



Scrutinizer's Report

ASRM & Co.
CHARTERED ACCOUNTANTS

(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 Extra Ordinary General Meeting of N.B.I. Industrial Finance Company Limited held on Tuesday, 20th December 2022 at 11 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 Extra Ordinary General Meeting (EGM) of the members of the Company held on Tuesday 20th December, 2022 at 11 A.M at 21, Stand Road, Kolkata - 700001.

1. The notice dated 26th November 2022 convening the Extra Ordinary General Meeting (EGM) 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 resolution to be passed at the said EGM of the Company held on 20th December 2022.
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 EGM 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 17th December 2022 (10:00 a.m.) to 19th December 2022 (5:00 p.m.)



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- ii. The members of the Company as on the "cut off" date i.e. 13th December, 2022 were entitled to vote on the resolution as set out in the notice of the Extra Ordinary General Meeting (EGM) of the Company.
- iii. The votes were unblocked on 21st December 2022 at 5:57 p.m. in the presence of 2 witnesses, Miss Deepika Mundhra and Mr. Suraj 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 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: |
|--|-------------------------------------|--|
| 23 | 1997913 | As mentioned beside each of the resolutions |

Resolutions No. 1: Ordinary Resolution

To approve appointment of Mr Sundeep Bhutoria (DIN: 00733800) as an Independent Director of the Company.

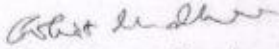
| Manner Of Voting | Of | Votes in Favour of the resolutions | | Votes against the Resolution | | Abstained/Invalid Votes |
|------------------|----|------------------------------------|------------|------------------------------|------------|-------------------------|
| | | No. of Share | Percentage | No. of Share | Percentage | No. of Share |
| Remote voting | E- | 1997625 | 99.98 | 288 | 0.02 | - |
| Polling | at | - | - | - | - | - |
| EGM | | | | | | |
| TOTAL | | 1997625 | 99.98 | 288 | 0.02 | - |

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 Extra Ordinary General Meeting by the Chairman.

Thanking you
Yours faithfully



Rohit Kumarr Mundhra
Chartered Accountants
Membership No. 067469

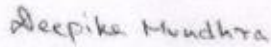


Place: Kolkata

Date: 21.12.2022

UDIN: 22067469BFWNLA6886

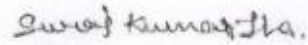
We, the undersigned witnesses that the votes in respect of e-voting of Shareholders of M/s N.B.I. Industrial Finance Company Limited were unblocked from e-voting website of CDSL in our presence at 5:57 P.M on 21st December 2022.



Deepika Mundhra

18 Rabindra Sarani

Kolkata - 700 001



Suraj Iha

6A/11/7 PLC Lane

Kolkata 700002



Counter Signed By

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

