N. B. I. INDUSTRIAL FINANCE COMPANY LIMITED

CIN No. : L66190WB1936PLC065596

Regd. Office : **HMP House, 4, Fairlie Place, 2nd Floor, Room No. 229, Kolkata - 700 001, West Bengal, India**

Phone : 033 2215 7830 | E-mail : nbifinance@ymail.com | www.nbi-india.co.in

NOTICE

NOTICE is hereby given that the **91st Annual General Meeting** of N.B.I. Industrial Finance Co. Ltd. will be held on **Friday, the 21st August, 2026 at 11:00 A.M.** at 21, Strand Road, Top floor, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare Dividend on Equity Shares for the financial year ended 31st March, 2026.

3. To consider and, if thought fit, to pass the following resolution, as a **Special 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.

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 re-appointment of directorship of Shri Bankat Lal Gaggar (DIN: 00404123) who has attained the age of seventy five years, as Non-Executive Non - Independent Director.

4. To consider and, if thought fit, to pass the following resolution, as a **Special 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 re-appointment.

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 re -appointment of directorship of Shri Jagdish Prasad Mundra (DIN: 00630475) who has attained the age of seventy five years, as Non-Executive Non - Independent Director.

5. To fix remuneration of Statutory Auditors M/s. R Kothari & Co LLP, Chartered Accountants, (Firm Registration No. 307069E), for the financial year ending 31st March, 2027 and, in this connection, to consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

"**Resolved that** the Board of Directors (including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard) be and is hereby authorised to fix the remuneration of Statutory Auditors M/s. R Kothari & Co LLP, Chartered Accountants, (Firm Registration No. 307069E), for the year ending 31st March, 2027 in consultation with the Auditors and reimbursement of out pocket expenses, if any, in addition thereto and taxes as applicable."

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass the following resolution, as a **Special Resolution:**

To re-appoint Shri Sundrapandiyapuram Pichumani Kumar as Manager and Chief Financial Officer of the Company 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 sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Shri Sundrapandiyapuram Pichumani Kumar be and is hereby re-appointed as Manager and Chief Financial Officer of the Company for a period of 2 (two) years commencing from 27th September, 2026 on the following remuneration with other terms and conditions as follows :

A	**SALARY:**	
	Basic Salary	Rs.1,32,890/- (Rupees One Lac Eleven Thousand Two Hundred Eighty only) per month.
B	**OTHERS:**	
i)	House Rent Allowance	28% of Basic Salary
ii)	Medical Allowance/Medical Reimbursement/ Conveyance Allowance	20% of Basic Salary
iii)	Leave Travel Assistance	Upto 15% of yearly Basic Salary payable once every year and accumulable upto 2 years at the option of the appointee.
iv)	Ex-gratia	10% of Yearly Basic Salary of previous financial year payable once every year.
v)	Contributory Provident Fund	Benefit of Contributory Provident Fund with Company's contribution being 12% of Basic salary.
C	**OTHER TERMS AND CONDITIONS:**	
i)	Board of Directors at its sole discretion may grant increments from time to time including arrears thereof.	
ii)	Gratuity as per provisions of the Payment of Gratuity Act, 1972	
iii)	Privilege & Other Leave as per Rules of the Company.	
iv)	Reimbursement of actual expenses incurred in connection with the Company's business and such other benefits / amenities and privileges as may, from time to time, be determined by the Board of Directors of the Company.	

FURTHER RESOLVED THAT in the event of there being no profit or inadequacy of profits for any financial year, Shri Sundrapandiyapuram Pichumani Kumar shall be entitled to the above remuneration as minimum remuneration subject however to the ceiling specified in Schedule V of the Act."

By Order of the Board of Directors
For **N. B. I. Industrial Finance Co. Ltd.**

Registered Office:
HMP House,
4, Fairlie Place,
2nd Floor, Room No. 229,
Kolkata – 700 001

Place: Kolkata

Date: 13th May, 2026

Ashish Kedia
Company Secretary & Compliance Officer
Membership No.: A69190

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Manager and Chief Financial Officer seeking re-appointment at this AGM is also annexed.

2. The details required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Directors Shri Bankat Lal Gaggar (DIN: 00404123) and Shri Jagdish Prasad Mundra (DIN: 00630475) seeking re-appointment at the 91st Annual General Meeting is also annexed.

3. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut- off date of Friday, 14th August, 2026**.

4. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 14th August, 2026 through e -mail at nbifinance@ymail.com to enable the company reply suitably during the AGM.

5. Pursuant to the provisions of the Act, a **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** The proxy form for the purpose is enclosed.

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A member may vote either for or against each resolution.

6. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code:

   a. For shares held in electronic form: to their Depository Participants (DPs)

   b. For shares held in physical form: to the Company/Registrar and Transfer Agent in the prescribed ISR Forms.

7. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities of listed entities can be processed only in dematerialized form. Further, pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities

certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. It may be noted that a service request can be processed only after the folio is KYC Compliant. Members can contact the Company or Company's Registrar and Transfer Agent (RTA) Maheshwari Datamatics Pvt. Ltd. (MDPL), for assistance in this regard.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and MDPL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to MDPL by submitting duly filled and signed Form ISR-1 and along with self-attested copies of supporting documents. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in physical form can submit their PAN details to MDPL.

9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA (MDPL), the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

11. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/135 dated August 4, 2023, read with master circular no. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MDPL in case the shares are held in physical form.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

14. The Board of Directors of the Company at its meeting held on Wednesday, May 13, 2026, recommended a dividend of Rs. 0.75 per equity share of Rs. 5/- each (15%). The dividend, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS').

15. Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government.

    Further attention of the Members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to the Unpaid Dividend Account of the Company.

    In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred all shares in respect of which dividend declared for the financial year 2016-17 has not been paid or claimed by the Members for 7 (seven) consecutive years or more. Members are advised to visit the website of the Company to ascertain details of shares transferred to IEPF Authority.

    The Company has transferred the unpaid or unclaimed dividends declared for the financial year 2016-17, to the Fund. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website of the Company and the same can be accessed through the link: http://www.mca.gov.in.

    Members who have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2018 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of the dividend/shares to the Fund/IEPF Authority.

    Members/Claimants whose shares, unclaimed dividend, sales proceeds of fractional shares etc. have been transferred to the IEPF Authority or the Fund, as the case may be, may claim the shares or apply for the refund by making an application to the IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time.

    The details of dividend declared by the Company and last date of their transfer in the IEPF are given hereunder:

Year	**Type of Dividend**	**Dividend per share of Rs.5/- (Rs)**	**Date of declaration of Dividend**	**Dividend amount unpaid as on 31.03.2026** (Rs)	**Last date for transfer of unpaid dividend in Investor Education and Protection Fund**
2022-23	Final	0.40	21-08-2023	98,855.40	20-09-2030
2023-24	Final	0.50	16-08-2024	1,25,135.50	15-09-2031
2024-25	Final	0.50	22-08-2025	13,375.50	21-09-2032

16. Members are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.

17. Maheshwari Datamatics Pvt. Ltd. (MDPL) is acting as Registrar and Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to the RTA at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001.

18. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2025-26 will also be available on the website of the Company viz. www.nbi-india.co.in

19. Route Map to the venue of the Annual General Meeting is provided at the end of the Notice.

20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

    For this purpose, the Company has entered into an agreement with **Central Depository Services (India) Limited (CDSL)** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL. The **ISIN** of the Company is **INE365I01020**

21. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). Members who have acquired shares after the dispatch of the Notice of the AGM and before the book closure may approach the Company/RTA for issuance of the User ID and Password for exercising their right to vote by electronic means. The **e-voting period will commence at 10.00 A.M. on Tuesday, 18th August, 2026 and will end at 5.00 P.M. on Thursday, 20th August, 2026.** The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and through ballot paper during the AGM) shall be in proportion to their share of the paid- up equity share capital of the Company as on the cut-off date.

22. The Board of Directors has appointed Mr. Rohit Kumarr Mundhra, Practicing Chartered Accountant (Membership No. 067469), partner of M/s. ASRM & Co. (Firm Registration No. 328024E) to act as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner. Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter. The facility for voting through ballot paper shall be made available at the AGM and the members as on the **"cut-off date" i.e. 14th August, 2026,** attending the meeting who have not cast their vote by e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

23. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-Voting from the e-Voting system and make, not later than two working days from the conclusion of the Meeting, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The Chairman or the person authorised by him in writing shall forthwith on receipt of the Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.nbi-india.co.in and shall also be communicated to the Stock Exchanges where the Company is listed, i.e., National Stock Exchange of India Ltd.

