

**N. B. I. INDUSTRIAL FINANCE CO. LTD.**

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

CIN: L65923WB1936PLC065596

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**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/conducting postal ballot process through e-voting vide Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“**MCA Circulars**”), it is proposed to transact the below mentioned special businesses as set out hereunder by passing Special Resolutions/Ordinary Resolution as indicated hereunder, by way of postal ballot, through e-voting only (voting through electronic means).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice (“**Notice**”).

The e-voting period commences from 09.00 a.m. (IST) on Tuesday, February 03, 2026, and ends at 05.00 p.m. (IST) on Wednesday, March 04, 2026. Members are requested to peruse the proposed resolutions along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolutions not later than 05:00 p.m. (IST) on Wednesday, March 04, 2026 (the last day to cast vote).

Upon completion of the scrutiny of voting, the Scrutinizer will submit a report to the Chairman (the “**Chairman**”) or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of voting shall be intimated to National Stock Exchange of India Limited, where the Company’s equity shares are listed within a period of 2 working days from the conclusion of the voting. The results would also be uploaded on the websites of the Company at [www.nbi-india.co.in](http://www.nbi-india.co.in), and the stock exchange [www.nseindia.com](http://www.nseindia.com).

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, March 04, 2026 i.e. the last date specified for voting.

**PROPOSED RESOLUTIONS:**

**1. To approve the alteration in the Memorandum of Association of the Company as per Companies Act, 2013.**

To consider and if thought fit to pass with or without modification(s) the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section(s) 13 and 15 of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 and Schedule I of the Act and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) and re-enactment(s) thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other necessary statutory and regulatory approvals and modifications, if any, the approval of the Members of the Company be and is hereby accorded to alteration of the Memorandum of Association (“MOA”) of the Company, as detailed hereinafter.

**A) RESOLVED FURTHER THAT** the existing Clause III of the MOA of the Company, i.e. ‘Objects Clause’ be and is hereby amended in the following manner:

1. Word “A” be inserted after the word III to read as III A in existing clause III.
2. Existing Sub clauses 1 and 2 of clause III be replaced with the following sub clauses under clause III A as so numbered:-

*“1) To carry on the business of an investment company and for that purpose to invest in, acquire, underwrite, subscribe for, hold, sell, dispose of, transfer, transmit, lend, borrow or otherwise deal with shares, bonds, stocks, securities, debentures, debenture stocks issued or guaranteed by any company constituted and carrying on business in India or elsewhere, or any Company constituted by Government, state, dominions, sovereign, central or provincial commissioners, Port Trust, public body or authority supreme, municipal, local or otherwise whether in India or elsewhere.*

*2) To carry on business in India or elsewhere or abroad as dealers, merchants, stockists, importers, exporters, buyers, sellers, resellers, distributors, traders, developers, growers, licensors, licensees, lenders, borrowers, blenders, exchangers, barterers, of all types of commodities, merchandise, goods, materials, articles, things, including but not limited to all types and / or forms or grades of pulses, spices, grains, flour (atta), eatables, vegetables, fruits, flowers, agricultural produce, plantation produce, tea, coffee, rubber, oils, ghee, bullion, gold silver, precious metals, precious stones, jewellery, coins, artworks, sculptures, Cement, Coal, clinker all types of minerals, and metals, lime, limestones, paints, chemicals, drugs, medicines, formulations, intermediates, jute, hemp, cotton, wool, woollen articles, garments, apparels, wearables, cloth, fabrics, yarn, threads, synthetic fabrics, iron ore, books, periodicals and to act as marketing agents, selling agents, purchasing agents, export house, clearing and forwarding agents, packers, carriers, transporters, couriers, insurers, warehousemen, insurance agents, brokers, commission agents, shipping agents, delcredere agents, franchisers, exhibitors, publishers, shippers, consultants, advisors, financiers, with power to pay or advance money for such activities.”*

