

**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: Proceedings of the 2/2023-24 Extra-Ordinary General Meeting ("EGM") of NIIF Infrastructure Finance Limited ("NIIF IFL" or "the Company") held on March 28, 2024.**

Dear Sirs/Madam,

Pursuant to the Regulation 51 read with Part B of Schedule III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith proceedings of the EGM of the Company held on March 28, 2024, through Video Conferencing.

You are requested to take the above information 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: Proceedings of the 2/2023-24 Extra-Ordinary General Meeting of NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”) of the Company held on March 28, 2024.**

Dear Sirs/Madam,

Pursuant to the Regulation 51 read with Part B of Schedule III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”), we are pleased to inform you about the proceedings of 02/2023-24 Extra-Ordinary General Meeting (“EGM”) of the Company, held on Thursday, March 28, 2024 at 2:00 p.m. through video conferencing (VC) /other audio visual means, in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India

**Proceedings in brief:**

- Directors Present – Mr. Prashant Kumar Ghose and Ms. Rosemary Sebastian, Independent Directors and Mr. Nilesh Shrivastava, Non-Executive Director of the Company attended the EGM.
- Auditors Present – Ms. Neha Lahoty, partner of Rathi and Associates, Practicing Company Secretaries, Secretarial Auditor attended the EGM.
- Ms. Rosemary Sebastian chaired the Meeting.
- Mr. Ankit Sheth, Company Secretary welcomed the Director, Members, Representatives, Auditors and Management team of the Company, present in the meeting and briefed the Members with general instructions for attending the meeting through VC and process of voting at the meeting.
- The requisite quorum being present, the Chairperson called the meeting to order.
- Members approved the resolutions specified under item no. 1, 2 and 3 of the notice of EGM dated February 29, 2024, as mentioned below:

Item No	Particulars	Manner of approval
<b>Special Business</b>		
1.	To consider and approve shifting of registered office of the Company from Mumbai, Maharashtra to Delhi and consequent alteration to the Memorandum of Association of the Company.	Special Resolution
2.	To consider and approve increase in Authorized Share Capital of the Company and consequent alteration to the Memorandum of Association of the Company.	Special Resolution

3.	To consider and approve Issuance of 1,50,000 Non-Convertible Redeemable Preference Shares (“NCRPS”) of the face value of INR. 1,00,000/- (Rupees One Lakh only) each on private placement basis for a period of one year, in one or more tranches.	Special Resolution
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- Thereafter, on receipt of request from a member of the Company, the Chairperson approved that following resolution specified under item no. 4 of the Notice of EGM dated February 29, 2024, be taken up through poll, pursuant to the provisions of Section 109 of the Companies Act, 2013 and rules made thereunder, and Secretarial Standard II issued by the Institute of Company Secretaries of India:

<b>Special Business</b>		
4.	To approve Related Party Transactions with Aseem Infrastructure Finance Limited for FY 2024-25.	Ordinary Resolution

The Chairperson appointed M/s. Rathi and Associates, Practicing Company Secretaries as the Scrutinizer to supervise the poll process. The Chairperson authorized the Company Secretary to declare the voting result on the item no. 4 of the Notice of EGM dated February 29, 2023, intimate the stock exchange and place the same on the website of the Company.

The details of the voting result on the item no. 4 as set out in the Notice of EGM along with the Scrutinizer’s Report will be disseminated to the exchanges and will be placed on the Company’s website in due course.

The Meeting concluded at 2:14 p.m.

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**