

NATIONAL BANK FOR FINANCING INFRASTRUCTURE AND DEVELOPMENT

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the Third Annual General Meeting (AGM) of the Member/Shareholder of National Bank for Financing Infrastructure and Development (NaBFID/Institution) will be held on Tuesday, June 18, 2024 at 03:30 p.m. IST, through Video Conferencing/Other Audio Visual Means (VC/OAVM) to transact the following business:

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2024 together with the Auditors Report thereon.

To consider and, if thought fit, to pass, with or without modification, the following Resolution:

RESOLVED THAT the audited financial statements of National Bank for Financing Infrastructure and Development (NaBFID/Institution) for the financial year ended March 31, 2024 together with the Auditors report thereon, be and are hereby adopted.

2. Appointment of Statutory Auditor of the Institution

To consider and, if thought fit, to pass, with or without modification, the following Resolution:

RESOLVED THAT pursuant to the provisions of Section 26 (1) of the National Bank for Financing Infrastructure and Development Act, 2021 (the 'Act') read with the applicable Rules and Regulations, made thereunder, the Reserve Bank of India (RBI) guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021, RBI circular on 'Remuneration payable to the Statutory Central and Branch Auditors of Public Sector Banks' dated March 1, 2023, and any other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W/W-100036) be appointed as Statutory Auditor of the Institution and that they shall hold office from the conclusion of the Third Annual General Meeting until the conclusion of the Sixth Annual General Meeting at audit remuneration, fees for other reports/certifications, out of pocket expenses and taxes as applicable as may be determined by the Board of Directors or the Audit Committee of the Board of the Institution from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Institution be and is hereby authorised on behalf of the Institution to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Institution to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles, responsibilities/ scope of work of the Statutory Auditor and other permissible assignments, if any, in line with the relevant, prevailing statutory/ regulatory provisions and negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Shareholder of the Institution.

NOTES:

1. The relevant Explanatory Statement in respect of item No. 2 of the Notice is annexed hereto.
2. As guided by the relevant Ministry of Corporate Affairs ('MCA') Circulars, the AGM of the Institution will be held through VC/OAVM.

Since this AGM is being held pursuant to the relevant MCA Circulars through VC/OAVM, physical attendance of the Member has been dispensed with. Accordingly, the facility for appointment of proxy by the Member will not be available for the ensuing AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Member is requested to send to the Company Secretary at company.secretary@nabfid.org a letter authorising its representative to attend and vote at the ensuing AGM.
4. Member attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum.
5. In compliance with the aforesaid MCA Circulars, the Notice of the AGM is being sent only through electronic mode to the Member.
6. Instructions for Member/Participants for attending the AGM through VC/OAVM are given below:
 - i. Member/Participants will receive an email for joining the meeting through Microsoft Teams with date and time of the AGM.

- ii. The email will contain a link to Join Microsoft Teams Meeting. Member/Participants may click on the said link for attending the AGM from their computer/laptop/tablet/mobile. It is advisable to download the Microsoft Teams application on your system/device and keep it ready.
- In case, you have Microsoft Teams application on your system/device, it will direct you to Microsoft Teams application to connect the AGM. Thereafter, click Join now tab to join the meeting.
 - In case, you do not have/does not wish to configure Microsoft Teams application on your system/device, you can join through web page instead. Kindly click on Join on the web. Thereafter, a new web page will open, wherein you need to write your name and click on Join now tab and wait therein, the Organiser will accept and allow you to join the meeting.
- iii. Member/Participants are requested to join the AGM at least 15 minutes in advance to complete all testing and logistic issues.
- iv. Member/Participants who need assistance before or during the AGM, can write to the Company Secretary at company.secretary@nabfid.org.

By Order of the Board

Rajkiran Rai G.
Managing Director
DIN: 07427647

Date: May 21, 2024

Place: Mumbai

Office Address:

The Capital, A Wing, 15th Floor - 1503,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Tel No. [022 4104 2000](tel:02241042000)
Website: <https://nabfid.org>
Email: contact@nabfid.org

EXPLANATORY STATEMENT:**For Item No. 2**

In terms of Section 26(1) of National Bank for Financing Infrastructure and Development Act, 2021 (the 'Act'), the accounts of the Institution shall be audited by auditors duly qualified to act as auditors under sub-section (1) of section 141 of the Companies Act, 2013, who shall be appointed by the Institution in general meeting of the shareholders out of the panel of auditors approved by the Reserve Bank for such term and on such remuneration as the Reserve Bank may fix.

