

N.B.I. Industrial Finance Co. Ltd.
Registered Office: 21, Strand Road, Kolkata 700 001
CIN: L65923WB1936PLC065596
Website: www.nbi-india.co.in
Email: nbifinance@ymail.com
Phone: 033-22309601-03, Fax: 033-22131650

NOTICE

NOTICE is hereby given that the 85th Annual General Meeting of N.B.I. Industrial Finance Co. Ltd. will be held on Monday, the 28th September, 2020 at 10.30 A.M. at 21, Strand Road, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Bankat Lal Gaggar (DIN: 00404123), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Smt. Riya Puja Jain (DIN: 01559454), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
4. To fix remuneration of Statutory Auditors M/s D.K. Chhajer & Co., Chartered Accountants, having Firm Registration No.304138E, for the financial year ending 31st March, 2021 and in this connection to consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

“Resolved that the Board of Directors of the Company be and is hereby authorised to fix the remuneration of Statutory Auditors M/s D. K. Chhajer & Co. for the year ending 31st March, 2021 in consultation with the Auditors and reimbursement of out pocket expenses, if any, in addition thereto.”

SPECIAL BUSINESS:

5. To confirm appointment of Shri Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time), consent of the members be and is hereby accorded to the appointment of Shri Ashok Bhandari (DIN: 00012210), who has consented to act as an Independent Director and submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the said Act and who is eligible for appointment, as an Independent Director to hold office for a term of 5(Five) consecutive years from 21st July, 2020, not liable to retire by rotation.”

6. To approve continuation of Directorship of Shri Bankat Lal Gaggar (DIN: 00404123), Non-Executive-Non-Independent Director who has already attained the age of 75 years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and pursuant to other laws and regulations, if any, as amended from time to time, consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri Bankat Lal Gaggar (DIN: 00404123), (Non-Executive-Non-Independent Director) who has already attained the age of 75 years, as long as he continues in the office of Director of the Company on the existing terms."

7. To appoint Shri Mukesh Chaturvedi a Practicing Company Secretary as Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Mukesh Chaturvedi (CP No.3390), a Secretary in Whole-time Practice (CSP), be and is hereby appointed as the Secretarial Auditor of the Company in terms of the provisions of Section 204 of the Companies Act, 2013 to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board and agreed to by him."

Registered Office:
21, Strand Road,
Kolkata – 700 001
Date: 22nd July, 2020

By order of the Board

(Nisha Laddha)

Company Secretary

ICSI Membership No.:A23458

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ENCLOSED. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A member may vote either for or against each resolution.
2. Members of the Company had approved the appointment of M/s D.K. Chhajer & Co., Chartered Accountants, as Statutory Auditors of the Company for five consecutive years at the 82nd Annual General Meeting (AGM) which is valid till 87th AGM of the Company. Members are required to fix remuneration of the said auditors for the financial year ending 31st March, 2021 and are requested in this connection to authorise the Board to fix the remuneration in consultation with the Auditors as per proposed resolution in the Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2020 to 28th September, 2020 (both days inclusive).
4. Pursuant to provisions of Section 124 of the Companies Act, 2013 and rules framed there under the Company has transferred the total amount of dividend which remained unpaid or unclaimed for the year 2016-17 to the Unpaid Dividend Account of the Company. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 14.09.2019 (date of last Annual General Meeting) on the website of the Company (www.nbi-india.co.in) as well as on the website of the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 124 of the Companies Act, 2013 the Company is required to transfer the dividends which have remained unpaid or unclaimed for a period of seven consecutive years or more to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The members who have not yet encashed the dividend warrant(s) for the year 2016-17 (Final Dividend) are requested to approach the Company with their warrants for issue of fresh warrants.

