



**Secretarial Compliance Report  
N.B.I. INDUSTRIAL FINANCE COMPANY LIMITED  
for the year ended 31<sup>ST</sup> March, 2023**

*[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

I, Sneha Agarwal, Practicing Company Secretary have examined:

- All the relevant documents and records made available to us and explanation provided by 'N.B.I. Industrial Finance Company Limited' ("the listed entity"),
- the fillings/submissions made by the listed entity to the stock exchange,
- website of the listed entity,
- any other documents/fillings, as may be relevant, which has been relied upon to prepare this certification,

**For the year ended 31<sup>st</sup> March, 2023 in respect of compliance with the provisions of :**

- the Securities and Exchange Board of India Act, 1992, ("SEBI Act") and the Regulations, circulations, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Shares based Employee Benefits) Regulations, 2014 ; **Not Applicable**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and 2018

and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

2: a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

| Sr No | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-------|---|---------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
|       | NA  | NA                        | NA         | NA              | NA             | NA                   | NA          | NA   | NA                  | NA      |

b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

| Sr No | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-------|---|---------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
|       |   |                           |            |                 |                |                      |             |  |                     |         |





SNEHA AGARWAL, B.Com(H), ACS

COMPANY SECRETARY JN WHOLE-TIME PRACTICE

**ANNEXURE-A**

**Additional affirmations ASCR**

| Sr. No. | Particulars   | Compliance status<br>(Yes/No/NA) | Observations<br>/Remarks<br>by PCS* |
|---------|---|----------------------------------|-------------------------------------|
| 1.      | <u>Secretarial Standard</u><br>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3   | Yes                              |                                     |
| 2.      | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations /circulars/guidelines issued by SEBI</li></ul>  | Yes                              |                                     |
| 3.      | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul> | Yes                              |                                     |
| 4.      | <u>Disqualification of Director:</u><br>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013   | Yes                              |                                     |
| 5.      | <u>To examine details related to Subsidiaries of listed entities:</u><br>(a) Identification of material subsidiary companies<br>(b) Requirements with respect to disclosure of material as well as other subsidiaries   | NA                               |                                     |
| 6.      | <u>Preservation of Documents:</u><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015   | Yes                              |                                     |
| 7.      | <u>Performance Evaluation:</u><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations  | Yes                              |                                     |



Address: 9/7 Kings Road, 3<sup>rd</sup> Floor, Howrah - 711101,  
☎ : (M) (0)9339070526, 9830706999 ✉ : Snehacs.450@gmail.com

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|-----|--|--|--|
| 8.  | <u>Related Party Transactions:</u><br>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions<br>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | Yes  |  |
| 9.  | <u>Disclosure of events or information:</u><br>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.   | Yes  |  |
| 10. | <u>Prohibition of Insider Trading:</u><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015   | Yes  |  |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u><br>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder          | The Company has been fined by NSE for delayed compliance of Regulation 23(9) of LODR for the half year ended 30 <sup>th</sup> September, 2020. The company has requested NSE to re-consider the levy as it feels there is no non compliance or delayed compliance by the company. The Company's representation is pending for disposal by NSE. |  |
| 12. | <u>Additional Non-compliances, if any:</u><br>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.  | NO   |  |



**Signature:**

**Name : Sneha Agarwal**

**ACS No. : 38284**

**CP No : 14914**

**Place : Kolkata**

**Date : 12.04.2023**

**UDIN : A038284E000077697**

**PEER REVIEW NO- 2479/2022**