NABFINS Ltd.
nabfins

3072, 14th Cross, K R Road, Banashankari 2nd Stage
Bengaluru - 560 070, Karnataka, India
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29TH ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the **29th Annual General Meeting** of ***NABFINS LIMITED*** will be held on ***on Monday, the 28th day of September 2026 at 11:00 a.m.*** *in hybrid mode through MS Teams from the deemed venue of the registered office address of the Company at #3072, 14th Cross K R Road, Banashankari Stage II, Bengaluru - 560070* to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company as at March 31, 2026 together with the Report of Directors and Auditors thereon:

   "**RESOLVED THAT** the Statement of Profit and Loss for the year ended March 31, 2026 and the Balance Sheet as on that date together with the Reports of the Board of Directors, Statutory Auditors and Secretarial Auditor and the comments of the Comptroller and 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 and Auditor General of India for the FY 2026-27.

   "**RESOLVED THAT** appointment of *(Statutory Auditor's Name)*, (*Firm Registration Number*), Chartered Accountants, (*place*) as Statutory Auditors for the year 2026-27 by the Comptroller and Auditor General of India be and is hereby approved for the FY 2026-27 from the conclusion of this 29th 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. Vinod. C (DIN: 10697875), who retires by rotation and is eligible for reappointment:

   "**RESOLVED THAT** Shri. Vinod. C (DIN: 102697875) who retires by rotation and, being eligible, offers 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 Shri. G.N Gami (DIN: 10244319), who retires by rotation and is eligible for reappointment:

   "**RESOLVED THAT** Shri. G.N Gami (DIN: 10244319), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and is liable to retire by rotation."

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SPECIAL BUSINESS:

5. **Appointment of Smt. Srimathy Sridhar (DIN: 10627997) as Independent Director of the Company with effect from October 01, 2026**

To consider and, if deemed fit, to pass with or without modifications the following as **SPECIAL Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Smt. Srimathy Sridhar (DIN: 10627997), who was appointed as an Additional Director by the Board under Section 149(1) and 161(1) of the Companies Act, 2013 with effect from February 10, 2026 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of two consecutive years commencing from October 01, 2026 and ending on September 30, 2028 on such terms and conditions as approved by the Board and is not liable to retire by rotation.

RESOLVED FURTHER THAT consent of the Shareholders be hereby accorded for entitling Smt. Srimathy Sridhar for the payment of sitting fees together with reimbursement of travelling and incidental expenses, if any, in connection with her attending the Board or Committee Meeting(s) of the Company, as per the extant Policy of the Company on Payment of Sitting Fees

RESOLVED FURTHER THAT the Managing Director and / or the Company Secretary 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."

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6. **Appointment of Dr. Haragopal Yandra (DIN: 107510423) as the Managing Director cum CEO and KMP of the Company with effect from August 14, 2026**

To consider and, if deemed fit, to pass with or without modifications the following as **SPECIAL Resolution:**

"**RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and the Board of the Company, consent of the members is be and hereby accorded for appointing Dr. Haragopal Yandra, holding (DIN: 10751042), Chief General Manager, NABARD as the Managing Director cum CEO and Key Managerial Personnel of the Company with effect from August 14, 2026 and for a period of two (2) years from the date of appointment or until the date of his superannuation, whichever occurs earlier on such remuneration, perquisites, allowances and other terms and conditions in pursuance of NB.HRMD.PA/55ol5 / ST-61 (Dep-NABFINS)/2026 -27 dated August 06, 2026 (including any modifications from time to time) together with other facilities / incentives approved or to be approved by the shareholders in the General Meeting from time to time including provision of residential accommodation within the range of 95,000/- per month (excluding applicable taxes, maintenance charges and annual increases, if any, as may be applicable from time to time) etc. provided such remuneration including other monetary benefits be subject to the limits provided under Schedule V of the Companies Act, 2013 or any modifications, re-enactment thereof from time to time."

RESOLVED FURTHER THAT the Managing Director and or the CFO and or any other officer as authorized by the Managing Director in this behalf are hereby severally authorized to forward a copy of these resolutions to all the concerned wherever necessary for their records and to file necessary returns with the Registrar of Companies, Karnataka, Bengaluru."

By Order of the Board
For NABFINS Limited

Place: Bengaluru
Date: September 05, 2026

Dr. Haragopal Yandra,
(Managing Director)
DIN: 10751042
Address - # 3072, 14th Cross Road, Banashankari II Stage Bengaluru KA 560070

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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 the 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 29th 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 mail IDs by writing to the Company at #3072, 14th Cross, K R Road, Banashankari 2nd Stage, Bengaluru – 560070 or 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

SPECIAL BUSINESS

With reference to Item No. 5:

Appointment of Srimathy Sridhar (DIN: 10627997) as Independent Director of the Company with effect from October 01, 2026

On the recommendation of the Nomination and Remuneration Committee and considering her knowledge and experience, the Board of Directors of at their meeting held on February 10, 2026 appointed Smt. Srimathy Sridhar as an Additional Director on the Board of the Company to hold the office until the ensuing AGM.

