

18<sup>th</sup> September, 2018

To,  
The Manager,  
Listing Compliance Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051

Dear Sir/Madam,

**Re: 83<sup>rd</sup> Annual General Meeting (AGM) and voting results**  
**Scrip Code:014019**  
**NSE Symbol:NBIFIN**

In continuation to our letters dated 30<sup>th</sup> June, 2018 and 27<sup>th</sup> August, 2018, kindly note that the 83<sup>rd</sup> Annual General Meeting (AGM) of the Company was held on 15<sup>th</sup> September, 2018 and the business mentioned in the Notice dated 30<sup>th</sup> June, 2018 was transacted thereat. In this regard, please find enclosed the following:

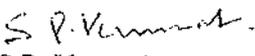
1. Brief proceedings of the 83<sup>rd</sup> AGM as required under Regulation 30 as **Annexure 1**.
2. Voting results held through remote e-voting and ballot at the AGM as required under Regulation 44 of the Listing Regulations as **Annexure 2**.
3. Report of Scrutinizer dated 17<sup>th</sup> September, 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure 3**. All resolutions as set out in the Notice of the AGM have been approved by the shareholders with requisite majority.
4. Annual Report for the financial year 2017-18 as required under Regulation 34 of the Listing Regulations duly approved by the members as per the provisions of the Companies Act, 2013 as **Annexure 4**.

The above information is also available on the website of the Company [www.nbi-india.co.in](http://www.nbi-india.co.in)

Kindly take the same on record.

Thanking you

Yours faithfully  
For N.B.I. Industrial Finance Co. Ltd.

  
(S.P. Kumar)  
Manager



Encl.: As stated

**Proceedings of 83<sup>rd</sup> Annual General Meeting held on Saturday, the 15<sup>th</sup> September, 2018**

| <b>Item No.</b> | <b>Details of Agenda</b>  | <b>Resolutions (Ordinary / Special)</b> | <b>Manner of Approval</b> | <b>Result</b>                  |
|-----------------|---|---|---------------------------|--------------------------------|
| 1               | Adoption of Financial Statements and Reports of Board & Auditors thereon for the financial year ended 31 <sup>st</sup> March, 2018. | Ordinary                                | Remote e-voting           | Passed with requisite majority |
| 2               | Re-appointment of Shri Bankat Lal Gagar (DIN:00404123) as Director retiring by rotation.  | Ordinary                                | Remote e-voting           | Passed with requisite majority |
| 3               | Re-appointment of Smt. Riya Puja Jain (DIN:01559454) as Director retiring by rotation.  | Ordinary                                | Remote e-voting           | Passed with requisite majority |
| 4               | Approving appointment of Shri Tapas Kumar Bhattacharya as an Independent Director of the Company.                                   | Ordinary                                | Remote e-voting           | Passed with requisite majority |
| 5               | Appointment of Shri Mukesh Chaturvedi as the Secretarial Auditor for the financial year ending 31 <sup>st</sup> March, 2019.        | Ordinary                                | Remote e-voting           | Passed with requisite majority |

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



*S.P. Kumar*  
**(S.P. Kumar)**  
**Manager**

**Voting Results**

|  |   |
|--|---|
| <b>Date of the AGM</b>   | 15th September, 2018  |
| <b>Total Number of shareholders as on record date</b>  | 5627 shareholders as on 8th September, 2018<br>(Cut-off date) |
| <b>No. of shareholders present in the meeting either in person or through proxy:<br/>Promoters and Promoter Group<br/>Public</b> | 13 (Thirteen)<br>5614 (Five Thousand Six Hundred Fourteen)    |
| <b>No. of Shareholders attended the meeting through Video Conferencing<br/>Promoters and Promoter Group<br/>Public</b>           | Not Applicable  |



