



Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014

To
The Chairman
N.B.I. Industrial Finance Company Limited
21, Strand Road, Kolkata – 700001

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provision 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 and Regulation 44 of the SEBI (LODR) Regulation, 2015 and voting through ballot/poll at the 86th Annual General Meeting of N.B.I. Industrial Finance Co. Ltd held on Thursday, 23rd September, 2021 at 10:30 A. M at 21, Strand Road, Kolkata – 700001.

Dear Sir,

I Mahesh Agrawal, Chartered Accountants in whole time practice, have been appointed by the Board of Directors of M/s. N.B.I. Industrial Finance Company Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ballot process, 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(3)(xi) of the Companies, (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 86th Annual General Meeting (AGM) of the members of the Company held on Thursday, 23rd September, 2021 at 10.30 A.M. at 21, Strand Road, Kolkata – 700001.

1. The notice dated 14.08.2021 convening the 86th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company held on 23rd September, 2021.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 86th AGM of the members of the Company. 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 stated above and "invalid" votes, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorised agency to provide e-voting facilities, engaged by the Company and the physical ballots received by the Company.





3. Further to the above, I submit my report as under:
- i. The e-voting period remained open from Monday, 20th September, 2021 (10.00 a.m) to Wednesday, 22nd September, 2021 (5.00 p.m.)
 - ii. The members of the Company as on the "cut off" date i.e. 16th September, 2021 were entitled to vote on the resolutions as set out in the notice of the 86th Annual General Meeting (AGM) of the Company.
 - iii. The votes were unblocked on 23rd September, 2021 at 17:10 p.m. in the presence of 2 witnesses, Mr. Subhrajit Dutta and Mr. Sudipta Datta, who are not in the employment of the Company.
 - iv. 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. evoting@cDSLindia.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 and Physical ballot:	Total number of shares held by them	Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder
65	2018578	As mentioned beside each of the resolutions

Resolution No. 1: Ordinary Resolution

Adoption of Financial Statements and Reports of Board and Auditors thereon for the financial year ended 31st March, 2021.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /Invalid votes No. of Shares
	No. of Shares	Percentage	No. of Shares	Percentage	
Remote voting	2015645	99.86	2904	0.14	-
at Polling AGM	29	0.00	0	0.00	-
TOTAL	2015674	99.86	2904	0.14	-





Resolution No. 2: Ordinary Resolution

Re-appointment of Shri Jagdish Prasad Mundra as Director retiring by rotation.

Manner of voting	of	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		No. of Shares	Percentage	No. of Shares	Percentage	No. of Shares
Remote voting	E-	2015645	99.86	2904	0.14	-
Polling AGM	at	29	0.00	0	0.00	-
TOTAL		2015674	99.86	2904	0.14	-

Resolution No. 3: Ordinary Resolution

Authorising the Board to fix the remuneration of Statutory Auditors M/s D.K. Chhajer and Co. for the financial year ending 31st March, 2022.

Manner of voting	of	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		No. of Shares	Percentage	No. of Shares	Percentage	No. of Shares
Remote voting	E-	2015645	99.86	2904	0.14	-
Polling AGM	at	29	0.00	0	0.00	-
TOTAL		2015674	99.86	2904	0.14	-





Resolution No. 4: Special Resolution

Confirmation of appointment of Smt. Priyanka Mohta as an Independent Director of the Company.

Manner of voting	of	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 voting	E-	2015645	99.86	2904	0.14	-
Polling AGM	at	29	0.00	0	0.00	-
TOTAL		2015674	99.86	2904	0.14	-

Resolution No. 5: Special Resolution

To approve continuation of Directorship of Shri Jagdish Prasad Mundra who has already attained the age of 75 years.

Manner of voting	of	Votes in favour of the resolution		Votes against the resolution		Abstained votes
		No. of Shares	Percentage	No. of Shares	Percentage	No. of Shares
Remote voting	E-	2015644	99.86	2905	0.14	-
Polling AGM	at	29	0.00	0	0.00	-
TOTAL		2015673	99.86	2905	0.14	-





Resolution No. 6: Ordinary Resolution

Authorising the Board to make donations to bona fide charitable and other funds upto Rs. 1 crore

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 voting	E-	2015744	99.86	2805	0.14	-
Polling AGM	at	29	0.00	0	0.00	-
TOTAL		2015773	99.86	2805	0.14	-

Resolution No. 7: Ordinary Resolution

Authorising the Board to enter into Related Party Transactions commencing from financial year 2021-22

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 voting	E-	2015645	99.86	2904	0.14	-
Polling AGM	at	29	0.00	0	0.00	-
TOTAL		2015674	99.86	2904	0.14	-





Resolution No. 8: Ordinary Resolution


Appointment of Shri Mukesh Chaturvedi as the Secretarial Auditor for the financial year ending 31st March, 2022.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /Invalid votes
	No. of Shares	Percentage	No. of Shares	Percentage	
Remote voting E-	2015645	99.86	2904	0.14	-
Polling at AGM	29	0.00	0	0.00	-
TOTAL	2015674	99.86	2904	0.14	-

All the Resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through e-voting by the Shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes of Annual General Meeting by the Chairman.

Thanking you
Yours faithfully


Mahesh Agrawal
Chartered Accountants
Membership No. 060605



Place: Kolkata

Date: 24th September, 2021

UDIN - 21060605 AAAAAHY 2397



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MAHESH SONIKA & CO LLP
CHARTERED ACCOUNTANTS

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of M/s N.B.I. Industrial Finance Co. Ltd. were unblocked from e-voting website of CDSL in our presence at 16:50 p.m. on 23rd September, 2021.

Subhrajit Dutta

Subhrajit Dutta
8/2B, Nilmoni Mitra Street,
Kolkata – 700006



Sudipta Datta

Sudipta Datta
North Ghoshpara, Manik
Bandhyopadhyay Sarani, Bally,
Howrah – 711227

Counter Signed By:

For, N.B.I. Industrial Finance Co. Ltd