3. Existing sub clauses 3 to 5 of clause III A as so numbered be deleted.

4. Existing sub clauses 6 and 7 of clause III A as so numbered be renumbered as sub clauses 3 and 4.
5. Existing sub-clause no. 8 of clause III A as so numbered be replaced with the following sub-clause as sub-clause 5:  
*“5. Acquiring and holding and generally dealing with any property and any right, title or interest in any property, movable or immovable.”*
6. Existing sub clause 10 be renumbered as sub clause 6 under clause III A as so numbered.
7. Clause III B be inserted after clause III A with the heading “Matters which are necessary for furtherance of the objects specified in clause III A are”.
8. Existing sub clauses 9,11 12 to 21 and 23 to 24 of clause III A as so numbered be re numbered as sub clauses 1,2, 3 to 12 and 13 to 14 respectively under clause III B as added as aforesaid.
9. New sub-clause 15 be added after sub-clause 14 under clause III B thereof -

*“15) To carry on the business of providing, selling, purchasing, distributing, customising or otherwise all types of information technology services and information technology enabled services like software and application development, data processing services, technical services, know how, mobile applications, web designing and applications, products, portals, network services, process engineering, data operating and all other services relating thereto, call centre management, technical support, technical management support, managing data centre, accounting services, back office processing including designing, e-commerce, internet security and activities of manufacturing, designing, marketing, altering or otherwise all types of devices and hardware including computers, parts & accessories and other related products.”*

- B) RESOLVED FURTHER THAT** the existing Clause IV of the Memorandum be substituted by the following clause IV thereof –

*“The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”.*

- C) RESOLVED FURTHER THAT** the existing Clause V of the MOA be and is hereby substituted with the following clause:

*“5. The Authorised Share Capital of the company is ₹10,35,00,000/- (Rs. Ten Crore Thirty-Five Lacs) divided into 2,07,00,000 (Two Crore Seven Lakhs) Equity Shares of Rs. 5/- each with the rights, privileges and conditions attaching thereto as may be decided by the Company for the time being with power to increase or reduce the capital and to divide and sub-divide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall include a duly authorised Committee constituted by the Board or any director thereof) and/or any other Key Managerial Personnel of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things and file all such applications, affidavits, forms and any other documents as may be required, from time to time with the Central Government and/or Registrar of Companies or any other authority, as may be considered necessary or incidental thereto, and to settle any question(s), difficulty(ies) or doubt(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution, as may be deemed fit and appropriate and to take all such steps as may be necessary, proper or expedient, to give effect to the aforesaid resolutions.”

## **2. Appointment of Mr. Hari Mohan Bangur (DIN: 00244329) as Non-Executive Non - Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, Mr. Hari Mohan Bangur (DIN: 00244329), who was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive Non-Independent Director with effect from 27<sup>th</sup> January, 2026 subject to usual / necessary approvals / consents and who is eligible for appointment and has given his consent to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, with effect from 27<sup>th</sup> January, 2026.

**RESOLVED FURTHER 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 Mr. Hari Mohan Bangur even after his attaining the age of seventy five years on 29<sup>th</sup> October, 2026.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof or any director or officer of the company thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate, to give effect to this resolution.”

## **3. Appointment of Mr. Prashant Bangur (DIN: 00403621) as Non-Executive Non - Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as a **Ordinary Resolution** :-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, Mr. Prashant Bangur (DIN: 00403621), who was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive Non-Independent Director with effect from 27<sup>th</sup> January, 2026 subject to usual / necessary approvals / consents and who is eligible for appointment and has given his consent to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, with effect from 27<sup>th</sup> January, 2026.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof or any director or officer of the company thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed

necessary, file requisite forms or applications with statutory/ regulatory authorities, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate, to give effect to this resolution.”