**AGENDA - WISE DISCLOSURE**

| Resolution required (Ordinary / Special) :<br>Resolution No.1             |  | Ordinary Resolution: Adoption of Financial Statements and Reports of Board & Auditors thereon for the year financial year ended 31st March, 2018. |                     |   |                        |                      |   |   |
|---|--|---|---------------------|---|------------------------|----------------------|---|---|
| Whether promoter / promoter group are interested in agenda / resolution ? |  | No  |                     |   |                        |                      |   |   |
| Category  | Mode of voting   | No. of shares held  | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled<br>$6 = [4/2] * 100$ | % of votes against on votes polled<br>$7 = [5/2] * 100$ |
| Promoter and Promoter Group   | E-Voting/Ballot Poll<br>Postal Ballot (if applicable)          | 1<br>1474204  | 2<br>1474204<br>0   | 3 = $[2/1] * 100$<br>100.0000<br>0      | 4<br>1474204<br>0      | 5<br>0               | 100.0000<br>0   | -<br>0  |
| Public Institutions   | Total<br>E-Voting/Ballot Poll<br>Postal Ballot (if applicable) | 16610   | 1474204<br>0<br>0   | 100.0000<br>0<br>0                      | 1474204<br>0<br>0      | -<br>0<br>0          | 100.0000<br>0<br>0  | -<br>0<br>0   |
| Public - Non-Institutions   | Total<br>E-Voting/Ballot Poll<br>Postal Ballot (if applicable) | 965992  | 0<br>37<br>0        | 0<br>0<br>0                             | 0<br>37<br>0           | 0<br>1<br>0          | 0<br>100.0000<br>0  | 0<br>2.7000<br>-  |
| <b>Total</b>  | <b>Total</b>   | <b>2456806</b>  | <b>1474241</b>      | <b>60.0064</b>                          | <b>1474241</b>         | <b>1</b>             | <b>100.0000</b>   | <b>2.7000</b><br><b>0.0000</b>                          |



**Resolution required (Ordinary / Special) :** Ordinary Resolution: Re-appointment of Shri Bankat Lal Gagar (DIN:00404123) as Resolution No.2 Director retiring by rotation.

| Whether promoter / promoter group are interested in agenda / resolution ? |  | No                 |                     |   |                        |                      |                                      |                                    |
|---|--|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category  | Mode of voting   | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter and Promoter Group   | E-Voting/Ballot Poll<br>Postal Ballot (if applicable)          | 1<br>1474204       | 2<br>1474204<br>0   | 3 = $[2/1]*100$<br>100.0000<br>0        | 4<br>1474204<br>0      | 5<br>0               | 6 = $[4/2]*100$<br>100.0000<br>0     | 7 = $[5/2]*100$<br>-<br>0          |
| Public Institutions   | Total<br>E-Voting/Ballot Poll<br>Postal Ballot (if applicable) |                    | 1474204<br>0<br>0   | 100.0000<br>0<br>0                      | 1474204<br>0<br>0      | -<br>0<br>0          | 100.0000<br>0<br>0                   | -<br>0<br>0                        |
| Public - Non-Institutions   | Total<br>E-Voting/Ballot Poll<br>Postal Ballot (if applicable) |                    | 0<br>37<br>0        | 0<br>0<br>0                             | 0<br>37<br>0           | 0<br>1<br>0          | 0<br>100.0000<br>0                   | 0<br>2.7000<br>-                   |
| <b>Total</b>  | <b>Total</b>   | <b>2456806</b>     | <b>1474241</b>      | <b>60.0064</b>                          | <b>1474241</b>         | <b>1</b>             | <b>100.0000</b>                      | <b>2.7000</b><br><b>0.0000</b>     |



