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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 88th Annual General Meeting of N.B.I. Industrial Finance Company Limited held on Monday, 21st August 2023 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 88th Annual General Meeting (AGM) of the members of the Company held on Monday 21st August, 2023 at 10:30 A.M at 21, Stand Road, Kolkata - 700001.

1. The notice dated 9th June 2023 convening the 88th 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 21st August 2023.
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 88th 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 18th August 2023 (10.00 a.m.) to 20th August 2023 (5.00 p.m.)
- ii. The members of the Company as on the "cut off" date i.e. 14th August, 2023 were entitled to vote on the resolutions as set out in the notice of the 88th Annual General Meeting (AGM) of the Company.
- iii. The votes were unblocked on 22nd August 2023 at 11:10 a.m. in the presence of 2 witnesses, Mr Hitesh Mundhra 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 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:
50	2044216	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, 2023 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	2043655	99.97	558	0.03	-
Polling at AGM	3	-	-	-	-
TOTAL	2043658	99.97	558	0.03	-



Resolution No. 2: Ordinary Resolution

To declare Dividend on Equity Shares for the financial year ended 31st March 2023

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	2044213	100	-	-	-
Polling at AGM	3	-	-	-	-
TOTAL	2044216	100	-	-	-

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Shri Jagdish Prasad Mundra (DIN: 00630475), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment

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	2041255	99.86	2958	0.14	-
Polling at AGM	3	-	-	-	-
TOTAL	2041258	99.86	2958	0.14	-

Resolution No. 4: Ordinary Resolution

To fix remuneration of Statutory Auditors M/S Chaturvedi and Co., Chartered Accountants, (Firm Registration No 302137E) for the financial year ending 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	2041255	99.86	2958	0.14	-
Polling at AGM	3	-	-	-	-
TOTAL	2041258	99.86	2958	0.14	-



Resolution No. 5: Special Resolution

To approve reappointment of Mr Tapas Kumar Bhattacharya (DIN: 00711665) as a Non-Executive Independent Director 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	No. of Share
Remote E-voting	2041067	99.85	3146	0.15	-
Polling at AGM	3	-	-	-	-
TOTAL	2041070	99.85	3146	0.15	-

Resolution No. 6: Ordinary Resolution

To authorise the Board to enter into related party transactions where the total value of transactions with the related parties does not exceed ₹ 500 crores (Rupees Five Hundred Crores) in any financial year, for three financial years commencing from the financial year 2024-25.

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	2040802	99.83	3411	0.17	-
Polling at AGM	3	-	-	-	-
TOTAL	2040805	99.83	3411	0.17	-



Resolution No. 7: Ordinary Resolution

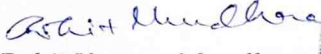
To appoint Ms. Sneha Agarwal a Practicing Company Secretary as Secretarial Auditor of the Company

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	2041067	99.85	3146	0.15	-
Polling at AGM	3	-	-	-	-
TOTAL	2041070	99.85	3146	0.15	-

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: 22.08.2023
UDIN: 23067469BGUSZU9816

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 11:10 A.M on 22nd August 2023.


Hitesh Mundhra
1 Jatindra Mohan Avenue
Kolkata - 700 006


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


Counter Signed By



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