



28TH ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of **NABFINS LIMITED** will be held on Friday, the 26th day of September 2025 at 11:00 am at the *Registered Office of the Company at #3072, 14th Cross, K. R. Road, Banashankari 2nd Stage, Bengaluru – 560070* to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company as on March 31, 2025 together with the Report of Directors and Auditors thereon:

“RESOLVED THAT the Profit & Loss Account for the year ended March 31, 2025 and the Balance Sheet as on that date together with the reports of the Directors, Independent Auditors, Secretarial Auditor and the comments of the Comptroller & Auditor General of India be and are hereby considered, approved and adopted.”

2. To authorize the Board of Directors to fix the remuneration payable to *(Statutory Auditor’s Name), (Firm Registration Number), Chartered Accountants, (place), the Statutory Auditors* appointed by the Comptroller & Auditor General of India for the FY 2025-26:

(The appointment letter from the C&AG is awaited, after receipt of letter, the details of Statutory Auditors will be shared)

“RESOLVED THAT appointment of *(Statutory Auditor’s Name), (Firm Registration Number), Chartered Accountants, (place)* as Statutory Auditors for the year 2025-26 by the Comptroller and Auditor General of India be and is hereby approved for a period of year i.e. from the conclusion of this 28th Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

3. To appoint a Director in place of Shri. Mohan Prasad (DIN: 10223526), who retires by rotation and is eligible for reappointment:

“RESOLVED THAT Shri. Mohan Prasad (DIN: 10223526) who retired by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and is liable to retire by rotation.”



4. To appoint a Director in place of Smt. N. Neeraja (DIN: 10226700), who retires by rotation and is eligible for reappointment:

"RESOLVED THAT Smt. N. Neeraja (DIN: 10226700), who retired by rotation and being eligible, offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company and is liable to retire by rotation."

Place: Bengaluru

Date: September 04, 2025

For NABFINS Limited


(Pooja Ahuja)
(Company Secretary)
M No: A58328

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

Notes:

1. The Ministry of Corporate Affairs(MCA) vide its circular(s) dated April 19, 2024 read with Circular dated April 08, 2020 and September 19, 2024, permitted holding of Annual General Meeting through Video Conferencing / Other Audio Visual Means (VC/OAVM) without physical presence of the members at a common venue. Pursuant to MCA circulars and the provisions of the Companies Act, 2013, the Annual General Meeting of the Company will be held through VC/OAVM to transact ordinary businesses and/or special businesses of urgent nature.
2. As general meetings are allowed to be held through VC/OAVM as per MCA circular dated April 19, 2024, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by members is not made available.
3. Pursuant to provisions of Section 112 and 113 of the Companies Act, 2013 and also keeping in view the MCA circulars referred under point '1' above, representatives of the members may be appointed for the purpose of participating and voting in the meeting to be held through VC/OAVM.
4. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business is annexed hereto and forms part of this notice.
5. Shareholders desirous of seeking any clarification on the business to be transacted at the 28th Annual 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.
6. 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.
7. This notice of the Annual 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. 3:

To appoint a Director in place of Shri. Mohan Prasad (DIN: 10223526), who retires by rotation and is eligible for reappointment

Brief profile of Shri. Mohan Prasad

Shri. Mohan Prasad is a civil engineering graduate from NIT Patna (erstwhile Bihar College of Engineering) and a holder of Master of Business Administration (MBA) in Finance. Shri Mohan Prasad is also a Certified Associate of Indian Institute of Bankers (CAIIB). Over his nearly 25 years of service in NABARD since 1999, he has served the organization in various capacities at Head Office and Regional Offices across the country. He was District Development Manager (AGM) of NABARD in Buxar, Bihar and responsible for implementation of NABARD programme in the district. He has gathered remarkable experience in Rural Infrastructure Development Fund (RIDF), Funds & Accounts, Corporate Planning and procurement of assets. Prior to his posting to NABFINS, he was in charge of supervision of all Rural Co-operative Banks and Regional Rural Banks in Karnataka. He was appointed as the Nominee Director of the company with effect from July 28, 2023.

With reference to Item No. 4:

To appoint a Director in place of Smt. N. Neeraja (DIN: 10226700), who retires by rotation and is eligible for reappointment

Brief profile of Smt. N. Neeraja

Smt. N Neeraja, Chief General Manager, NABARD & Managing Director, NABFINS and Key Managerial Personnel joined NABARD in 1992 and has worked in various capacities. During her 32 years of service in NABARD, she has worked in its Regional Offices at Hyderabad, Bhubaneswar, Bhopal and Chennai and in its Head Office at Mumbai. She has varied experience covering business functions, grant support for developmental initiatives, managing HR and Refinance. She is a Postgraduate in Applied and Analytical Economics, a certified Associate of the Indian Institute of Banking and Finance and holds a Diploma in Management. She took charge as the Managing Directors & KMP of the company with effect from June 20, 2024.

Place: Bengaluru

Date: September 04, 2025

By Order of the Board

For NABFINS Limited



Pooja Ahuja

Company Secretary

Mem No: A58328

Address - # 3072,

14th Cross Road, Banashankari II

Stage Bengaluru KA 560070