

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@ymail.com
Phone: 033-22309601-04, Fax: 033-22131650

NOTICE

NOTICE is hereby given that the 86th Annual General Meeting of N.B.I. Industrial Finance Co. Ltd. will be held on Thursday, the 23rd September, 2021 at 10.30 A.M. at 21, Strand Road , 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 year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. 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.
3. To fix remuneration of Statutory Auditors M/s D.K. Chhajer & Co., Chartered Accountants, having Firm Registration No.304138E, for the financial year ending 31st March, 2022 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 of the Company be and is hereby authorised to fix the remuneration of Statutory Auditors M/s D. K. Chhajer & Co. for the year ending 31st March, 2022 in consultation with the Auditors and reimbursement of out pocket expenses, if any, in addition thereto and taxes as applicable.”

SPECIAL BUSINESS:

4. To confirm appointment of Smt. Priyanka Mohta (DIN: 08853818), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time), consent of the members be and is hereby accorded to the appointment of Smt. Priyanka Mohta (DIN: 08853818), who has consented to act as an Independent Director and submitted a declaration that she meets the criteria of independence as provided in section 149(6) of the said Act and who is eligible for appointment, as an Independent Director to hold office for a term of 5(Five) consecutive years from 29th September, 2020, not liable to retire by rotation.”

5. To approve continuation of Directorship of Shri Jagdish Prasad Mundra (DIN: 00630475), Non-Executive Non-Independent Director who has already attained the age of 75 years 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 Jagdish Prasad Mundra (DIN: 00630475), (Non-Executive-Non-Independent Director) who has already attained the age of 75 years, as long as he continues in the office of Director of the Company on the existing terms."

6. To authorise the Board to make donations to bona fide charitable and other funds and in this connection to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of all earlier resolutions passed in this behalf and in connection therewith, pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to contribute to bona fide charitable and other funds such sums as may be decided by the Board of Directors from time to time in excess of the limit specified in the said section so however that the aggregate sums so contributed shall not exceed Rupees One Crore in any financial year, effective from the financial year 2021-22."

7. To authorise the Board to enter into related party transactions and in this regard to consider and if thought fit, to pass, with or without modifications(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended upto date (and pursuant to the consent of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings), consent of the members of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its power, including the powers conferred by this Resolution) to enter into related party transactions / arrangements / contracts (including any other transfer of resources, services or obligations) in respect of purchase and/or sale of assets / investments / stock-in-trade / other assets including leasing of office space or rendering of services so however that the total value of transactions with the related parties does not exceed ₹100 crores (Rupees One Hundred Crore) in any financial year as set out in the explanatory statement annexed to the notice convening this meeting, for three financial years commencing from the financial year 2021-22.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board to do all such acts, deeds, matters and things as may be necessary,

expedient or desirable including any negotiation / renegotiation / modification / ratification / amendments to or termination thereof, of the subsisting arrangements / transactions / contracts or any future arrangements / transactions / contracts and to make or receive / pay monies or to perform all other obligations in terms of such arrangements / transactions / contracts with the related parties as the Board may deem desirable in the interest of the Company.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and execute such contracts, agreements, documents and writings and to delegate any part of the authority herein to any Committee or director or officer of the Company and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company."

8. To appoint Shri Mukesh Chaturvedi a Practicing Company Secretary as Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Shri Mukesh Chaturvedi (CP No.3390), a Secretary in Whole-time Practice (CSP), be and is hereby appointed as the Secretarial Auditor of the Company in terms of the provisions of Section 204 of the Companies Act, 2013 to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board and agreed to by him."

Registered Office:
21, Strand Road,
Kolkata – 700 001
Date: 14th August, 2021

By order of the Board

(S P Kumar)
Manager & CFO

NOTES:

1. 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 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. A PROXY FORM FOR THE MEETING IS ENCLOSED. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT 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.
2. Members of the Company had approved the appointment of M/s D.K. Chhajjar & Co., Chartered Accountants, as Statutory Auditors of the Company for five consecutive years at the 82nd Annual General Meeting (AGM) which is valid till 87th AGM of the Company. Members are required to fix remuneration of the said auditors for the financial year ending 31st March, 2022 and are requested in this connection to authorise the Board to fix the remuneration in consultation with the Auditors as per proposed resolution in the Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 16th September, 2021 to 23rd September, 2021 (both days inclusive).
4. Pursuant to provisions of Section 124 of the Companies Act, 2013 and rules framed there under the Company has transferred the total amount of dividend which remained unpaid or unclaimed for the year 2016-17 to the Unpaid Dividend Account of the Company. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28.09.2020 (date of last Annual General Meeting) on the website of the Company (www.nbi-india.co.in) as well as on the website of the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 124 of the Companies Act, 2013 the Company is required to transfer the dividends which have remained unpaid or unclaimed for a period of seven consecutive years or more to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The members who have not yet encashed the dividend warrant(s) for the year 2016-17 (Final Dividend) are requested to approach the Company with their warrants for issue of fresh warrants.

