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### 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 89<sup>th</sup> Annual General Meeting of N.B.I. Industrial Finance Company Limited held on Friday, 16<sup>th</sup> August 2024 at 10:30 a.m. at 21 Strand Road, Kolkata 700001

Dear Sir,

I Rohit Kumarr Mundhra, Chartered Accountant 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 89<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Friday 16<sup>th</sup> August, 2024 at 10:30 A.M at 21, Stand Road, Kolkata - 700001.

1. The notice dated 16<sup>th</sup> May 2024 convening the 89<sup>th</sup> 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 16<sup>th</sup> August 2024.
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 89<sup>th</sup> 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 authorized 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 13<sup>th</sup> August 2024 (10.00 a.m.) to 15<sup>th</sup> August 2024 (5.00 p.m.)
- ii. The members of the Company as on the "cut off" date i.e. 9<sup>th</sup> August, 2024 were entitled to vote on the resolutions as set out in the notice of the 89<sup>th</sup> Annual General Meeting (AGM) of the Company.
- iii. The votes were unblocked on 16<sup>th</sup> August 2024 at 12:34 p.m. in the presence of 2 witnesses, Mr Suvam Sen and Mr. Suraj Kumar Jha, 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](http://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 resolutions(s) mentioned here under:
54	2017842	As mentioned beside each of the resolutions

#### Resolutions No. 1: Ordinary Resolution

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	No. of Share
Remote E-voting	2017824	99.99	-	-	-
Polling at AGM	18	0.01	-	-	-
Total	2017842	100	-	-	-



**Resolution No. 2: Ordinary Resolution**

To declare Dividend on Equity Shares for the financial year ended 31st March, 2024

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	
Remote E-voting	2017824	99.99	-	-	-
Polling at AGM	18	0.01	-	-	-
Total	2017842	100	-	-	-

**Resolution No. 3: Ordinary Resolution**

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

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	
Remote E-voting	2015424	99.88	2400	0.11	-
Polling at AGM	18	0.01	-	-	-
Total	2015442	99.89	2400	0.11	-

**Resolution No. 4: Ordinary Resolution**

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.

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	
Remote E-voting	2015424	99.88	2400	0.11	-
Polling at AGM	18	0.01	-	-	-
Total	2015442	99.89	2400	0.11	-



**Resolution No. 5: Ordinary Resolution**

Appointment of M/s. R Kothari and Co LLP, Chartered Accountants, (Firm Registration No. 307069E) as Statutory Auditor and to fix their remuneration

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	
Remote E-voting	2015424	99.88	2400	0.11	-
Polling at AGM	18	0.01	-	-	-
<b>Total</b>	<b>2015442</b>	<b>99.89</b>	<b>2400</b>	<b>0.11</b>	<b>-</b>

**Resolution No. 6: Ordinary Resolution**

To re-appoint Shri S.P. Kumar as Manager and Chief Financial Officer of the Company

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	
Remote E-voting	2015424	99.88	2400	0.11	-
Polling at AGM	18	0.01	-	-	-
<b>Total</b>	<b>2015442</b>	<b>99.89</b>	<b>2400</b>	<b>0.11</b>	<b>-</b>

**Resolution No. 7: Ordinary Resolution**

To appoint Ms. Sneha Agarwal a Practicing Company Secretary as Secretarial Auditor of the Company


Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	
Remote E-voting	2015424	99.88	2400	0.11	-
Polling at AGM	18	0.01	-	-	-
<b>Total</b>	<b>2015442</b>	<b>99.89</b>	<b>2400</b>	<b>0.11</b>	<b>-</b>



All the resolutions stand passed with 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.

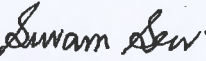
Thanking you  
Yours faithfully


  
Rohit Kumarr Mundhra  
Chartered Accountants  
Membership No. 067469



Place: Kolkata  
Date: 17-08-2024  
UDIN: 24067469BKBNPR3240

We, the undersigned witnesses that the votes in respect of e-voting of Shareholders of M/s N.B.I. Industrial Finance Company Limited were unblocked from e-voting website of CDSL in our presence at 12:34 P.M on 16<sup>th</sup> August 2024

  
Suvam Sen  
18 Rabindra Sarani  
Kolkata - 700 001

  
Suraj Kumar Jha  
6A/H/7 PLC Lane  
Kolkata 700002





Counter Signed By  
For, N.B.I. Industrial Finance Co. Ltd.