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

Sd/-  
**Ashish Kedia**

**Place:** Kolkata

**Date:** 27<sup>th</sup> January, 2026

**Company Secretary & Compliance Officer**  
**Membership No.: A69190**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act 2013, ('the Act') and other applicable provisions, setting out the material facts and reasons for the proposed Resolutions, considered to be of urgent nature, to be transacted by Postal Ballot and Remote E-Voting is appended herein below and forms a part of the Notice. Members are requested to peruse the proposed Resolutions along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-Voting facility provided by the Company. Details of Directors pursuant to the provisions of Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in the explanatory statement of the Notice.
2. The relevant documents, if any, as may be referred to in the accompanying Notice of Postal Ballot and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-Voting, basis the request of the Member(s) being sent on nbifinance@ymail.com, mentioning their Name, Folio no./Client ID and DP ID and the name of the document, with a self-attested copy of their PAN Card attached to the e-mail.
3. In line with the MCA Circulars, this Notice of Postal Ballot is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, January 30, 2026, and whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited/the Depositories/Depository Participants via electronic mode only. Physical copies of the Notice of Postal Ballot along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members who have not registered their email address with the Company/RTA or the Depository Participant(s).
4. 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, January 30, 2026. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the RTA and the Depositories as on the Cut-Off date will be entitled to cast their votes.
5. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
  - a) Commencement of e-voting: Tuesday, February 03, 2026, 09.00 a.m. (I.S.T.)
  - b) End of e-voting: Wednesday, March 04, 2026, 05:00 p.m. (I.S.T.) (both days inclusive).

The facility for voting through electronic means will be disabled for voting upon expiry of the aforesaid voting period.
6. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to asrm.kol@gmail.com with a copy marked to nbifinance@ymail.com.

7. Members are advised 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.
8. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility only to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (‘CDSL’) for the purpose of providing remote e-voting facility to its members. The detailed procedure with respect to remote e-voting is mentioned herein after in the Notice. The Notice is available on the website of the Company and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same has also been uploaded on the website of National Stock Exchange of India Limited where the shares of the Company are listed.
9. 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, in a fair and transparent manner. The Members may refer to the detailed procedure for remote e-voting given hereinafter.
10. Pursuant to the provisions of Section 110 of the Act read with the Rules made thereunder and MCA Circulars, the Company has an option for the above-mentioned resolutions, to seek approval of the members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Resolutions passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members of the Company. The Resolutions, if passed by requisite majority by Postal Ballot through Remote e-Voting system shall be deemed to have been passed on the last date of voting, i.e., Wednesday, March 04, 2026.
11. Members holding shares in physical mode are requested to furnish their PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers through ISR-1, ISR-2, ISR-3 & SH-13 forms. These KYC forms are available on the website of the RTA at <https://mdpl.in/downloads.php>.
12. 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, 5<sup>th</sup> Floor, Kolkata – 700 001.

## **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 9.00 A.M. on Tuesday, 03 February, 2026 and will end at 5.00 P.M. on Wednesday, 04 March, 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
Individual Shareholders	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home</li></ol>



<p>holding securities in demat mode with NSDL Depository</p>	<p>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.</p> <p>2) asting your vote during the remote e-Voting period.</p> <p>3) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</p> <p>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](mailto: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](http://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](http://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:

	<b>For Individual shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li></ul>
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. <ul style="list-style-type: none"><li>• 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.</li></ul>

- 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.

**Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.

**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) 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

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## EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### **Item No. 1 – To approve the alteration in the Memorandum of Association of the Company as per Companies Act, 2013**

The existing Memorandum of Association (“MOA”) of the Company is based on the erstwhile Companies Act, 1956. The alteration of MOA is necessary to bring the existing MOA in line with the Companies Act, 2013 (the “Act”).

The object clause, liability clause and the Authorised Share Capital clause of the existing MOA i.e., Clause III, Clause IV and Clause V respectively, needs to be re- aligned as per Table A of Schedule I of the Act. Members are requested to note that there are changes in the main objects of the Company. Further, some editorial changes and insertions were also carried out in the MOA, to reflect the updated position under the Act in a lucid and coherent manner, which shall enable the Company to carry on its main objects in an efficient manner, in accordance with the Act. In this regard, Members are requested to note that the new sub clauses numbered 1 and 2 inserted under the title Clause III A, as detailed in Resolution No. 1 and sub-clause 15 inserted under the title Clause III B.

Members to take note that the Board of Directors of the Company (the “Board”) in its meeting held on 27<sup>th</sup> January, 2026 have approved the amendments in the Clauses numbered III, IV and V of the MOA and recommended the same to the Members for approval as detailed in the Resolution set out at Item No. 1 of the accompanying Notice.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of new set of MOA. Accordingly, approval is sought by way of Special Resolution as set out in Item No. 1 of the accompanying Notice.