**Resolution required (Ordinary / Special) :**  
Resolution No.3

**Ordinary Resolution:** Re-appointment of Smt. Riya Pujja Jain (DIN:01559454) as Director retiring by rotation.

| Whether promoter / promoter group are interested in agenda / resolution ? |                               | No                 |                     |   |                        |                      |                                      |                                    |
|---|-------------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category  | Mode of voting                | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter and Promoter Group   | E-Voting/Ballot               | 1                  | 2                   | $3 = [2/1] * 100$                       | 4                      | 5                    | $6 = [4/2] * 100$                    | $7 = [5/2] * 100$                  |
|   | Poll                          | 1474204            | 1474204             | 100.0000                                | 1474204                | 0                    | 100.0000                             | -                                  |
|   | Postal Ballot (if applicable) | -                  | -                   | -                                       | 0                      | 0                    | 0                                    | 0                                  |
| <b>Total</b>  |                               |                    | <b>1474204</b>      | <b>100.0000</b>                         | <b>1474204</b>         | <b>-</b>             | <b>100.0000</b>                      | <b>-</b>                           |
| Public Institutions   | E-Voting/Ballot               | 16610              | 0                   | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|   | Poll                          | -                  | 0                   | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) | -                  | -                   | -                                       | -                      | -                    | -                                    | -                                  |
| <b>Total</b>  |                               |                    | <b>0</b>            | <b>0</b>                                | <b>0</b>               | <b>0</b>             | <b>0</b>                             | <b>0</b>                           |
| Public - Non-Institutions   | E-Voting/Ballot               | 965992             | 37                  | 0                                       | 37                     | 1                    | 100.0000                             | 2.7000                             |
|   | Poll                          | -                  | 0                   | 0                                       | 0                      | 0                    | 0                                    | -                                  |
|   | Postal Ballot (if applicable) | -                  | -                   | -                                       | -                      | -                    | -                                    | -                                  |
| <b>Total</b>  |                               |                    | <b>37</b>           | <b>0.0000</b>                           | <b>37</b>              | <b>1</b>             | <b>100.0000</b>                      | <b>2.7000</b>                      |
| <b>Total</b>  |                               | <b>2456806</b>     | <b>1474241</b>      | <b>60.0064</b>                          | <b>1474241</b>         | <b>1</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |



| Resolution required (Ordinary / Special) :<br>Resolution No.4             |   | Ordinary Resolution: Approving appointment of Shri Tapas Kumar Bhattacharya as an Independent Director of the Company. |                             |   |                             |                      |                                      |                                    |
|---|---|--|-----------------------------|---|-----------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter group are interested in agenda / resolution ? |   | No   |                             |   |                             |                      |                                      |                                    |
| Category  | Mode of voting  | No. of shares held   | No. of votes polled         | % of votes polled on outstanding shares | No. of votes in favour      | No. of votes against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter and Promoter Group   | E-Voting/Ballot Poll<br>Postal Ballot (if applicable) | 1<br>1474204   | 2<br>1474204<br>0           | 3 = $[2/1] * 100$<br>100.0000<br>0      | 4<br>1474204<br>0           | 5<br>0<br>0          | 6 = $[4/2] * 100$<br>100.0000<br>0   | 7 = $[5/2] * 100$<br>-<br>0        |
| Public Institutions   | E-Voting/Ballot Poll<br>Postal Ballot (if applicable) | 16610  | 0<br>0<br>-                 | 100.0000                                | 1474204<br>0<br>0           | -<br>0<br>0          | 100.0000<br>0<br>0                   | -<br>0<br>0                        |
| Public - Non-Institutions   | E-Voting/Ballot Poll<br>Postal Ballot (if applicable) | 965992   | 0<br>37<br>0<br>-           | 0<br>0<br>0<br>-                        | 0<br>37<br>0<br>-           | 0<br>1<br>0<br>-     | 0<br>100.0000<br>0<br>-              | 0<br>2.7000<br>0<br>-              |
| <b>Total</b>  | <b>Total</b>  | <b>2456806</b>   | <b>37</b><br><b>1474241</b> | <b>0.0000</b><br><b>60.0064</b>         | <b>37</b><br><b>1474241</b> | <b>1</b><br><b>1</b> | <b>100.0000</b><br><b>100.0000</b>   | <b>2.7000</b><br><b>0.0000</b>     |



**Resolution required (Ordinary / Special) :**  
Resolution No.5

**Ordinary Resolution:** Appointment of Shri Mukesh Chaturvedi as the Secretarial Auditor for the financial year ending 31st March, 2019.