The details of unpaid dividend and last date of transfer to IEPF are given hereunder:

Year	Type of Dividend	Dividend per share of ₹ 10/- (₹)	Date of declaration of Dividend	Dividend amount unpaid as on 31.03.2021 (₹)	Last date for transfer of unpaid dividend in Investor Education and Protection Fund
2016-17	Final	1/-	15.09.2017	165,953	21.10.2024

5. Members are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Maheshwari Datamatics Pvt. Ltd. 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.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agent (RTA), Maheshwari Datamatics Pvt. Ltd. (MDPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares and for ease of portfolio management. The Company has made arrangements with NSDL and CDSL to offer facility of dematerialisation of securities to its shareholders. The ISIN allotted by the depositories to the Company is – INE365I01020. Members may contact their Depository Participant for assistance in this regard.
10. Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the details of such folios together with the share certificates to RTA, for consolidation into single folio.
11. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2020-21 will also be available on the website of the Company viz. www.nbi-india.co.in
12. Route Map to the venue of the Annual General Meeting is provided at the end of the Notice.
13. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 16th September, 2021, i.e. the date of commencement of book closure are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report 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 Monday, 20th September, 2021 and will end at 5.00 P.M. on Wednesday, 22nd September, 2021. The Company has appointed Mr. Mahesh Agrawal, Practicing Chartered Accountant, to act as the Scrutiniser, for conducting the scrutiny of the

votes cast. 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. 16th September, 2021, 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.

14. Registers required under section 170 and 189 of the Companies Act, 2013 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.

PROCEDURE FOR E-VOTING

The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL. The instructions for e-voting are as under:

Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/ LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders**

- 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 Shareholders holding shares in Demat Form other than individual 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) 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 as mentioned in instruction.

- 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.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body

Resolution / Authorization 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), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 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) to RTA.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

- MEMBERS HAVING QUERIES TO MAKE ON ACCOUNTS AT THE AGM ARE REQUESTED TO SEND THE SAME TO THE COMPANY WELL IN ADVANCE SO AS TO REACH THE COMPANY AT LEAST ONE WEEK PRIOR TO THE DATE OF AGM TO ENABLE THE ANSWERS TO BE KEPT READY.

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

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 8 of the accompanying Notice:

Item No.4 – Confirmation of Appointment of Smt. Priyanka Mohta (DIN: 08853818), as an Independent Director for a term of five years

Pursuant to the provisions of section 149 of the Act read with Rule 4 of Companies (Appointment & Qualification of Directors) Rules, 2014, the Board on recommendation of the Nomination and Remuneration Committee appointed Smt. Priyanka Mohta (DIN: 08853818) as an Independent Director on the Board with effect from 29th September, 2020 for a consecutive period of five years not liable to retire by rotation subject to members' approval which is now being sought.

Smt. Priyanka Mohta has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment as Independent Director. In the opinion of the Board, Smt. Priyanka Mohta fulfils the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and that the director is independent of the management.

The terms and conditions of appointment of the above Director 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.

A brief profile of the Independent Director is given below:

Smt. Priyanka Mohta daughter of Shri Jitendra Pachisia, aged about 31 years, is a Commerce Graduate and a Associate Member of the Institute of Company Secretaries of India. She has more than 5 years of experience of working as Company Secretary in mid sized Companies. She does not hold directorship in any other Company.

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.

Smt. Priyanka Mohta is concerned in the Resolution of the accompanying Notice relating to her own appointment. No other Director of the Company or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the resolution, financially or otherwise.

Item No.5 – Continuation of Directorship of Shri Jagdish Prasad Mundra (DIN: 00630475), Non-Executive Non-Independent Director

Shri Jagdish Prasad Mundra (DIN: 00630475) is a law abiding citizen of India born on 18.09.1944. He is above 75 years of age. He is a Non-Executive Non-Independent Director of the Company.

Members had approved his continuation in the office of Director vide Special Resolution dated 14th September 2019 which is valid till this AGM.

