

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

21, Strand Road (Ground Floor), Kolkata – 700 001

Phone: 2230-9601(3 Lines), 2243-7725

Telefax: 033-2213-1650

Website: www.nbi-india.co.in

E-Mail: nbifinance@ymail.com

CIN: L65923WB1936PLC065596

22nd February, 2019

To,
The Manager,
Listing Compliance Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Dear Sir/Madam,

Re: Postal Ballot Notice

Scrip Code:014019

NSE Symbol:NBIFIN

In continuation to our letter dated 12th February, 2019 and in terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Postal Ballot Notice dated 12th February, 2019 alongwith Postal Ballot Form being sent by the Company to its eligible shareholders through permissible mode for seeking consent by way of Special Resolution.

Further please note that the postal ballot notice will be published in the newspapers “Eastern Chronicle” (in English) and “Sukhabar” (in Bengali) on 23rd February, 2019 w.r.t. completion of dispatch of Postal Ballot Notice alongwith Postal Ballot Form to the eligible members.

Kindly take on record.

Thanking you,

Yours faithfully

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


(B.L. Gaggar)
Director
DIN: 00404123



Encl.: As stated

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@yahoo.com

Phone: 033-22309601-04, Fax: 033-22131650

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force or as may be enacted from time to time), and pursuant to other laws and regulations, if any, that the resolution appended below is proposed to be passed by the members of the Company through postal ballot:

To approve continuation of Directorship of Shri Bankat Lal Gaggar, Non-Executive-Non-Independent Director (Designated as Chairman) 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), Director of the Company (Non-Executive-Non-Independent Director, Designated as Chairman) who has attained the age of 75 years, i.e. on and from 1st April, 2019 till the expiry of his present term in the office of Director i.e. date of Annual General Meeting in 2020.”

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

By order of the Board

Sd/-

(Priyanka Mishra)

Company Secretary

ICSI Membership No.:A24082

Date: 12th February, 2019

NOTES:

1. The relative Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business of the Notice is annexed hereto and forms part of the Notice.
2. The Board of Directors of the Company has appointed Shri Mahesh Agrawal (Membership No.FCA060605), Practicing Chartered Accountant, to act as Scrutiniser, for conducting the Postal Ballot Process in a fair and transparent manner.
3. The cut-off date has been fixed as Friday, 15th February, 2019. Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, the 15th day of February, 2019 (cut-off date) will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 15th February, 2019.
4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, as amended read with the relevant rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the

Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through e-voting service facility arranged by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are appended herein below.

5. The Postal Ballot Notice alongwith the Postal Ballot Form is being sent to all the eligible members by permitted mode, alongwith a postage-prepaid self-addressed Business Reply Envelope. Members can also download Postal Ballot Form from the website of the Company i.e. www.nbi-india.co.in or may seek duplicate Postal Ballot Form by writing to the Company Secretary, N.B.I. Industrial Finance Co. Ltd., 21, Strand Road, Kolkata – 700001.
6. Members desiring to exercise their votes by physical postal ballot are requested to read the instructions printed overleaf on the enclosed Postal Ballot Form and return the duly completed and signed form in the enclosed self-addressed Business Reply Envelope not later than 5:00 P.M. (IST) on 24th March, 2019. Postage is borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. Please note, if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.
7. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Procedure for e-voting'
8. The members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall be considered and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. A member cannot exercise his vote by proxy on postal ballot.
10. The Scrutiniser will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be declared/announced by the Chairman or any other person authorised by him on or before 26th March, 2019 at the registered office of the Company at 21, Strand Road, Kolkata - 700001 and will also be informed to the Stock Exchange where the Company's equity shares are presently listed and shall also be displayed on the Company's website www.nbi-india.co.in alongwith the Scrutiniser's Report. The resolution, if passed by the members through postal ballot, shall be deemed to have been passed on 24th March, 2019 being the last date specified by the Company for receipt of duly completed Postal Ballot Forms, as if they have been passed at a general meeting of the members.
11. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days except Saturday from the date of dispatch of Notice until the last date for receipt of votes by postal ballot i.e. 24th March, 2019.

PROCEDURE FOR E-VOTING

The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for its members to enable them to cast their votes electronically instead of dispatching physical ballot form, through the e-voting platform provided by CDSL. The instructions for e-voting are as under:

In case of members receiving 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 resolution 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 Saturday, 23rd February, 2019 and will end at 5.00 P.M. on Sunday, 24th March, 2019. 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. Friday, 15th February, 2019, 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.

