

राष्ट्रीय अवसंरचना वित्तपोषण और विकास बैंक

National Bank for Financing Infrastructure and Development

May 29, 2025

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 (SEBI LODR Regulations) (now governed under Regulation 62M(2) of SEBI LODR Regulations for High Value Debt Listed Entities (HVDLEs)) for the financial year ended March 31, 2025

Pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) (now governed under Regulation 62M(2) of SEBI LODR Regulations for HVDLEs) read with SEBI Circular No. CIR/CFD/CMDI//27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of National Bank for Financing Infrastructure and Development for the financial year ended March 31, 2025, issued by M/s. Alwyn Jay & Co., Practicing Company Secretaries, Mumbai.

Please take the above information on record

Thanking you.

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.5936/2024]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107 ; Tel: 022-79629822 ; Mob: 09820465195; 09819334743

Email : alwyn@alwynjay.com Website: www.alwynjay.com

Secretarial Compliance Report of National Bank for Financing Infrastructure and Development ("the Institution") for the year ended 31st March, 2025

[Pursuant to Regulation 24A(2) and 62M(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015]

We 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 "the Institution")**,
- (b) the fillings/submissions made by the Institution to the stock exchanges,
- (c) Website of the Institution,
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this certifications,

for the year ended **31st March, 2025** ("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 the Institution; 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 the Institution.

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") **to the extent applicable to listed Non-Convertible Debt Securities.**
- (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 the Institution.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 – **Not Applicable to the Institution.**

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - To the extent applicable to the Institution.
- (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 the Institution.
- (j) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 - To the extent applicable to the Institution.

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

- I. (a) the Institution 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) the Institution has taken the following actions to comply with the observation made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31 st March, 2024 (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
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.	<u>Secretarial Standard:</u> The compliances of the Institution are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Institution has duly complied with the Secretarial Standards issued by ICSI to the extend applicable to the Institution.
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Institution. All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time as per the regulations/ circulars/ 	Yes	Not Applicable

	guidelines issued by SEBI.		
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> the Institution 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.	<u>Disqualification of Director:</u> None of the Directors of the Institution are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Not Applicable	None of the Directors of the Institution are disqualified based on the disclosures obtained by the Institution.
5.	<u>examine details related to Subsidiaries of the Institution:</u> Identification of material subsidiary companies Requirements with respect to disclosure of material as well as other subsidiaries.	Not Applicable	During the period under review, the Institution did not have any subsidiary Company.
6.	<u>Preservation of Documents:</u> the Institution 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> the Institution has conducted performance evaluation of the Board,	Yes	Not Applicable

	Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.		
8.	<u>Related Party Transactions:</u> (a) the Institution has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Institution shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Not Applicable	Not Applicable
9.	<u>Disclosure of events or information:</u> the Institution 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	The Institution has provided all the required disclosure(s) under Regulation 51 along with Part B of Schedule III of SEBI LODR Regulations, 2015.
10.	<u>Prohibition of Insider Trading:</u> the Institution 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>Resignation of statutory auditors from the Bank or its material subsidiaries:</u> In case of resignation of statutory auditor from the Bank or any of its material subsidiaries during the financial year, Bank and/or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	There was no Resignation of statutory auditors from the Institution during the review period.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Not Applicable	Not Applicable

We further, report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations – **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 the Institution.
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 the Institution.

4. This Report is solely for the intended purpose of compliance in terms of Regulations 24A (2) and 62M (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Institution nor of the efficacy or effectiveness with which the management has conducted the affairs of the Institution.

Place : Mumbai

Date : 29th May, 2025

Office Address :

Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

ALWYN JAY & Co.

Company Secretaries

**Alwyn Prakash
Dsouza**

[Alwyn D'Souza, FCS.5559]

[Partner]

[Certificate of Practice No.5137]

[UDIN : F005559G000492936]

Digitally signed by Alwyn Prakash Dsouza
DN: c=IN, o=Personal, postalCode=401107, st=Maharashtra, street=Flat No A/32 Sarad, 3rd floor Mira
Road East, Mira-Bhayander, Maharashtra India- 401107-
Sector 3, Srishti Complex, title=2727,
2.5.4.20=1b7ebf8e05063d34e3588f5c704f0b06b072f24
9697821b9712c4c2b9ba961,
serialNumber=707ef395cb800eb76ca5bef7a5e19ba0f9d
1aefb6414e8b883509d27ac04cf45,
email=alwyn.co@gmail.com, cn=Alwyn Prakash Dsouza
Date: 2025.05.29 17:12:22 +05'30'