The clarification regarding Appointment of Statutory Auditors for NaBFID was sought from Reserve Bank of India (RBI) vide our letter dated February 09, 2022. RBI vide its letter dated February 24, 2022 had provided their guidance regarding selection of the Statutory Auditor for NaBFID by giving reference of 'RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021' (RBI Guidelines). As per the said RBI Guidelines, the Institution can appoint Statutory Auditors for a continuous period of maximum three years, subject to the firms satisfying the eligibility norms on a continuous basis.

The Shareholder at the Second Annual General Meeting (AGM) held on July 17, 2023 had approved the re-appointment of M/s. J Singh & Associates, Chartered Accountants (Firm Registration No.110266W) as Statutory Auditor of NaBFID from the conclusion of Second AGM till the conclusion of the Third AGM of NaBFID. M/s. J Singh & Associates, Chartered Accountants, have been the Statutory Auditor of NaBFID for the three consecutive years, which is the maximum term for Statutory Auditor as per the RBI Guidelines and accordingly they would be retiring at the conclusion of this AGM.

Based on the recommendations of the Audit Committee, the Board of Directors at its meeting held on May 21, 2024, subject to the approval of the Shareholder, had approved the appointment of M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W/W-100036) as Statutory Auditor of the Institution for a period of three years and that they shall hold office from the conclusion of the Third AGM until the conclusion of the Sixth AGM, at audit remuneration, fees for other reports/certifications, out of pocket expenses and taxes as applicable as may be determined by the Board of Directors or the Audit Committee of the Board of the Institution from time to time.

The said Statutory Auditor is in the list of Comptroller & Auditor General (C&AG) panel of audit firms eligible to be considered for the appointment as Statutory Auditor, as provided by RBI vide its email dated April 29, 2024.

The brief profile of M/s. CNK & Associates LLP, Chartered Accountants is given below:

“The firm was established in the year 1936 and is located in Mumbai with branches across India. The firm has ~ 33 partners and 750 + CAs and Other Technical Staff, who have been in the profession with a vast experience in banking and Financial services. The Partners of the firm have worked closely with the regulators including SEBI, ICAI, Accounting Standards Board, IRDA, IIA and Income Tax Authorities; and have held leadership positions in professional associations such as the Bombay Chartered accountants’ Society, Indian Merchants’ Chambers, and Chamber of Income Tax Consultants. The firm has primarily been Statutory Auditors across the Industry with listed and unlisted companies ranging across sectors including Banking & Non-banking, Insurance, Information Technology amongst others.

In addition to being Statutory Auditors, the firm has also done Transaction Advisory, Internal re-structuring, mergers/demergers, slump sale, buy-back and capital reduction advisory and implementation, Advisory in Corporate & Allied Laws including SEBI, NBFC Regulations, Partnerships/LLP's, Insurance Laws – advisory, compliance and representation, Corporate Finance - Project Appraisal, Financial Feasibility Studies Financial Valuations & Due Diligence. The firm has been associated as Statutory Auditor with multiple Banking Institutions including, The Reserve Bank of India, amongst other public and private sector banking institutions.”

M/s. CNK & Associates LLP, Chartered Accountants have expressed their willingness to be appointed as Statutory Auditor of the Institution and have confirmed that their appointment, if made, is in confirmation with the requirements of RBI guidelines.

In view of the above, the Member is requested to consider the recommendations of the Board of Directors for the appointment of M/s. CNK & Associates LLP, Chartered Accountants as Statutory Auditor of the Institution from conclusion of Third Annual General Meeting until the conclusion of Sixth Annual General Meeting at audit remuneration, fees for other reports/certifications, out of pocket expenses and taxes as applicable as may be determined by the Board of Directors or the Audit Committee of the Board of the Institution from time to time. Further, in case the name of the Statutory Auditor is not in the Comptroller & Auditor General (C&AG) for next two years, as may be forwarded by Reserve Bank of India or in case there are any adverse report against the Statutory Auditor, the Institution may

seek fresh approval from the Shareholder for the appointment of any other firm as Statutory Auditor of the Institution.

The Board of Directors recommends passing of the Resolution at Item No. 2 of the Notice.

None of the Directors, Key Managerial Personnel of the Institution including their relatives are in anyway concerned or interested in the Resolution at Item No. 2.

By Order of the Board

Rajkiran Rai G.
Managing Director
DIN: 07427647

Date: May 21, 2024

Place: Mumbai

Office Address:

The Capital, A Wing, 15th Floor - 1503,
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