The Scrutiniser shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

As required by section 102 of the Companies Act, 2013 (the Act), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice alongwith the brief resume of the director as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2)

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect.

Shri Bankat Lal Gaggar (DIN:00404123) is a law abiding citizen of India born on 06.02.1941 and is having age above 75 years. He is a Non-Executive Non-Independent Director of the Company and is presently designated as Chairman of the Company.

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

No. of Board Meetings attended during the year

FY 2017-18: 6 (Six)

FY 2018-19: 6 (Six) upto date

Companies (other than this Company) in which he holds directorship and committee membership

Directorship

Jabalpur Multiplexes Pvt. Ltd.
India Paint & Commercial Co. Ltd.
The Laxmi Salt Co. Ltd.
Khemka Properties Pvt. Ltd.
Ragini Properties Pvt. Ltd.
Rajesh Vanijya Pvt. Ltd.
Ramgopal Holdings Pvt. Ltd.
Ramgopal Industries Pvt. Ltd.
Karmayog Properties Pvt. Ltd.
Shree Capital Services Ltd.
Sparton Growth Fund Pvt. Ltd.
Shreeman Investments Pvt. Ltd.
SCL Energy Ltd.
Tullika Investments Pvt. Ltd.

Committee Membership

Shree Capital Services Ltd.	Corporate Social Responsibility Committee	Member
	Nomination and Remuneration Committee	Member
	Audit Committee	Member

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

Corporate Social Responsibility Committee	Member
Stakeholders Relationship Committee	Chairman
Nomination and Remuneration Committee	Member

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 at 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.

N.B.I. INDUSTRIAL FINANCE COMPANY LIMITED

CIN: L65923WB1936PLC065596

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

Email: nbifinance@ymail.com, Website: www.nbi-india.co.in

Phone: 033-22309-601 (3 Lines), Fax: 033-2213-1650

POSTAL BALLOT FORM

Name of the member(s):

Registered Address:

Name of Joint-holder(s), if any:

Folio No./ DP ID/ Client ID:

No. of Equity Shares held:

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for resolution set out in the Postal Balot Notice dated 12th February, 2019 by assenting or dissenting to the said resolution by placing tick mark (✓) at the appropriate box below:

Sr. No.	Resolutions	For I/We assent to the resolution	Against I/We dissent to the resolution
1	Consent for continuation of Shri Bankat Lal Gaggar (DIN:00404123) as Non-Executive Non-Independent Director of the Company		

Place:

Signature of Share-holder

Date:

Note:

1. Please read the instructions printed overleaf carefully before filling this form. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutiniser is Sunday, the 24th March, 2019 upto 5.00 P.M. (IST).

GENERAL INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached postage prepaid self-addressed Business Reply Envelope. Postage is borne by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutiniser appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
4. The Postal Ballot Form should be signed by the Members as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar / Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
5. Consent / dissent must be accorded by placing a tick mark (✓) at the appropriate box.
6. The votes of a member will be considered invalid on any of the following grounds:
 - a) If the Postal Ballot Form has not been signed by or on behalf of the member;
 - b) If the member's signature does not tally;
 - c) If the member has marked his/her /its vote both for 'Assent' and 'Dissent' to the Resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - d) If the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - e) If the Postal Ballot Form is incomplete or incorrectly filled;
 - f) If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutiniser to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) If the form other than the one issued by the Company is used
7. Duly completed Postal Ballot Forms should reach the Scrutiniser on or before Sunday, 24th March, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutiniser not later than the specified date in Item No.7 above.
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Power of Attorney / Attested Specimen Signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney / Attested Specimen Signatures, should be mailed to the Scrutiniser at acamahesh@yahoo.co.in or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelopes would be destroyed by the Scrutiniser and the Company would not be able to act on the same.
11. A member need not use all the votes or cast all the votes in the same manner.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e. 15th February, 2019 (cut-off date).
13. The scrutiniser's decision on the validity of the postal ballot shall be final. Any query in relation to the Resolutions proposed to be passed through Postal Ballot may be sent to: The Company Secretary, N.B.I. Industrial Finance Co. Ltd., 21, Strand Road, Kolkata – 700 001 or email at: nbifinance@yahoo.com
14. Only a member entitled to vote is eligible to fill in the Postal Ballot Form and send it to the Scrutiniser, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.