**Whether promoter / promoter group are interested in agenda / resolution ?**

No

| Category                    | Mode of voting                | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|-----------------------------|-------------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group | E-Voting/Ballot Poll          | 1                  | 2                   | $3 = [2/1] * 100$                       | 4                      | 5                    | $6 = [4/2] * 100$                    | $7 = [5/2] * 100$                  |
|                             | Postal Ballot (if applicable) | 1474204            | 1474204             | 100.0000                                | 1474204                | 0                    | 100.0000                             | -                                  |
|                             | <b>Total</b>                  |                    | <b>1474204</b>      | <b>100.0000</b>                         | <b>1474204</b>         | <b>-</b>             | <b>100.0000</b>                      | <b>-</b>                           |
| Public Institutions         | E-Voting/Ballot Poll          | 16610              | 0                   | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0                                       | 0                      | 0                    | 0                                    | 0                                  |
|                             | <b>Total</b>                  |                    | <b>0</b>            | <b>0</b>                                | <b>0</b>               | <b>-</b>             | <b>0</b>                             | <b>-</b>                           |
| Public - Non-Institutions   | E-Voting/Ballot Poll          | 965992             | 37                  | 0                                       | 37                     | 1                    | 100.0000                             | 2.7000                             |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0                                       | 0                      | 0                    | 0                                    | -                                  |
|                             | <b>Total</b>                  |                    | <b>37</b>           | <b>0.0000</b>                           | <b>37</b>              | <b>1</b>             | <b>100.0000</b>                      | <b>2.7000</b>                      |
| <b>Total</b>                |                               | <b>2456806</b>     | <b>1474241</b>      | <b>60.0064</b>                          | <b>1474241</b>         | <b>1</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |





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**MAHESH SONIKA & CO.**  
 CHARTERED ACCOUNTANTS

**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 Co. Ltd  
 21, Stand Road, Kolkata – 700001

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provision 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 and Regulation 44 of the SEBI (LODR) Regulation, 2015 and voting through ballot/poll at the 83<sup>rd</sup> Annual General Meeting of N.B.I. Industrial Finance Co. Ltd held on Saturday, 15<sup>th</sup> September, 2018 at 10:30 A. M at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata – 700017.**

Dear Sir,

I Mahesh Agrawal, Chartered Accountants in whole time practice, have been appointed by the Board of Directors of M/s. N.B.I. Industrial Finance Co. Ltd 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(3)(xi) of the Companies, (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 83<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company held on 15<sup>th</sup> September, 2018 at 10.30 A.M. Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata – 700017.

1. The notice dated 30.06.2018 convening the 83<sup>rd</sup> Annual General Meeting (AGM) 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 AGM of the Company held on 15<sup>th</sup> September, 2018.
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 83<sup>rd</sup> AGM 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.**  
CHARTERED ACCOUNTANTS

3. Further to the above, I submit my report as under:
- i. The e-voting period remained open from Wednesday 12<sup>th</sup> September, 2018 (10.00 a.m) to Friday 14<sup>th</sup> September, 2018 (5.00 p.m.)
  - ii. The members of the Company as on the "cut off" date i.e.8<sup>th</sup> September, 2018 (evening) were entitled to vote on the resolutions as set out in the notice of the 81<sup>st</sup> Annual General Meeting (AGM) of the Company.
  - iii. The votes were unblocked on 17<sup>th</sup> September, 2018 in the presence of 2 witnesses, Ms. Priyanka Jha and Ms. Karuna Goenka, 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) |
|--|-------------------------------------|---|
| 42   | 1474246                             | As mentioned beside each of the resolutions   |

**Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon

| Manner of voting | Votes in favour of the resolution | Votes against the resolution |            | Abstained /Invalid votes |
|------------------|-----------------------------------|------------------------------|------------|--------------------------|
|                  |                                   | No. of Shares                | Percentage |                          |
| Remote voting    | 1474204                           | 99.99                        | -          | -                        |
| Polling at AGM   | 37                                | 0.01                         | 1          | 100                      |
| <b>TOTAL</b>     | <b>1474241</b>                    | <b>100</b>                   | <b>1</b>   | <b>100</b>               |





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**MAHESH SONIKA & CO.**  
CHARTERED ACCOUNTANTS

**Resolution No. 2: Ordinary Resolution**

To appoint a Director in place of Shri Bankat Lal Gagar (DIN: 00404123), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.

| Manner of voting | of | Votes in favour of the resolution |            | Votes against the resolution |            | Invalid votes |
|------------------|----|-----------------------------------|------------|------------------------------|------------|---------------|
|                  |    | No. of Shares                     | Percentage | No. of Shares                | Percentage | No. of Shares |
| Remote voting    | E- | 1474204                           | 99.99      | -                            | -          | -             |
| Polling AGM      | at | 37                                | 0.01       | 1                            | 100        | 4             |
| <b>TOTAL</b>     |    | <b>1474241</b>                    | <b>100</b> | <b>1</b>                     | <b>100</b> | <b>4</b>      |

**Resolution No. 3: Ordinary Resolution**

To appoint a Director in place of Smt. Riya Puja Jain (DIN: 01559454), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.

| Manner of voting | of | 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- | 1474204                           | 99.99      | -                            | -          | -                        |
| Polling AGM      | at | 37                                | 0.01       | 1                            | 100        | 4                        |
| <b>TOTAL</b>     |    | <b>1474241</b>                    | <b>100</b> | <b>1</b>                     | <b>100</b> | <b>4</b>                 |





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**MAHESH SONIKA & CO.**  
CHARTERED ACCOUNTANTS

**Resolution No. 4: Ordinary Resolution**

To approve appointment of Shri Tapas Kumar Bhattacharya as an Independent Director of the Company.

| Manner of voting | Votes in favour of the resolution |            | Votes against the resolution |            | Abstained votes |
|------------------|-----------------------------------|------------|------------------------------|------------|-----------------|
|                  | No. of Shares                     | Percentage | No. of Shares                | Percentage | No. of Shares   |
| Remote voting    | 1474204                           | 99.99      | -                            | -          |                 |
| Polling at AGM   | 37                                | 0.01       | 1                            | 100        | 4               |
| <b>TOTAL</b>     | <b>1474241</b>                    | <b>100</b> | <b>1</b>                     | <b>100</b> | <b>4</b>        |

**Resolution No. 5: Ordinary Resolution**

To appoint Shri Mukesh Chaturvedi as the Secretarial Auditor of the Company for the financial year ending 31<sup>st</sup> March, 2019.

| 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    | 1474204                           | 99.99      | -                            | -          | -                        |
| Polling at AGM   | 37                                | 0.01       | 1                            | 100        | 4                        |
| <b>TOTAL</b>     | <b>1474241</b>                    | <b>100</b> | <b>1</b>                     | <b>100</b> | <b>4</b>                 |





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**MAHESH SONIKA & CO.**  
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 Annual General Meeting by the Chairman.

Thanking you

Yours faithfully

**Mahesh Agrawal**  
Chartered Accountants  
C.P. No. 060605

Place: Kolkata

Date: 17.09.2018

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 in our presence at 11:15 A.M. on 15<sup>th</sup> September, 2018.

**Priyanka Jha**  
P80/9/2 Shantigarh Colony,  
Tollygunge, Kolkata-700040

**Karuna Goenka**  
174 C.R. Avenue, Kolkata-700007

Countersigned by

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

**Manager**