24. Subject to the receipt of requisite number of votes, the Resolution forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Friday, August 21, 2026.

25. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

26. Record Date and Dividend:

The Company has fixed the Record Date as Friday, August 14, 2026, for payment of dividend, subject to approval of Shareholders at the forthcoming 91st Annual General Meeting (AGM). The dividend of Re 0.75 per equity share of Rs. 5 each (15%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Monday, August 24, 2026, as under:

(i) To all the Beneficial Owners as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form as at the end of the day on Friday, August 14, 2026; and

(ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid requests with respect of transmission/ transposition of shares lodged with the Company as of the close of business hours on Friday, August 14, 2026.

SEBI vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023), has mandated that with effect from April 1, 2024, dividend to Shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

27. To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA – MDPL:

a. Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with PIN code, and the following details relating to the bank account in which the dividend is to be received:
   i. Name of Bank and Bank Branch;
   ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
   iii. 11-digit IFSC Code; and

iv. 9-digit MICR Code.

b. Original copy of cheque bearing the name of the Member or first holder, in case shares, are held jointly;
c. Self-attested copy of the PAN Card of all holders;
d. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;
e. Form ISR-2 duly filled and signed. The signature of holders should be attested by the Bank Manager; and
f. Form SH-13 – Nomination form of ISR-3 – to opt out from Nomination (optional).

The above Investor Service Request Forms (ISR) are available at RTA's website at https://www.mdpl.in/downloads.php

28. TDS ON DIVIDEND:

In accordance with the provisions of the Income-tax Act, 2025 (**'the Act'**), and the Rules framed thereunder, dividend paid or distributed by a company shall be taxable in the hands of shareholders and the Company is required to deduct tax at source ('TDS') from dividend payable to the shareholders at the applicable rates.

Dividend will be paid after deducting tax at source as under:

Sr. No.	Particulars	Rate of TDS
1.	Resident individual shareholders receiving dividend up to ₹ 10,000/-	Nil
2.	Resident individual shareholders in cases where duly filled up and signed Form 121 along with self-attested copy of the PAN card is submitted	Nil
3.	Other resident shareholders in case copy of valid PAN is provided/available	10%
4.	Resident shareholders if copy of PAN is not provided / not available/ PAN is not linked with Aadhaar	20%
5.	Non-resident shareholders in case the relevant documents are submitted	TDS rate will be determined basis on the documents submitted
6.	Non-resident shareholders in case the relevant documents are not submitted	20% (plus applicable surcharge and cess)
7.	Submission of self-attested copy of the valid certificate issued under Section 395 of the Act	Lower/ NIL rate

Issuance of Securities in dematerialized form in case of Investor Service Requests

We request the holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e. M/s. Maheshwari Datamatics Pvt Ltd:

Sr. No.	Particulars	Please furnish details in
1	PAN	Form No.: ISR-1
2	Address with PIN Code	
3	Email address (Optional w.e.f. 1st April, 2023)	
4	Mobile Number	
5	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6	Demat Account Number	
7	Specimen Signature	Form No.: ISR-2
8	Nominee details	Form No.: SH-13
9	Declaration to opt out of nomination	Form No.: ISR-3
10	Cancellation or Variation of Nomination	Form No.: SH-14
11	Request for issue of Securities in dematerialized form in case of: i) Issue of duplicate securities certificate ii) Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account iii) Replacement/Renewal / Exchange of securities certificate iv) Endorsement v) Sub-division / Splitting of securities certificate vi) Consolidation of securities certificates/folios vii)Transposition viii)Change in the name of the holder	Form No.: ISR-4
12	Transmission	Form No.: ISR-5

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along-with the Form ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the Company at: http://www.nbi-india.co.in/profile.shtml and from the website of the RTA at https://www.mdpl.in/

Mode of submission of form(s) and documents

a. **Submitting Hard copy through Post/Courier etc.**

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road (5th Floor)
Kolkata – 700 001

b. **Through Electronic Mode with e-sign**

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to compliance@mdplcorporate.com

c. **Submitting Hard copy at the office of the RTA**

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy (ies) of such documents with IPV (In Person Verification) stamping with date and initials shall be retained for processing.