The details of unpaid dividend and last date of transfer to IEPF are given hereunder:

Year	Type of Dividend	Dividend per share of ₹ 10/-	Date of declaration of Dividend	Dividend amount unpaid as on 31.03.2020	Last date for transfer of unpaid dividend in Investor Education and Protection Fund
		₹		₹	
2016-17	Final	1/-	15.09.2017	165,953	21.10.2024

5. Members are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Maheshwari Datamatics Pvt. Ltd. is acting as Registrar and Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to the RTA at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agent (RTA), Maheshwari Datamatics Pvt. Ltd. (MDPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
- 9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares and for ease of portfolio management. The Company has made arrangements with NSDL and CDSL to offer facility of dematerialisation of securities to its shareholders. The ISIN allotted by the depositories to the Company is – INE365I01020. Members may contact their Depository Participant for assistance in this regard.**
10. Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the details of such folios together with the share certificates to RTA, for consolidation into single folio.
11. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2019-20 will also be available on the website of the Company viz. www.nbi-india.co.in
12. Route Map to the venue of the Annual General Meeting is provided at the end of the Notice.
13. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 21st September, 2020, i.e. the date of commencement of book closure are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company/RTA for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 A.M. on Friday, 25th September, 2020 and will end at 5.00 P.M. on Sunday, 27th September, 2020. The Company has appointed Mr. Mahesh Agrawal, Practicing Chartered Accountant, to act as the

Scrutiniser, for conducting the scrutiny of the votes cast. Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING

The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for Annual General Meeting. The instructions for e-voting are as under:

In case of members receiving the Notice via e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field – Sequence number is communicated in the Attendance Slip/ Covering Letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> i.e. N.B.I. Industrial Finance Co. Ltd. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy of the Notice:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (A) The voting period begins at 10.00 A.M. on Friday, 25th September, 2020 and will end at 5.00 P.M. on Sunday, 27th September, 2020. During this period shareholders' of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 21st September, 2020, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) The facility for voting through ballot paper shall be made available at the AGM and the members as on the "cut-off date" i.e. 21st September, 2020, attending the meeting who have not cast their vote by e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
14. Registers required under section 170 and 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
15. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under item nos.5 and 6 of the Notice is annexed hereto and forms part of the Notice including additional information / brief profile of the directors seeking appointment / re-appointment.
16. Shareholders holding shares in physical form are again reminded to forward the following information / documents to the Company within 21 days as mandated by SEBI:
- Self attested copy of pan card as proof of identity (all holders)
 - Self attested copy of any one document such as Aadhaar/voter id/passport as proof of address (first holder only)
 - Cancelled cheque leaf with your name printed on the cheque leaf. If your name is not printed thereon then, in addition, send us bank attested copy of passbook or bank statement (first holder only)
 - Photocopy of share certificate/ copy of any letter received by you from the Company showing your Folio No. /counterfoil of dividend warrant/ copy of bank passbook or statement showing encashment of dividend issued to you by the Company (first holder only)
 - You are requested to send us your specimen signature duly attested by your banker (other than Co-operative bank) with the name of the attesting official, his designation, employee code no., under the rubber-stamp of the bank (all holders)
17. MEMBERS HAVING QUERIES TO MAKE ON ACCOUNTS AT THE AGM ARE REQUESTED TO SEND THE SAME TO THE COMPANY WELL IN ADVANCE SO AS TO REACH THE COMPANY AT LEAST ONE WEEK PRIOR TO THE DATE OF AGM TO ENABLE THE ANSWERS TO BE KEPT READY.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice:

Item No.5 - Appointment of Shri Ashok Bhandari (DIN:00012210), as an Independent Director for a term of five years

Pursuant to the provisions of section 149 of the Act read with Rule 4 of Companies (Appointment & Qualification of Directors) Rules, 2014, the Board on recommendation of the Nomination and Remuneration Committee appointed Shri Ashok Bhandari as an Independent Director on the Board with effect from 21st July, 2020 for a consecutive period of five years not liable to retire by rotation subject to members' approval which is now being sought.

Shri Ashok Bhandari has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment as Independent Director. In the opinion of the Board, Shri Bhandari fulfils the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and that the director is independent of the management.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

A brief profile of the Independent Director is given below:

Mr. Ashok Bhandari son of Late Gulab Singh Bhandari, aged about 67 years, is a Science Graduate and a Fellow Member of the Institute of Chartered Accountants of India. He has more than 40 years of experience of working at senior level in finance, taxation and Corporate Management in large sized Companies. He has wide knowledge and exposure in the secondary market and the business carried on by the Company. He was Chief Finance Officer of Shree Cement Ltd. till his retirement in 2016. He was also a Director on the Board of N B I Industrial Finance Co. Ltd. for a long time upto mid 2018.

