

N. B. I. INDUSTRIAL FINANCE COMPANY LIMITED

CIN No. L65923WB1936PLC065596

Regd. Office : 21, STRAND ROAD, (Ground Floor) KOLKATA-700 001

Phone : 2230 9601 - 9603 (3 Lines), 2243 7725, 2230 7905, Telefax : 033-2213 1650
e.mail : nbifinance@ymail.com

29th September, 2020

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.: Proceedings and Outcome of e - voting of 85th Annual General Meeting of the Company
Scrip Code: 014019
NSE Symbol: NBIFIN

85th Annual General Meeting (AGM) of the members of the Company was held on Monday, the 28th September, 2020 at 10:30 A.M. at 21, Strand Road, Kolkata – 700001.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided remote e-voting facility and voting through ballot paper at the AGM. Mr. Mahesh Agrawal, Practising Chartered Accountant, was appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting conducted through polling paper at the AGM. All resolutions as set out in the Notice of the AGM have been approved by the shareholders with requisite majority. The scrutinizer's Report dated 28th September, 2020 is attached as **Annexure 1**. Pursuant to Regulation 44 of the Listing Regulations the details of the results of voting held through remote e-voting is attached as **Annexure 2**.

Pursuant to Regulation 30 of the Listing Regulations, brief proceedings of the Eighty Fifth Annual General Meeting of the Members of the Company held on 28th September, 2020 is attached as **Annexure 3**.

The above information is also available on the website of the Company 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)
Chief Financial Officer



Encl.: As stated



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 85th Annual General Meeting of N.B.I. Industrial Finance Co. Ltd held on Monday, 28th September, 2020 at 10:30 A. M at 21, Strand Road, Kolkata – 700001.

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 85th Annual General Meeting (AGM) of the members of the Company held on Monday, 28th September, 2020 at 10.30 A.M. at 21, Strand Road, Kolkata – 700001.

1. The notice dated 22.07.2020 convening the 85th 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 28th September, 2020.
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 85th 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.
3. Further to the above, I submit my report as under:
 - i. The e-voting period remained open from Friday 25th September, 2020 (10.00 a.m) to Sunday 27th September, 2020 (5.00 p.m.)



- ii. The members of the Company as on the "cut off" date i.e. 21st September, 2020 were entitled to vote on the resolutions as set out in the notice of the 85th Annual General Meeting (AGM) of the Company.
- iii. The votes were unblocked on 28th September, 2020 at 18:28 p.m. in the presence of 2 witnesses, Ms. Preeti Jha Tiwari and Mrs. Susmita Das, 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 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 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
81	2043526	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, 2020 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		No. of Shares	Percentage
Remote voting	E-	1965780	96.20	2931	0.14	-
Polling AGM	at	74814	3.66	1	0.00	-
TOTAL		2040594	99.86	2932	0.14	-



Resolution No. 2: Ordinary Resolution

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

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-	1864581	91.24	104130	5.11	-
Polling AGM	at	162	0.00	74653	3.65	-
TOTAL		1864743	91.24	178783	8.76	-

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Shri 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		Invalid Votes
		No. of Shares	Percentage	No. of Shares	Percentage	No. of Shares
Remote voting	E-	1864575	91.24	104136	5.10	-
Polling AGM	at	74814	3.66	1	0.00	-
TOTAL		1939389	94.90	104137	5.10	-



Resolution No. 4: Ordinary Resolution

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, 2021.

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-	1968180	96.31	531	0.03	-
Polling AGM	at	74814	3.66	1	0.00	-
TOTAL		2042994	99.97	534	0.03	-

Resolution No. 5: Special Resolution

To confirm appointment of Shri Ashok Kumar Bhandari (Din: 00012210) as an Independent Director of the Company.

Manner of voting	of	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	E-	1864581	91.24	104130	5.10	
Polling AGM	at	74814	3.66	1	0.00	-
TOTAL		1939395	94.90	104131	5.10	



Resolution No. 6: Special Resolution

To approve continuation of Directorship of Shri Bankat Lal Gaggar, Non-Executive-Non-Independent Director who has already attained the age of 75 years .

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-	1864575	91.24	104136	5.10	-
Polling AGM	at	162	0.01	74653	3.65	-
TOTAL		1864737	91.25	178789	8.75	-

2043526

Resolution No. 7: Special Resolution

To appoint Shri Mukesh Chaturvedi as Secretarial Auditor of the Company

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-	1968180	96.31	531	0.03	-
Polling AGM	at	74814	3.66	1	0.00	-
TOTAL		2042994	99.97	532	0.03	-



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: 28th September, 2020

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 18:28 p.m. on 28th September, 2020.

Susmita Das
157C Lenin Sarani, Deluxe Centre
Kolkata – 700 013

Preeti Jha Tiwari
Raghunathpur Bazar, Uttarpara
Hooghly – 712245

Counter Signed By:

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

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

Voting Results

Date of the AGM	28 th September, 2020
Total Number of shareholders as on record date	5367 shareholders as on 21st September, 2020 (Cut-off date)
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	17 (Seventeen) 5350 (Five Thousand Three Hundred Fifty)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable



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

S. P. Manna
Manager

N. B. I. INDUSTRIAL FINANCE COMPANY LIMITED

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Annexure 3

Brief Proceedings of 85th Annual General Meeting held on Monday, the 28th September, 2020

Item No.	Details of Agenda	Resolutions (Ordinary / Special)	Manner of Approval	Result
1	Adoption of Annual Audited Financial Statements of the Company for the financial year ended 31 st March, 2020, the Reports of Board of Directors' & Auditors thereon.	Ordinary	Remote e-voting	Passed with requisite majority
2	Re-appointment of Shri Bankat Lal Gaggar (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	Authorising the Board to fix the remuneration of Statutory Auditors M/s D.K. Chhajer & Co. for the financial year ending 31 st March, 2021.	Ordinary	Remote e-voting	Passed with requisite majority
5	Confirmation of appointment of Shri Ashok Bhandari as an Independent Director of the Company.	Ordinary	Remote e-voting	Passed with requisite majority
6	To approve continuation of Directorship of Shri Bankat Lal Gaggar who has already attained the age of 75 years.	Special	Remote e-voting	Passed with requisite majority
7	Appointment of Shri Mukesh Chaturvedi as the Secretarial Auditor for the financial year ending 31 st March, 2021.	Ordinary	Remote e-voting	Passed with requisite majority

Yours Faithfully

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

S.P. Kumar

(S. P. Kumar)

Chief Financial Officer