A draft copy of the altered MOA is available on the website of the Company at [www.nbi-india.co.in](http://www.nbi-india.co.in). Alternately, Members may also send their requests for inspection of the altered MOA to [nbifinance@ymail.com](mailto:nbifinance@ymail.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot till Wednesday, March 04, 2026.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions at Item No. 1 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

### **Item No. 2 - To approve appointment of Mr. Hari Mohan Bangur (DIN: 00244329) as Non-Executive Non - Independent Director of the Company**

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee of the Board had at their meeting held on 27<sup>th</sup> January 2026 appointed Mr. Hari Mohan Bangur (DIN: 00244329) as an Additional Director under category Non-Executive Non-Independent Director, liable to retire by rotation, subject to approval of the Members of the Company.

In terms of Section 161 of the Companies Act, 2013 ('Act'), an Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from

the date of appointment, whichever is earlier. Accordingly, approval of the members is being sought for the appointment of Mr. Hari Mohan Bangur as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of postal ballot. The Company has received a declaration from him confirming that he is not debarred or disqualified from being appointed as a Director in terms of Section 164 of the Act and applicable provisions of Listing Regulations and has given his consent to act as Director of the Company. The Company has received all other requisite forms and declarations from him in accordance with the applicable provisions of the Act and Listing Regulations.

In the opinion of the Board, Mr. Hari Mohan Bangur is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Non -Executive Non -Independent Director of the Company. Considering the extensive experience and expertise of Mr. Hari Mohan Bangur, the Board believes that his appointment as a Non-Executive Non-Independent Director will be in the best interest of the Company.

Mr. Hari Mohan Bangur shall be paid remuneration by way of sitting fees for attending meetings of the Board and committees thereof, if applicable, as well as reimbursement of expenses for attending such meetings.

In terms of Sections 149, 152 and any other applicable provisions of the Act and the applicable regulations of the Listing Regulations, Mr. Hari Mohan Bangur being eligible and offering himself for appointment, is proposed to be appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from 27<sup>th</sup> January, 2026. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Hari Mohan Bangur for the office of Director.

Mr. Hari Mohan Bangur is one of the promoters of the Company and is interested in the appointment as such promoter. He holds 78,337 equity shares in the Company representing 2.65% of the Company's paid up capital.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this resolution except Mr. Prashant Bangur, a non- executive director of the Company who is related to Mr. Hari Mohan Bangur as his son.

The Board recommends this Special Resolution as set out in Item No. 3 in the Notice for the approval of the Members.

Other details of Mr. Hari Mohan Bangur as stipulated under Regulation 36 of the SEBI LODR Regulations and SS-2 are provided in the Annexure to this Explanatory Statement.

**Item No. 3 - To approve appointment of Mr. Prashant Bangur (DIN: 00403621) as Non-Executive Non - Independent Director of the Company**

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee of the Board had at their meeting held on 27<sup>th</sup> January 2026 appointed Mr. Prashant Bangur (DIN: 00403621) as an Additional Director under category Non-Executive Non-Independent Director, liable to retire by rotation, subject to approval of the Members of the Company.

In terms of Section 161 of the Companies Act, 2013 ('Act'), an Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing

Regulations, listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members is being sought for the appointment of Mr. Prashant Bangur as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of postal ballot. The Company has received a declaration from him confirming that he is not debarred or disqualified from being appointed as a Director in terms of Section 164 of the Act and applicable provisions of Listing Regulations and has given his consent to act as Director of the Company. The Company has received all other requisite forms and declarations from him in accordance with the applicable provisions of the Act and Listing Regulations.

In the opinion of the Board, Mr. Prashant Bangur is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Non -Executive Non -Independent Director of the Company. Considering the extensive experience and expertise of Mr. Prashant Bangur, the Board believes that his appointment as a Non-Executive Non-Independent Director will be in the best interest of the Company.

