

राष्ट्रीय अवसंरचना वित्तपोषण और विकास बैंक

National Bank for Financing Infrastructure and Development

May 21, 2024

To

BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department Exchange Plaza,
5th floor Plot No. C/1, G,
Block Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Dear Sir/Madam,

Subject: Submission of Annual Secretarial Compliance Report as per Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2024

Pursuant to Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of National Bank for Financing Infrastructure and Development (NaBFID) for the financial year ended March 31, 2024, issued by M/s. Alwyn Jay & Co., Practicing Company Secretaries, Mumbai.

You are requested to take the same on record.

Yours sincerely,

FOR NATIONAL BANK FOR FINANCING INFRASTRUCTURE AND DEVELOPMENT

AISHWARYA MHATRE
COMPANY SECRETARY

Alwyn Jay & Co. Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.
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Secretarial Compliance Report of National Bank for Financing Infrastructure and Development (NaBFID) for the year ended 31st March, 2024

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing
Obligations and Disclosures Requirements) Regulations, 2015]

We, Alwyn Jay & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **National Bank for Financing Infrastructure and Development (hereinafter called "NaBFID")**,
- (b) the fillings/submissions made by NaBFID to the stock exchanges,
- (c) Website of NaBFID,
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this certifications,

for the year ended **31st March, 2024** ("Review Period") in respect of compliance with provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder - To the extent applicable to NaBFID; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI") - To the extent applicable to NaBFID.

The specific Regulations, as amended from time to time, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”) for the period from 20th June, 2023 to 31st March, 2024 as the Non-Convertible Debt Securities of NaBFID got listed on National Stock Exchange of India Limited & BSE Limited on 20th June, 2023.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 - **Not Applicable during the period under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011 - **Not Applicable during the period under review.**
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable during the period under review.**
- (c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - To the extent applicable to NaBFID.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 – **Not Applicable to NaBFID.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - To the extent applicable to NaBFID.
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not Applicable during the period under review.**
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 - To the extent applicable to NaBFID.
- (j) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 - To the extent applicable to NaBFID.

(k) SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of Para 6(A) and 6(B) of the said circular in the terms of resignation of statutory auditor of the listed entity - **Not Applicable to NaBFID.**

and based on the above examination, we hereby report that during the Review Period:

I. (a) NaBFID has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder including except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification / Fine/Show Cause Notice/ Warning etc.					
There are no such matters during the year under review.										

(b) NaBFID has taken the following actions to comply with the observation made in previous reports:

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.					
Not Applicable										

II. Further, we hereby confirm the following for the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of NaBFID are in accordance with the applicable Secretarial Standards (SS) issued by ICSI.</p>	Yes	Not Applicable
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of NaBFID. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	Not Applicable
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • NaBFID is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes	Not Applicable
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of NaBFID are disqualified under Section 164 of Companies Act, 2013.</p>	Not Applicable	Not Applicable
5.	<p><u>To examine details related to Subsidiaries of NaBFID:</u></p>	Not Applicable	Not Applicable

	(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.		
6.	<u>Preservation of Documents:</u> NaBFID is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Not Applicable
7.	<u>Performance Evaluation:</u> NaBFID has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Not Applicable
8.	<u>Related Party Transactions:</u> (a) NaBFID has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, NaBFID shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Yes	Not Applicable
9.	<u>Disclosure of events or information:</u> NaBFID has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Not Applicable	To the extent applicable to the listed Non-convertible Debentures
10.	<u>Prohibition of Insider Trading:</u> NaBFID is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Applicable

11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Not Applicable	Not Applicable
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Not Applicable	Not Applicable

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of NaBFID.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of NaBFID.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of NaBFID nor of the efficacy or effectiveness with which the management has conducted the affairs of NaBFID.

Place : USA

Date : 17th May, 2024

ALWYN JAY & Co.

Company Secretaries

Alwyn Prakash
Dsouza

Digitally signed by Alwyn Prakash Dsouza
DN: c=IN, ou=Personnel, postalCode=401107, st=Maharashtra, serial=186, cn=Alwyn Prakash Dsouza, email=alwyn.dsouza@alwynjay.com

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[Alwyn D'Souza, FCS.5559]

[Partner]

[Certificate of Practice No.5137]

[UDIN : F005559F000393804]