Presently he is a director on the Board of following Companies:-

1. AUM Capital Market Pvt. Ltd.
2. Digvijay Finlease Ltd.
3. IFB Industries Ltd.
4. Intrasoft Technologies Ltd.
5. Maharashtra Seamless Ltd.
6. Maithan Alloys Ltd.
7. Ragini Finance Ltd.
8. Rupa & Co. Ltd.
9. Shree Capital Services Ltd.
10. Shreecap Holdings Pvt. Ltd.
11. Skipper Ltd.
12. Vewhere Interactive Pvt Ltd.

Shri Ashok Bhandari is concerned in the Resolution of the accompanying Notice relating to his own appointment. No other Director of the Company or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the resolution, financially or otherwise.

The Board recommends the resolution for approval by the members as set out in the Notice convening the Meeting.

Item No.6 – Continuation of Directorship of Shri Bankat Lal Gaggar (DIN:00404123), Non-Executive Non-Independent Director

Shri Bankat Lal Gaggar (DIN:00404123) is a law abiding citizen of India born on 06.02.1941. He is above 75 years of age. He is a Non-Executive Non-Independent Director of the Company and is presently designated as Chairman of the Company. Members had approved his continuation in the office of Director vide Special Resolution dated 25th March 2019 which is valid till this AGM.

Mr. Gaggar is a Commerce and a Law graduate. He joined the Company's Board on 30.01.2004 and has skill, knowledge and experience of more than 40 years in the Corporate Management and also in the business carried on by the Company. The continuation of Shri Gaggar as director on the Board of the Company is considered essential keeping in view his vast experience, expertise and guidance being given by him to the Board and the Company from time to time.

Disclosure of relationship between directors inter-se

Not related

**Companies (other than this Company) in which he holds directorship
Directorship**

India Paint & Commercial Co. Ltd.

Jabalpur Multiplexes Pvt. Ltd.

Karmayog Properties Pvt. Ltd.

Khemka Properties Pvt. Ltd.

Ragini Properties Pvt. Ltd.

Rajesh Vanijya Pvt. Ltd.

Ramgopal Holdings Pvt. Ltd.

Ramgopal Industries Pvt. Ltd.

SCL Energy Pvt. Ltd.

Shree Capital Services Ltd.

Shreeman Investments Pvt. Ltd.

Sparton Growth Fund Pvt. Ltd.

The Laxmi Salt Co. Ltd.

Tullika Investments Pvt. Ltd.

Chairman / Member of Committee(s) of the Board of the Company

Corporate Social Responsibility Committee	Member
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Stakeholders Relationship Committee	Chairman
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Nomination and Remuneration Committee	Member
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Shareholding in the Company

NIL

Remuneration last drawn

None except sitting fee for attending meetings of the Board and Committees thereof.

The Board recommends the Special Resolution set out in the accompanying notice for approval of the members.

Shri Bankat Lal Gaggar is concerned in the Resolution of the accompanying Notice to the extent of continuation of his directorship in the Company. Save and except the above, none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution.

Item No.7 – Appointment of Secretarial Auditor

The Company has to have its secretarial audit conducted for the fiscal 2021 and for the purpose the Company is required to appoint a Secretary in Whole-time Practice (CSP) as Secretarial Auditor.

Shri Mukesh Chaturvedi (CP No.3390), a Secretary in Whole-time Practice (CSP) has consented to act as Secretarial Auditor of the Company in terms of Section 204 of the Act to hold office till the conclusion of the next Annual General Meeting on such remuneration as the Board of Directors may determine and agreed to by him.

The Board recommends the resolution for approval by the Members as set out in the Notice convening the Meeting.