Mr. Prashant Bangur shall be paid remuneration by way of sitting fees for attending meetings of the Board and committees thereof, if applicable, as well as reimbursement of expenses for attending such meetings.

In terms of Sections 149, 152 and any other applicable provisions of the Act and the applicable regulations of the Listing Regulations, Mr. Prashant Bangur being eligible and offering himself for appointment, is proposed to be appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from 27<sup>th</sup> January, 2026. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Prashant Bangur for the office of Director.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this resolution except Mr. Hari Mohan Bangur, who is father of Mr. Prashant Bangur.

Mr. Prashant Bangur happens to be a promoter of the Company holding 2,12,273 equity shares in the Company representing 7.18% of the Company's paid-up capital which includes 2,08,000 equity shares, beneficial interest wherein is held by Shree Venkatesh Ayurvedic Aushdhalaya, a charitable institution controlled by the promoters and is deemed to be interested in the appointment to the aforesaid extent.

The Board recommends the resolution at Item No. 4 for approval by the members as an ordinary resolution.

Other details of Mr. Prashant Bangur as stipulated under Regulation 36 of the SEBI LODR Regulations and SS-2 are provided in the Annexure to this Explanatory Statement.

**Annexure of details of Director seeking appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:**

<b>Name of the Director</b>	<b>Shri Hari Mohan Bangur</b>	
Date of Birth & Age	October 29, 1952 73 Years	
Qualification	B. Tech (Chem) from IIT, Bombay	
Expertise in specific functional area	Shri Hari Mohan Bangur has vast experience in Corporate Management, Finance and technical management.	
Directorships in other listed companies	1) Shree Cement Ltd.	
Memberships of Committees in other listed companies (Includes only Audit & Stakeholders' Relationship Committee)	<b><u>Name of Listed Company</u></b> Shree Cement Ltd.	None
No. of shares held in the Company	78,337 equity shares	
Directorships in other companies	<ul style="list-style-type: none"> <li>- Digvijay Finlease Limited</li> <li>- Mannakrishna Investments Private Limited</li> <li>- Ragini Finance Private Limited</li> <li>- Newa Investments Private Limited</li> </ul>	
Relationship with other Directors and Key Managerial Personnel	Father of Shri <b>Prashant Bangur</b> , a director	
Remuneration	Sitting fee for attending meetings of the Board and /or Committees thereof and such commission as may be decided by the Board from time to time within the statutory limits.	



<b>Name of the Director</b>	<b>Shri Prashant Bangur</b>	
Date of Birth & Age	June 02, 1980 46 Years	
Qualification	MBA in Finance from The Indian School of Business, Hyderabad	
Expertise in specific functional area	Shri Prashant Bangur has vast experience in Finance and Corporate Management.	
Directorships in other listed companies	1) Shree Cement Ltd.	
Memberships of Committees in other listed companies (Includes only Audit & Stakeholders' Relationship Committee)	<b><u>Name of Listed Company</u></b> Shree Cement Ltd.	None
No. of shares held in the Company	2,12,273 equity shares (includes 2,08,000 equity shares held on behalf of Shree Venkatesh Ayurvedic Aushdhalaya)	
Directorships in other companies	<ul style="list-style-type: none"> <li>- Digvijay Finlease Limited</li> <li>- Mannakrishna Investments Private Limited</li> <li>- Ragini Finance Private Limited</li> <li>- Newa Investments Private Limited</li> <li>- Khemka Properties Private Limited</li> <li>- Ragini Properties Private Limited</li> <li>- Indian Chamber of Commerce Calcutta</li> <li>- The Marwar Textiles (Agency) Private Limited</li> <li>- Bharat Chamber of Commerce</li> </ul>	
Relationship with other Directors and Key Managerial Personnel	Son of Shri <b>Hari Mohan Bangur</b> , a director	
Remuneration	Sitting fee for attending meetings of the Board and /or Committees thereof and such commission as may be decided by the Board from time to time within the statutory limits.	

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

Place: Kolkata

Sd/-

Date: 27<sup>th</sup> January, 2026

**Ashish Kedia**  
**Company Secretary & Compliance Officer**  
**ACS No.: 69190**