Mr. Mundra is a Law Graduate and an MBA. He joined the Company's Board in 2012 and has appropriate skill, knowledge and experience in Corporate Management and also in the business carried on by the Company. The continuation of Shri Mundra as director on the Board of the Company is considered desirable keeping in view his vast experience, expertise and guidance being given by him to the Board and the Company from time to time. Shri Mundra has given a declaration that he is not disqualified from being re-appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and rules framed there under.

Disclosure of relationship between directors inter-se

Not related

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

Directorship

Aqua Infra Projects Ltd.

Karmayog Properties Pvt. Ltd.

Newa Investments Pvt. Ltd.

Ragini Properties Pvt. Ltd.

Raipur Cement Company Pvt. Ltd.

Raipur Handling & Infrastructure Pvt. Ltd.

Ram Balaji Industries Ltd.

Ramgopal Industries Pvt. Ltd.

SCL Energy Pvt. Ltd.

Shree Cement East Pvt. Ltd.

Sparton Growth Fund Pvt. Ltd.

Suryadewata Properties Pvt. Ltd.

The Didwana Investment Co. Ltd.

The Kamla Company Ltd.

The Venktesh Co. Ltd.

Western India Commercial Co. Ltd.

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

Corporate Social Responsibility Committee	Member
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Stakeholders Relationship Committee	Member
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Audit Committee	Member
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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 Jagdish Prasad Mundra 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.

Item No.6 – Authority to Board to make donations to bona fide charitable and other funds

Section 181 of the Companies Act, 2013, inter alia, provides that any amount contributed to any bona fide charitable and other funds, the aggregate of which, in any financial year, exceeds five percent of the Company's average net profits for the three immediately preceding financial years needs prior approval of the members of the Company. The Company is sometimes required to contribute to bonafide charitable and other funds as part of discharge its social responsibilities for the benefit of the public at large.

The resolution set out in the Notice is an enabling one and is meant to authorise the Board of Directors of the Company to contribute to bona fide Charitable and other funds such sums as may be decided by the Board of Directors from time to time commencing from the financial year 2021-22 so however that the sums so contributed in total shall not exceed Rupees One Crore in any financial year.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the Resolution.

Item No.7 – Authority to the Board to enter into Related Party Transactions

The provisions of Section 188(1) of the Companies Act, 2013 (the Act) that govern the related party transactions require a company to obtain prior approval of the Board of Directors and in case the value of transactions pertaining to sale and/or purchase of goods or services or leasing of the property amount to 10% or more of the turnover of the Company and/or in case of other transactions 10% or more of the turnover or in case of sale or purchase of property 10% or more of the net worth of the Company, the prior approval of shareholders by way of a resolution is required.

Accordingly, in the interest of the Company and its shareholders, the Board of your Company, on the recommendation of the Audit Committee has authorised transactions upto certain limits that the Company may enter into with the related parties in any financial year commencing from the financial year 2021-22 and thereafter subject to members' approval.

The proposed resolution is only an enabling resolution which seeks to authorise the Board to undertake unforeseen transactions with the associate companies / related parties which are not in the ordinary course of business.

Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules, 2014 is as under:

Sr. No.	Name of the Related Party / Associate	Name of the Director or KMP who is related or may be deemed to be related	Nature and material terms of transactions	Aggregate maximum monetary value of the contract or arrangement per financial year
1	Asish Creations Pvt. Ltd.	Shri S P Kumar	Transactions / arrangements / contracts (including any transfer of resources, services or obligations) in respect of purchase and/or sale of investments / stock-in-trade / other assets including leasing of office space or rendering of services	Aggregate limit of Rs. 100 crore (Rupees One Hundred Crore) for all these Companies, severally and/or jointly
2	Digvijay Finlease Ltd.	Shri Ashok Bhandari		
3	Karmayog Properties Pvt. Ltd.	Shri B L Gaggar & Shri J P Mundra		
4	Mannakrishna Investments Pvt. Ltd.	Shri S P Kumar		
5	Newa Investments Pvt. Ltd.	Shri J P Mundra		
6	Ragini Finance Ltd.	Shri Ashok Bhandari		
7	Rajesh Vanija Pvt. Ltd.	Shri B L Gaggar		
8	SCL Energy Pvt. Ltd.	Smt Riya Puja Jain, Shri B L Gaggar & Shri J P Mundra		
9	Shree Capital Services Ltd.	Shri Ashok Bhandari & Shri B L Gaggar		
10	The Didwana Investment Co. Ltd.	Shri J P Mundra		
11	The Venktesh Co. Ltd.	Shri J P Mundra		
12	The Laxmi Salt Co. Ltd.	Shri B L Gaggar		
13	Western India Commercial Co. Ltd.	Shri J P Mundra & Shri T K Bhattacharya		

Any other information relevant or important for the members to take a decision on the proposed resolution: **NIL**

The Board of Directors recommends to the members their approval for the same by way of an Ordinary Resolution.