Mandatory Self-attestation of the documents

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder(s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents unless otherwise prescribed in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder.

E-sign

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e Sign user. The holder/claimant may approach any of the empanelled e Sign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (https://cca.gov.in/) for the purpose of obtaining an e-sign.

PROCEDURE FOR E-VOTING

The instructions for e-voting are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The e-voting period will commence at 10.00 A.M. on Tuesday, 18th August, 2026 and will end at 5.00 P.M. on Thursday, 20th August, 2026.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is

securities in demat mode with **NSDL Depository**	launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 22 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

A) Login method for remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Individual shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN of **N.B.I. INDUSTRIAL FINANCE CO. LTD.** on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

<u>Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only</u>

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

nbifinance@ymail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

<u>PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES</u>

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under item No. 6 of the accompanying Notice:

Item No. 6 – Re-appointment of Mr. Sundrapandiyapuram Pichumani Kumar as Manager and Chief Financial Officer of the Company

Pursuant to the provisions of sections 196, 197 and 203 read with Rules framed thereunder and Schedule V of the Act, every listed public company is required to have whole-time key managerial personnel.

Shri Sundrapandiyapuram Pichumani Kumar was re-appointed as Manager and Chief Financial Officer of the Company w.e.f. 27th September, 2019 for a period of five (5) years upto 26th September, 2024 and was again re-appointed for a further period of two (2) years upto 26th September, 2026 on the remuneration which was in conformity with the provisions of the Companies Act, 2013 and approved by the members at the Annual General Meeting held on 14th September, 2019 and 16th August, 2024 respectively. The Board of Directors has extended his term as Manager and Chief Financial Officer of the Company for a further period of 2 (two) years with effect from 27th September, 2026 at its meeting held on 13th May, 2026 on the revised remuneration with other terms and conditions remaining unchanged subject to approval of the members at the ensuing AGM.

Shri Sundrapandiyapuram Pichumani Kumar is a Commerce Graduate and an MBA. He was born on 05th August, 1958 and shall attain the age of 70 years during his tenure of appointment. He has over three decades of experience of working in Finance, Taxation and Corporate Management and has appropriate skill, knowledge and experience in the business carried on by the Company. Shri Kumar is not disqualified from being re-appointed as Manager and Chief Financial Officer of the Company in terms of Section 196 of the Companies Act, 2013 and the rules framed there under.

The Board recommends the resolution as a Special Resolution, as the appointee shall attain the age of 70 years during his tenure, for approval by the Members as set out in the Notice convening the Meeting.

The terms and conditions of re-appointment of the above Manager and Chief Financial Officer shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

