



**Scrutinizer's Report**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014

To  
The Chairman  
N.B.I. Industrial Finance Company Limited  
21, Strand Road, Kolkata – 700001

**Sub: Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rule, 2014 as amended by the Companies (Management and Administration) Amended Rules, 2015 voting through ballot/poll at the Extra-ordinary General Meeting of N.B.I. Industrial Finance Co. Ltd. held on Thursday, 27th January, 2022 at 10:30 A.M. at 21, Strand Road, Kolkata – 700001.**

Dear Sir,

I, Mahesh Agrawal, Chartered Accountant in whole time practice, have been appointed by the Board of Directors of N.B.I. Industrial Finance Company Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ballot process, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies, (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Extra-ordinary General Meeting (EGM) of the members of the Company held on Thursday, 27th January, 2022 at 10.30 A.M. at 21, Strand Road, Kolkata – 700001.

1. The notice dated 16.12.2021 convening the Extra-ordinary General Meeting (EGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said EGM of the Company held on 27th January, 2022.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the EGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorised agency to provide e-voting facilities, engaged by the Company and the physical ballots received by the Company.





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**MAHESH SONIKA & CO LLP**  
CHARTERED ACCOUNTANTS

3. Further to the above, I submit my report as under:
- i. The e-voting period remained open from Monday, 24<sup>th</sup> January, 2022 (10.00 a.m) to Wednesday, 26<sup>th</sup> January, 2022 (5.00 p.m.).
  - ii. The members of the Company as on the "cut off" date i.e. 20<sup>th</sup> January, 2022, Thursday, were entitled to vote on the resolutions as set out in the notice of the Extra-ordinary General Meeting (EGM) of the Company.
  - iii. The votes were unblocked on 27<sup>th</sup> January, 2022 at 16:50 p.m. in the presence of 2 witnesses, Mr. Subhrajit Dutta and Ms. Aditi Chatterjee, who are not in the employment of the Company.
  - iv. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) and based on such reports generated, the result of the e-voting is as under:

| Number of folio who cast their votes through e-voting and Physical ballot: | Total number of shares held by them | Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder |
|--|-------------------------------------|--|
| 28   | 1716555                             | As mentioned beside each of the resolutions  |

**Resolution No. 1: Ordinary Resolution**

Appointment of M/s. Chaturvedi and Co., Chartered Accountants, (Firm Registration No. 302137E) as Statutory Auditor and to fix their remuneration.

| Manner of voting | Votes in favour of the resolution |            | Votes against the resolution |            | Abstained /Invalid votes |
|------------------|-----------------------------------|------------|------------------------------|------------|--------------------------|
|                  | No. of Shares                     | Percentage | No. of Shares                | Percentage | No. of Shares            |
| Remote voting E- | 1716551                           | 100.00     | 4                            | 0.00       | -                        |
| Polling at AGM   | 0                                 | 0.00       | 0                            | 0.00       | -                        |
| TOTAL            | 1716551                           | 100.00     | 4                            | 0.00       | -                        |





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**MAHESH SONIKA & CO LLP**  
CHARTERED ACCOUNTANTS

All the Resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through e-voting by the Shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes of the Extraordinary General Meeting by the Chairman.

Thanking you,  
Yours faithfully,

  


**Mahesh Agrawal**  
**Chartered Accountant**  
Membership No. 060605

Place: Kolkata

Date: 27th January, 2022

UDIN: 22060605A A A B U 5414

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of M/s N.B.I. Industrial Finance Co. Ltd. were unblocked from e-voting website of CDSL at our presence at 16:50 p.m. on 27th January, 2022.

Subhrajit Dutta

Subhrajit Dutta  
Beadon Street, Kolkata - 700006

Chatterjee

Aditi Chatterjee  
Jagacha, Howrah - 711112

S.P. Kumar  
Counter Signed By:

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