None of the Directors and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.7 of the Notice except to the extent of their directorship/ share-holding / employment in the Company / Companies or Associate / Group Company / Companies, if any.

Item No.8 – Appointment of Secretarial Auditor

The Company has to have its secretarial audit conducted for the fiscal 2022 and for the purpose the Company is required to appoint a Secretary in Whole-time Practice (CSP) as Secretarial Auditor.

Shri Mukesh Chaturvedi (CP No.3390), a Secretary in Whole-time Practice (CSP) has consented to act as Secretarial Auditor of the Company in terms of Section 204 of the Act to hold office till the conclusion of the next Annual General Meeting on such remuneration as the Board of Directors may determine and agreed to by him.

The Board recommends the resolution for approval by the Members as set out in the Notice convening the Meeting.

Shri Mukesh Chaturvedi is concerned in the Resolution of the accompanying Notice relating to his own appointment. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Details of the Director seeking re-appointment at the Eighty Sixth Annual General Meeting to be held on Thursday, September 23, 2021 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as follows:

Name of the Director	Shri Jagdish Prasad Mundra
Date of Birth & Age	September 18, 1944 77 Years
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.
Directorships in other listed companies	Yes – Western India Commercial Co. Ltd.
Memberships of Committees in other listed companies (Includes only Audit & Stakeholders' Relationship Committee)	Stakeholders' Relationship Committee – Chairman
No. of shares held in the Company	NIL
Directorships in other companies	- Aqua Infra Projects Ltd. - Karmayog Properties Pvt. Ltd. - Newa Investments Pvt. Ltd. - Ragini Properties Private Ltd. - Raipur Cement Company Pvt. Ltd. - Raipur Handling & Infrastructure Pvt. Ltd. - Ram Balaji Industries Ltd - Ramgopal Industries Pvt. Ltd - SCL Energy Pvt. Ltd - Shree Cement East Pvt. Ltd. - Sparton Growth Fund Private Ltd. - Suryadewata Properties Pvt. Ltd. - The Didwana Investment Co. Ltd. - The Kamla Company Ltd. - The Venktesh Co. Ltd. - Western India Commercial Co. Ltd.
Relationship with other Directors and Key Managerial Personnel	NIL

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: L65923WB1936PLC065596

Name of the Company: N.B.I. Industrial Finance Co. Ltd.

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

Website: www.nbi-india.co.in

Email: nbifinance@ymail.com

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

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 86th Annual General Meeting of the Company to be held on Thursday, the 23rd day of September, 2021 at 10.30 A.M. at 21, Strand Road, Kolkata – 700 001 or any adjournment thereof in respect of such resolutions as are indicated below :

Resolution	Description	For	Aganst
1	Adoption of Financial Statements and Reports of Board & Auditors thereon for the financial year ended 31 st March, 2021.		
2	Re-appointment of Shri Jagdish Prasad Mundra as Director retiring by rotation.		
3	Authorising the Board to fix the remuneration of Statutory Auditors M/s D.K. Chhajer & Co. for the financial year ending 31 st March, 2022.		
4	Confirmation of appointment of Smt. Priyanka Mohta as an Independent Director of the Company.		
5	To approve continuation of Directorship of Shri Jagdish Prasad Mundra who has already attained the age of 75 years.		
6	Authorising the Board to make donations to <i>bona fide</i> charitable and other funds upto Rs. 1 crore.		
7	Authorising the Board to enter into Related Party Transactions commencing from financial year 2021-22		
8	Appointment of Shri Mukesh Chaturvedi as the Secretarial Auditor for the financial year ending 31 st March, 2022.		

Affix
Revenue
Stamp

Signature of Proxy

Signed this day of 2021

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 Co. Ltd.

Registered Office: 21, Strand Road, Kolkata 700 001

CIN: L65923WB1936PLC065596

Website: www.nbi-india.co.in

Email: nbifinance@ymail.com

Phone: 033-22309601-03, Fax: 033-22131650

ATTENDANCE SLIP

86th Annual General Meeting on Thursday, the 23rd September, 2021

Name of the Shareholder _____

Address _____

Folio No. _____ DP ID _____ Client ID _____

No. of shares held _____

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 86th Annual General Meeting of the Company on Thursday, the 23rd September, 2021 at 10.30 A.M. at 21, Strand Road, 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.