



NOTICE

NOTICE is hereby given that an **Extra-Ordinary General Meeting of NABFINS Limited** will be held on **Wednesday the 22nd day of May, 2024 at 11.00 am** at the deemed venue of **Registered Office of the Company at #3072, 14th Cross, K R Road, Banashankari 2nd Stage, Bengaluru – 560070 through Hybrid mode via MS Teams** to transact the following Special Business(es):

SPECIAL BUSINESS:

1. Increasing the borrowing powers of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:

"RESOLVED THAT in supersession of the resolution passed by the shareholders in the 24th Annual General Meeting of the Company held on September 28, 2021 (wherein, borrowing powers of the Company was increased to ₹2,000 crore from ₹1,700 crore), consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment(s) thereof for the time being in force, read with Article 153 of the Articles of the Association of the Company, to borrow monies for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, so that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding shall not exceed ₹5,000 Crore (Rupees Five Thousand Crore only) in excess of the paid up share capital, free reserves and securities premium, if any, of the Company.

RESOLVED FURTHER that consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactment(s) thereof for the time being in force, to the Board of Directors of the Company to create charge / provide security for the sums borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed by and between the Company and the Lenders so as to secure the borrowings by the Company, together with interest, costs, charges, expenses and all other monies payable by the Company to the Lenders / Institutions concerned, under the respective borrowing arrangements entered into / to be entered into by the Company.



RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee or the Managing Director or person(s) authorized by the Board in this behalf, be and is / are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating security as aforesaid or otherwise considered to be in the best interest of the Company.

RESOLVED FURTHER that the Managing Director and / or the Chief Financial Officer of the Company be hereby severally authorized to file the necessary returns with the Registrar of Companies, Karnataka, Bengaluru."

2. Re- appointment of Shri K Udaya Bhaskara Reddy, (DIN: 06926054) as an Independent Director of the Company from February 26, 2024.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri K Udaya Bhaskara Reddy, the Independent Director of the Company (DIN: 06926054) whose tenure for first term as an Independent Director was up to January 18, 2024 and was re-appointed by the Board of Directors vide their circular resolution dated February 26, 2024 is be and is hereby re-appointed as an Independent Director of the Company for a second term, on such terms and conditions as approved by the Board, for a period of three years from February 26, 2024 to February 25, 2027 and is not liable to retire by rotation.

RESOLVED FURTHER that consent of the Shareholders be hereby accorded for entitling Shri K Udaya Bhaskara Reddy, for the payment of sitting fees together with reimbursement of travelling and incidental expenses, if any, in connection with him attending the Board or Committee Meeting(s) of the Company, as per extant policy of the Company on Payment of Sitting Fees.



RESOLVED FURTHER that the Managing Director and / or the Chief Financial Officer of the Company be hereby severally authorized to take all necessary action including filing necessary returns, if any, with the Registrar of Companies, Karnataka, Bengaluru."

By Order of the Board

Place: Bengaluru
Date: May 02, 2024

For NABFINS Limited



Pooja Ahuja
Company secretary
Address - # 3072, 14th Cross Road,
Banashankari II Stage Bengaluru KA 560070



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Proxies in order to be effective should deposit proxy forms at the Company's registered office not less than 48 hours before commencement of the meeting.
2. The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of all the special business is annexed hereto and forms part of this notice.
3. Shareholders desirous of seeking any clarification on the business to be transacted at the Extra- Ordinary General Meeting are requested to forward such queries to the Registered Office of the Company at least 10 days before the date of the meeting.
4. Shareholders are requested to immediately intimate change in their address, if any, and their e-mail IDs by writing to the Company at #3072, 14th Cross, K R Road, Banashankari 2nd Stage, Bengaluru – 560070 or e – mail to cs@nabfins.org.
5. This notice of the Extra-Ordinary General Meeting circulated to the Shareholders of the Company is made available on the Company's website at www.nabfins.org.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

With reference to Item No. 1:

Increasing the borrowing powers of the Company

The shareholders at their 24th Annual General Meeting held on September 28, 2021 approved the borrowing limit of the Company to the extent of ₹2,000 Crore. In order to meet the additional requirement of funds to support the business operations of the Company during the current financial year, it is proposed to increase the borrowing limit to ₹5,000 Crore. Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders of the Company is required for increasing the borrowing existing limit to ₹5,000 Crore in excess of the paid up share capital, free reserves and securities premium, if any, of the Company.

Further, for the purpose of giving effect to the consent of shareholders on increasing the borrowing powers, the Board of Directors of the Company may need to create charge / provide security for the sums borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, the consent of the Company is required in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013.

The Directors have recommended for approval of the proposed resolution set out at No. 01 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.01 of the accompanying Notice.

With reference to Item No. 2:

Re-appointment of Shri. K Udaya Bhaskara Reddy as an Independent Director of the company for a second term of three years.

Shri K Udaya Bhaskara Reddy is a career banker and served Syndicate Bank for around 22 years and later, the Indian Bank for around 13 years. He is a post graduate in Agricultural Science from Andhra Pradesh Agricultural University and holder of MBA (finance) from Indira Gandhi National Open University (IGNOU). He is a certified associate of Indian Institute of Banking & Finance (CAIIB). He did diploma in Bank Management, Financial Services, International Banking, Business Finance etc. He also holds post-graduation diploma in cyber law.

He joined Syndicate Bank in 1984 (upto 2006) as a Rural Development Officer (RDO) and subsequently worked in treasury operations both in forex and domestic markets. Later, he joined

Indian Bank in 2007 where he worked in Integrated Treasury for seven years and as Branch Head for 3 years. He served the bank in various capacities and has experience in the areas of inspection and control, MSME, treasury and international banking etc. Prior to his superannuation in Sept. 2020, he was serving the Indian Bank as Chief Risk Officer.

Shri K Udaya Bhaskara Reddy, during his career with Indian Bank, was a nominee Director on the Board of IndBank Merchant Banking Services Ltd. and IndBank Housing Ltd., the subsidiaries of Indian Bank.

Considering his knowledge and experience, the Board vide their Circular resolution 005/BoD/2023-24 dated February 26, 2024, on the recommendation of the Nomination and Remuneration Committee of the Company recommended for re-appointment of Shri K Udaya Bhaskara Reddy as an Independent Director of the company for a second term of three years with effect from February 26, 2024 to February 25, 2027.

Further, Shri K Udaya Bhaskara Reddy has given the declaration to the effect that he meets the criteria of independence under section 149(7) of the Companies Act, 2013. He also has given the declaration that he is not disqualified from being designated as Director in terms of Section 164 of the Companies Act, 2013 and consent to continue to act as an Independent Director of the Company.

Considering the above, the Board of Directors recommended for approval of the proposed resolution set out at Item No. 02 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Shri K Udaya Bhaskara Reddy to the extent of his re-appointment and entitlement to the payment of sitting fees from the Company and reimbursement of incidental expenses, if any, is in any way concerned or interested, financially or otherwise, in the said resolution.

Place: Bengaluru
Date: May 02, 2024

By Order of the Board
For NABFINS Limited


Pooja Ahuja
Company secretary

Address - # 3072, 14th Cross Road,
Banashankari II Stage Bengaluru
KA 560070