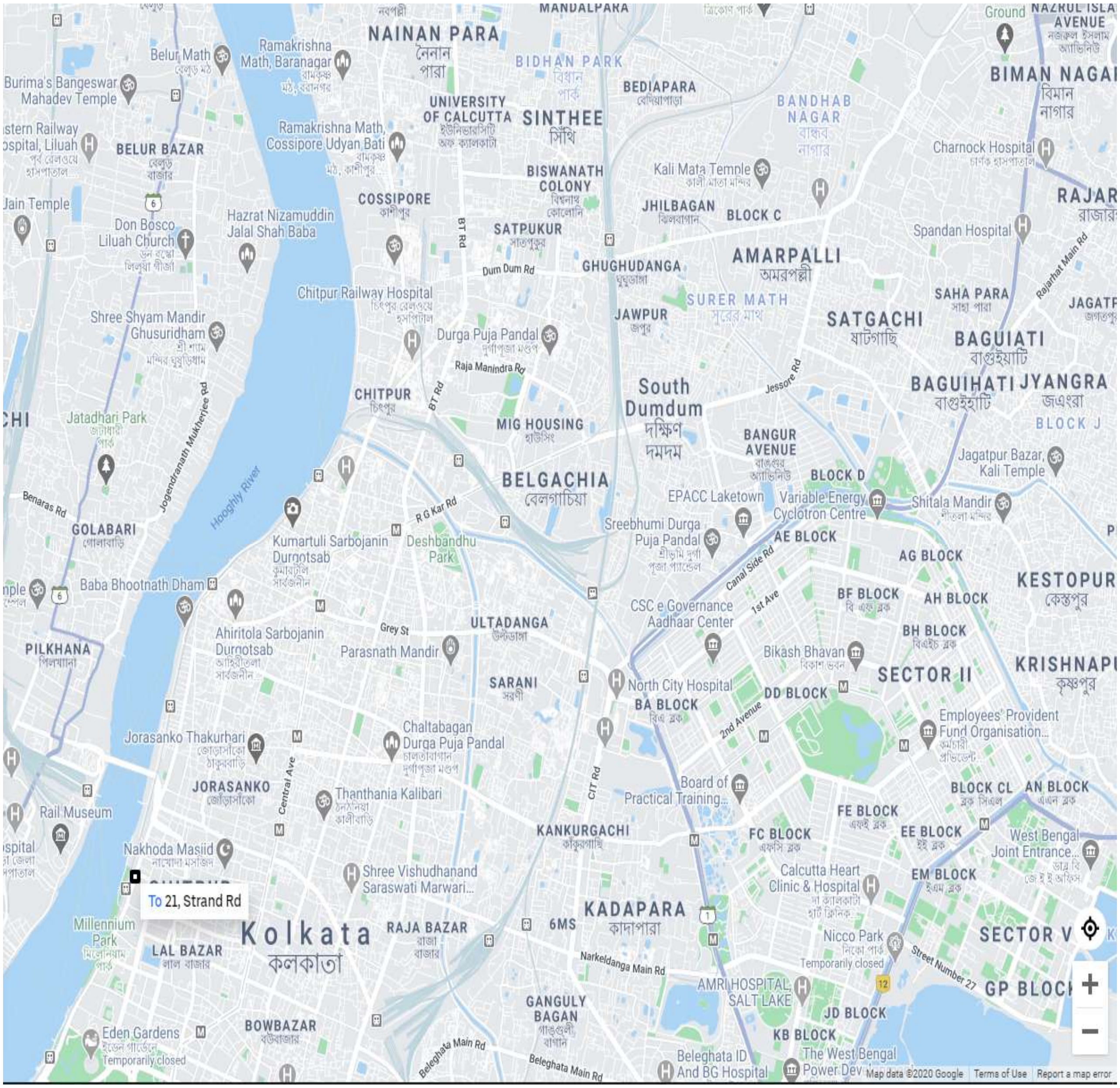
Shri Sundrapandiyapuram Pichumani Kumar is concerned in the Resolution of the accompanying Notice relating to his own re-appointment as Manager and Chief Financial Officer. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution. He does not hold any shares in the Company.

Annexure of detail of Director seeking re-appointment at the Ninety-first (91st) Annual General Meeting to be held on Friday, August 21, 2026 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings are as follows:

Name of the Director	**Shri Bankat Lal Gaggar**
Director Identification Number (DIN)	00404123
Date of Birth & Age	February 06, 1941 85 Years
Nationality	Indian
Date of Appointment/re-appointment	16th August, 2024
Qualification	Bachelor of Commerce and Law Graduate.
Expertise in specific functional area	Accounts, Finance and Corporate Management.
Remuneration details	None except sitting fee for attending meetings of the Board and Committees thereof.
Directorships in other listed companies	None
Memberships/Chairmanships of Committees in other listed companies (Includes only Audit & Stakeholders' Relationship Committee)	None
No. of shares held in the Company	NIL
Directorships in other companies	1) Fairhawk Infra & Trading Private Limited 2) India Paint & Commercial Co Ltd. 3) Jabalpur Multiplexes Private Limited 4) Karmayog Properties Private Limited 5) Khemka Properties Private Limited 6) Ragini Properties Private Limited 7) Rajesh Vanijya Private Limited 8) Ramgopal Holdings Private Limited 9) Ramgopal Industries Private Limited 10) Rivaansh Tradecomm Private Limited 11) SCL Energy Private Limited 12) Shree Capital Services Limited 13) Shreecap Merchandise Private Limited 14) Sparton Growth Comtrade Private Limited 15) Survabhoomi Comtrade Private Limited 16) The Laxmi Salt Company Limited
Relationship with other Directors and Key Managerial Personnel	None

