

March 28, 2024

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

Subject: 2/2023-24 Extra-Ordinary General Meeting (“EGM”) of NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”) – Declaration of result

Dear Sirs/Madam,

In continuation to our intimation dated March 28, 2024, pertaining to the proceedings of the 2/2023-24 Extra-Ordinary General Meeting (“EGM”) of the Company held on March 28, 2024, please find enclosed declaration of result of the item no. 4 set out in the Notice of 2/2023-24 EGM held on March 28, 2024, along with report of the Scrutinizer dated March 28, 2024, pursuant to Section 109 of the Companies Act, 2013 and rule made thereunder.

You are requested to take the same on your records.

Thanking You,
For NIIF Infrastructure Finance Limited

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521

March 28, 2024

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

Subject: Declaration of result of the item no 4 set out in Notice of 2/2023-24 Extra-Ordinary General Meeting held on March 28, 2024.

Dear Sir/Madam,

In accordance with the applicable provisions of Companies Act, 2013 read with the rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the 2/2023-24 Extra-Ordinary General Meeting (EGM) of the Company was held on Thursday, March 28, 2024 through video conferencing (VC) /other audio visual means to seek approval of members of the Company on resolutions as set out in the Notice of EGM dated February 29, 2024.

Further, pursuant to the provisions of Section 109 of the Companies Act, 2013, read with rules made thereunder, as amended from time to time and Secretarial Standards II issued by the Institute of Company Secretaries of India, the Company had provided poll facility to the members to vote on the resolution set out as item no. 4 in the Notice of the EGM. Ms. Neha Lahoty, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to conduct poll process in a fair and transparent manner. The Scrutinizer has submitted his report on the item no. 4 set out in the Notice of the EGM, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1	To approve Related Party Transactions with Aseem Infrastructure Finance Limited for FY 2024-25.	100.00%	0.00%

Accordingly, I Ankit Sheth, Company Secretary as authorised by the Chairman of the EGM, declare that the above-mentioned resolution set out as item no. 4 in the Notice of the EGM has been approved with requisite majority by the members of the Company.

Request you to take the above on record and oblige.

Thanking You,
For NIIF Infrastructure Finance Limited

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

FORM NO. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman/ Company Secretary
02/2023-24 Extra Ordinary General Meeting of the Equity Shareholders of
NIIF Infrastructure Finance Limited (on MS Teams through audio- visual means)
held on Thursday, 28th March, 2024 at 02.00 p.m.
CIN: U67190MH2014PLC253944
3rd Floor, UTI Tower, North Wing, GN Block,
Bandra Kurla Complex, Mumbai - 400 051.

Dear Sir,

I, Neha R Lahoty, Partner of M/s. Rathi & Associates, Company Secretaries, have been appointed as Scrutinizer for the purpose of the poll taken on the resolution specified below, at the 02/2023-24 Extra-Ordinary General Meeting of the Equity Shareholders of **NIIF Infrastructure Finance Limited** held on Thursday, 28th March, 2024 through audio-visual means.

Accordingly, I hereby submit my report as under:

1. The meeting was held through audio-visual means and the Chairman on receipt of request from Mr. Srinivas Upadhyayula, Authorized Representative of HDFC Bank Limited, Shareholder of the Company ("the Shareholder"), declared that voting in respect of Resolution No. 4 of the Notice dated February 29, 2024, be considered through poll. Thereafter, the Company Secretary of the Company explained the poll process to the Shareholders of the Company and also informed the Members that in terms of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties cannot vote to approve resolution for related party transactions.

The Company Secretary, thereafter, mailed the poll paper to the Shareholder. The Shareholder filled in the details on the poll paper and separately emailed the poll paper to the undersigned.

2. The poll paper was reconciled with the records maintained by the Company and the authorization letter lodged by HDFC Bank Limited, Shareholder of the Company.



3. The poll paper was not incomplete or defective.

4. The result of the Poll is as under:

(a) **Resolution No 4** - To approve material Related Party Transactions with Aseem Infrastructure Finance Limited for FY 2024-25:

(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	6,00,00,000	100.00

(ii) Voted against of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:	
Total Number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total Number of votes cast by them
-	-

5. The list of the Equity Shareholders who voted "FOR" the resolution is enclosed. None of the Shareholders voted "Against" the resolution. None of the votes were declared invalid.

6. The poll paper and all other relevant records were mailed to the Company Secretary for safe keeping.

Thanking you,
Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

COUNTERSIGNED BY

Neha R Lahoty

NEHA R LAHOTY
PARTNER

FCS: 8568

COP: 10286

UDIN: F008568E003642803

Encl: As above

Place: Mumbai



Ankur P. Shah

Date: March 28, 2024

List of Shareholders who voted in favour of the resolution:

Sr. No.	Name of the Shareholder	No. of Equity Shares held
1.	HDFC Bank Limited	6,00,00,000

