A S R M & 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 Company Limited
21, Strand 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 91st Annual General Meeting of N.B.I. Industrial Finance Company Limited held on Friday, 21st August 2026 at 11:00 a.m. at 21 Strand Road, Kolkata 700001

Dear Sir,

I Rohit Kumarr Mundhra, Chartered Accountant in whole time practice, have been appointed by the Board of Directors of M/s. 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(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 91st Annual General Meeting (AGM) of the members of the Company held on Friday 21st August 2026 at 11:00 a.m. at 21, Stand Road, Kolkata – 700001.

1. The notice dated 13th May 2026 convening the 91st 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 21st August 2026.

2. **Responsibility of the Management**
   The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to postal ballot and e-voting.

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3. **Responsibility of the Scrutinize**

My responsibility as a Scrutinizer for the e voting/ballot paper process is restricted to making a Scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolution and 'invalid' Votes based on the report generated from the e voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e -voting facilities engaged by the Company and the Physical Ballots received by the Company.

4. Further to the above, I submit my report as under.

a) The e-voting remained blocked until the end of the voting period. The ballot box was locked until the completion of the Annual General Meeting.
b) After the conclusion of annual general meeting, I unblocked the e votes and ballot box in the presence of **two witnesses not in employment of the Company**.
c) I downloaded the voting results from the e-voting system of the agency.
d) Votes cast were scrutinized based on:

- Validity of votes
- Shareholding as on cut-off date
- Whether votes were cast for or against the resolutions
- Thereafter, the details containing inter –alia, List of Equity Shareholders who voted 'for', 'against' and 'invalid' on the resolution that was put to vote, were generated from the e voting website of CDSL, i.e. www.evotingindia.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 resolutions(s) mentioned here under:
73	2457229	As mentioned beside each of the resolutions

5. **Voting Results**

Resolutions No. 1: Ordinary Resolution

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon

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Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	No. of Share
Remote E-voting	2457216	99.99	-	-	-
Polling at AGM	13	0.01	-	-	-
Total	2457229	100	-	-	-

Resolutions No. 2: Ordinary Resolution

To declare Dividend on Equity Shares for the financial year ended 31st March, 2026.

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	No. of Share
Remote E-voting	2457216	99.99	-	-	-
Polling at AGM	13	0.01	-	-	-
Total	2457229	100	-	-	-

Resolution No. 3: Special 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	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	No. of Share
Remote E-voting	2457214	99.99	2	0.00	-
Polling at AGM	13	0.01	-	-	-
Total	2457227	100	2	0.00	-

Resolution No. 4: Special Resolution

To appoint a Director in place of Shri Jagdish Prasad Mundra (DIN: 00630475), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	No. of Share
Remote E-voting	2457214	99.99	2	0.00	-
Polling at AGM	13	0.01	-	-	-
Total	2457227	100	2	0.00	-

Resolution No. 5: Ordinary Resolution

To fix remuneration of Statutory Auditors M/s. R Kothari and Co LLP, Chartered Accountants, (Firm Registration No. 307069E), for the financial year ending 31st March, 2027

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	No. of Share
Remote E-voting	2457216	99.99	-	-	-
Polling at AGM	13	0.01	-	-	-
Total	2457229	100	-	-	-

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Resolution No. 6: Special Resolution

To re-appoint Shri Sundrapandiyapuram Pichumani Kumar as Manager and Chief Financial Officer of the Company

Manner Of Voting	Votes in Favour of the resolutions		Votes against the Resolution		Abstained/Invalid Votes
	No. of Share	Percentage	No. of Share	Percentage	No. of Share
Remote E-voting	2457214	99.99	2	0.00	-
Polling at AGM	13	0.01	-	-	-
Total	2457227	100	2	0.00	-

All the resolutions stand passed with 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

For ASRM & CO.
CHARTERED ACCOUNTANTS

Place: Kolkata
Date: 21-08-2026

R K MUNDHRA
(Partner)
Membership. No. 067469
Firm Reg No. 328024E
UDIN: 26067469IBMOXW9067

ASRM & CO. Kolkata Chartered Accountants

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