ordinary Resolution**, since the requisite majority has been obtained

Thanking You

Yours faithfully

Rohit Kumarr Mundhra
Chartered Accountant
Membership No- 067469

Place-Kolkata
Date- 5th March 2026
UDIN- 26067469HNSJTD2759

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