Shri Mukesh Chaturvedi is concerned in the Resolution of the accompanying Notice relating to his own appointment. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Details of the Directors seeking re-appointment at the Eighty Fifth Annual General Meeting to be held on Monday, September 28, 2020 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as follows:

Name of the Director	Shri Bankat Lal Gaggar	Smt. Riya Puja Jain
Date of Birth & Age	Feb 06, 1941 79 Years	June 02, 1976 44 Years
Qualification	Commerce and Law Graduate.	Bachelor of Commerce and Associate Member of the Institute of Chartered Accountants of India.
Expertise in specific functional area	Shri Bankat Lal Gaggar has vast experience in Accounts, Finance, secondary market operations, investments and Corporate Management.	Mrs. Riya Puja Jain has vast experience in Corporate Management.
Directorships in other listed companies	NIL	NIL
Memberships of Committees in other listed companies (Includes only Audit & Stakeholders' Relationship Committee)	NIL	NIL
No. of shares held in the Company	NIL	NIL
Directorships in other companies	- India Paint & Commercial Co Ltd - Jabalpur Multiplexes Private Ltd. - Karmayog Properties Private Ltd. - Khemka Properties Pvt Ltd. - Ragini Properties Private Ltd. - Rajesh Vanijya Pvt Ltd. - Ramgopal Holdings Private Ltd. - Ramgopal Industries Private Ltd. - SCL Energy Private Limited - Shree Capital Services Ltd. - Shreeman Investments Pvt. Ltd. - Sparton Growth Fund Private Ltd. - The Laxmi Salt Company Ltd. - Tullika Investments Private Ltd.	- SCL Energy Private Limited - Tullika Investments Private Ltd.
Relationship with other Directors and Key Managerial Personnel	NIL	NIL

Route Map for venue of the AGM:



FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65923WB1936PLC065596

Name of the Company: N.B.I. Industrial Finance Co. Ltd.

Registered Office: 21, Strand Road, Kolkata – 700 001

Website: www.nbi-india.co.in

Email: nbifinance@ymail.com

Phone: 033-22309601-03, Fax: 033-22131650

Name of the member(s):

Registered address:

E-mail ID:

Folio No./Client ID:

DP ID:

No. of Shares:

I/We, being the member(s) of the above named company, hereby appoint:

1. Name:
Address:
E-mail ID:
Signature: _____ or failing him
2. Name:
Address:
E-mail ID:
Signature: _____ or failing him
3. Name:
Address:
E-mail ID:
Signature _____:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 85th Annual General Meeting of the Company to be held on Monday, the 28th day of September, 2020 at 10.30 A.M. at 21, Strand Road, Kolkata – 700 001 or any adjournment thereof in respect of such resolutions as are indicated below –

Resolution No.	Description	For	Against
1	Adoption of Financial Statements and Reports of Board & Auditors thereon for the financial year ended 31st March, 2020.		
2	Re-appointment of Shri Bankat Lal Gaggar as Director retiring by rotation.		
3	Re-appointment of Smt. Riya Puja Jain as Director retiring by rotation.		
4	Authorising the Board to fix the remuneration of Statutory Auditors M/s D.K. Chhajjer & Co. for the financial year ending 31st March, 2021.		
5	Confirmation of appointment of Shri Ashok Bhandari as an Independent Director of the Company.		
6	To approve continuation of Directorship of Shri Bankat Lal Gaggar who has already attained the age of 75 years.		
7	Appointment of Shri Mukesh Chaturvedi as the Secretarial Auditor for the financial year ending 31st March, 2021.		

Signature of Proxy

Signed this day of 2020

Affix
Revenue
Stamp

Signature of Share-holder(s)

Note: The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

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

Registered Office: 21, Strand Road, Kolkata 700 001

CIN: L65923WB1936PLC065596

Website: www.nbi-india.co.in

Email: nbifinance@ymail.com

Phone: 033-22309601-03, Fax: 033-22131650

ATTENDANCE SLIP

85th Annual General Meeting on Monday, the 28th September, 2020

Name of the Shareholder _____

Address _____

Folio No. _____ DP ID _____ Client ID _____

No. of shares held _____

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 85th Annual General Meeting of the Company on Monday, the 28th September, 2020 at 10.30 A.M. at 21, Strand Road, Kolkata – 700 001 or any adjournment thereof.

Signature of the shareholder(s)/Proxy(s)

Notes:

1. Shareholder/Proxy(s) are requested to bring the attendance slips with them when they come to the meeting and handover the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company at least 48 hours before the meeting.