Name of the Director	**Shri Jagdish Prasad Mundra**
Director Identification Number (DIN)	00630475
Date of Birth & Age	September 18, 1944 82 Years
Nationality	Indian
Date of Appointment/re-appointment	22nd August, 2025
Qualification	Law Graduate and an MBA.
Expertise in specific functional area	Shri Jagdish Prasad Mundra has vast experience in Accounts, Finance, Taxation, Secretarial and Corporate Management.
Remuneration details	None except sitting fee for attending meetings of the Board and /or Committees thereof.
Directorships in other listed companies	None
Memberships/Chairmanships of Committees in other listed companies (Includes only Audit & Stakeholders' Relationship Committee)	None
No. of shares held in the Company	NIL
Directorships in other companies	1) Aqua Infra Projects Limited 2) Ishika Infra & Trade Private Limited 3) Karmayog Properties Private Limited 4) Ragini Properties Private Limited 5) Raipur Cement Company Private Limited 6) Raipur Handling and Infrastructure Private Limited 7) Ram Balaji Industries Limited 8) Ramgopal Industries Private Limited 9) Rivaansh Tradecomm Private Limited 10) SCL Energy Private Limited 11) Shree Cement East Private Limited 12) Sparton Growth Comtrade Private Limited 13) Suryadewata Properties Private Limited 14) The Didwana Investment Company Limited 15) The Kamla Company Limited 16) The Venktesh Company Private Limited
Relationship with other Directors and Key Managerial Personnel	None

Route Map for venue of the AGM:



FORM NO. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN: L66190WB1936PLC065596
Name of the Company: N.B.I. Industrial Finance Co. Ltd.
Registered Office: HMP House, 4, Fairlie Place, 2nd Floor, Room No. 229, Kolkata – 700 001
Website: www.nbi-india.co.in, Email: nbifinance@ymail.com
Phone: 033-2215-7830

Name of the member(s):	
Registered address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	No. of Shares:

I/We, being the member(s) of the above named company, hereby appoint:

1. Name:
   Address:
   E-mail ID:
   Signature:_______________ or failing him
2. Name:
   Address:
   E-mail ID:
   Signature:_______________ or failing him
3. Name:
   Address:
   E-mail ID:
   Signature:_______________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 91st Annual General Meeting of the Company to be held on Friday, the 21st day of August, 2026 at 11:00 A.M. at 21, Strand Road, Top floor, Kolkata – 700 001 or any adjournment thereof in respect of such resolutions as are indicated below –

Resolution No.	Description	For	Against
1	Adoption of Financial Statements and Reports of Board & Auditors thereon for the financial year ended 31st March, 2026.		
2	Declaration of Dividend on Equity share of face value Rs 5/- each for the Financial year ended 31st March, 2026 @Rs. 0.75 per share as recommended by the Board.		
3	Re-appointment of Shri Bankat Lal Gaggar (DIN:00404123) as Director retiring by rotation.		
4	Re-appointment of Shri Jagdish Prasad Mundra (DIN: 00630475) as Director retiring by rotation.		
5	Authorising the Board (including the Audit Committee thereof) to fix the remuneration of Statutory Auditors M/s R Kothari & Co LLP, for the financial year ending 31st March, 2027.		
6	Re-appointment of Mr. Sundrapandiyapuram Pichumani Kumar as Manager and Chief Financial Officer of the Company.		

____
Signature of Proxy

Signed this…………day of ………………, 2026

Affix Revenue Stamp

Signature of Share-holder(s)

Note: The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

N. B. I. INDUSTRIAL FINANCE COMPANY LIMITED

CIN No. : L66190WB1936PLC065596

Regd. Office : **HMP House, 4, Fairlie Place, 2nd Floor, Room No. 229, Kolkata - 700 001, West Bengal, India**

Phone : 033 2215 7830 | E-mail : nbifinance@ymail.com | www.nbi-india.co.in

ATTENDANCE SLIP

91st Annual General Meeting on Friday, the 21st August, 2026

Name of the Shareholder ____

Address ____

Folio No. ____________________ DP ID ________________ Client ID __________

No. of shares held ______________

Name of Proxy Holder / Authorised Representative:

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 91st Annual General Meeting of the Company on Friday, the 21st August, 2026 at 11:00 A.M. at 21, Strand Road, Top floor, Kolkata – 700 001 or any adjournment thereof.

____

Signature of the shareholder(s)/Proxy(s)

Notes:

1. Shareholder/Proxy(s) are requested to bring the attendance slips with them when they come to the meeting and handover the same at the entrance after affixing their signatures on them.

2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company at least 48 hours before the meeting.