Brief Profile

Smt. Srimathy Sridhar started her career as a probationary clerk at Andhra Bank in 1985 and moved to Canara Bank as Probationary Officer in 1986. Over a period of 34 years in Canara Bank, she rose to the level of Chief General Manager. She has exposure to various verticals in the Bank Viz; Branch operations across diverse locations from rural to metro, Retail and Corporate credit, Mid and Large credits, Human Resources, Internal Control and Compliance, Risk Management, Treasury, Administrative offices etc. She has headed the Large Corporate Vertical at Head Office of the bank and a large circle of Canara Bank at Chennai.

On deputation, she also functioned as Chief Vigilance Officer of NABARD. During this tenure, she also handled additional assignments as Chief Vigilance Officer of New India Assurance Company, State Bank of India and Bank of Baroda for varying periods. Thereafter, she moved up to the position of Executive Director at Indian Overseas Bank in March 2021. She handled multiple critical portfolios like Corporate Credit, Retail Lending, Agricultural Credit and Financial Inclusion, including SLBC functions, Treasury, Risk, Internal Control and Inspection, Digital Banking etc. Upon completion of her tenure as Executive Director in IOB, she demitted office in March 2024.

She holds a postgraduate degree in Commerce, a Master's in Business Administration and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB). She has been conferred with Alekh Foundation's W20 Women Achievers Award during 2023. The Directors have recommended for approval of the proposed resolution set out at No. 05 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Smt. Srimathy Sridhar, to the extent of their appointment and entitlement to the payment of sitting fees and reimbursement of eligible expenses, if any, are in any way concerned or interested, financially or otherwise, in the said resolution(s) set out at Item No.05 of the accompanying Notice.

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With reference to Item No. 06:
Appointment of Dr. Haragopal Yandra (DIN: 107510423) as the Managing Director cum CEO and KMP of the Company with effect from August 14, 2026.

NABARD Head Office, Mumbai vide its letter *Endt. No. NB.HRMD.PA/55ol5/ST-61(Dep-NABFINS)/2026-27 dated August 06, 2026* posted Dr. Haragopal Yandra, Chief General Manager, NABARD to take charge as Managing Director of NABFINS in place of Smt. N. Neeraja consequent upon her transfer to NABARD Head Office. The terms and conditions of his posting are also specified by NABARD.

Pursuant to this, the Board in its 150th meeting held on August 13, 2026 appointed Dr. Haragopal Yandra as the Managing Director cum CEO and Key Managerial Personnel of the Company for a period of two years from August 14, 2026 till two years or his superannuation whichever is earlier.

Brief Profile:

Dr. Haragopal Yandra, holding DIN 10751042 was serving as the Managing Director at NABARD Consultancy Services Private Limited, Delhi from 30/08/2024 till present date.

Dr. Haragopal Yandra completed his graduation from Agricultural College, Bapatla followed by a Doctorate from the Indian Agricultural Research Institute, New Delhi. Additionally, he holds a Post Graduate Diploma in Business Management (Finance) from Symbiosis Institute of Business Management and is also a Certified Associate of the Indian Institute of Banking and Finance (CAIIB), Pune. Dr. Yandra began his career at NABARD in 1996 as an officer, where he has since gained extensive experience across various departments and locations in India. His work spans multiple areas, including farm and off-farm sector development, climate change, refinance, risk management, and supervision, all pertinent to NABARD's operations.

His expertise in horticulture has been instrumental in providing valuable insights for preparation of unit costs for investment activities, large-scale project financing and other technical areas requiring specialized technical knowledge. Dr. Yandra has also played a key role in NABARD's refinance business, which supports banks in providing low-cost funds for agricultural and rural development activities. He has also been associated with subsidiaries of NABARD and has marked his participation in various State and Central level technical and banking committees.

Prior to becoming the Managing Director of NABCONS, Dr. Yandra served as General Manager at NABARD's Telangana Regional Office where he oversaw infrastructure finance for State and Central Government, refinance for banks and financial institutions, rural financial institution supervision, start-ups funding and various other critical functions.

Dr. Haragopal Yandra will hold office of the Managing Director cum CEO and Key Managerial Personnel of the Company for the said period on such remuneration and perquisites, allowances and other terms and conditions as specified by NABARD vide its letter *Endt. No. NB.HRMD.PA/550I5/ST-61(Dep-NABFINS)/2026-27 dated August 06, 2026* together with other facilities / incentives including provision for residential accommodation within the range of ₹95,000/- per month (excluding applicable taxes and maintenance charges, if any), including any modifications from time to time, provided the total remuneration shall not exceed the applicable limit specified under section 197 read with Schedule V and any other applicable provisions of the Companies Act 2013.

The Directors have recommended for approval of the proposed resolution set out at No. 6 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Haragopal Yandra to the extent of his appointment and entitlement to the payment of remuneration with other allowances, perquisites etc. from the Company during the said period, are in anyway concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the accompanying Notice.

By Order of the Board
For NABFINS Limited

Place: Bengaluru
Date: September 05, 2026

HaraGopal

Dr. Haragopal Yandra
Managing Director
DIN: 10751042
Address - # 3072, 14th Cross Road, Banashankari II Stage Bengaluru KA 560070

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