

**NIIF INFRASTRUCTURE FINANCE LIMITED**  
**(Formerly "IDFC Infrastructure Finance Limited")**  
Reg Office: 3<sup>rd</sup> Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Mumbai 400 051,  
Maharashtra.; Telephone: +91 022 68591300; www.niifil.in

**CIN: U67190MH2014PLC253944**

### **NOTICE TO MEMBERS**

Notice is hereby given that the Seventh Annual General Meeting of the Members of NIIF Infrastructure Finance Limited ("the Company") will be held through Video Conferencing and other audio visual means on June 24, 2020, Wednesday at 5.00 p.m. to transact the following business:

#### **Ordinary Business**

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2020, including the audited Balance Sheet as on March 31, 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. A K T Chari (**DIN – 00746153**) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajiv Dhar (**DIN-00073997**) who retires by rotation and being eligible, offers himself for re-appointment.

#### **Special Business**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42 & 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to all the applicable laws and regulations, SEBI (Issue and Listing of Debt Securities) Regulations, 2008; the Reserve Bank of India Act, 1934 (including any amendment, modification, variation or re-enactment thereof), Articles of Association, the consent of the Company be and is hereby accorded to borrow from time to time, by issuance of Non-Convertible Securities, including but not limited to Non-Convertible Debentures ("**NCDs**") and Commercial Papers ("**CPs**"), on private placement basis, with a view to augment the business of the Company, up to an amount not exceeding Rs.12,000 crore (Rupees Twelve Thousand crore only), outstanding at any point of time, under one or more shelf disclosure documents, on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board and/or Finance Committee of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form/placement documents/offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements

for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration and expenses relating thereto and for all other related matters and with power on behalf of the Company to settle all questions, difficulties and doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

**RESOLVED FURTHER THAT** any of the Directors of the Company, Mr. Sadashiv S. Rao, Chief Executive Officer of the Company and Mr. Amol Ranade, Company Secretary of the Company be and are hereby severally authorized to inform about the above to the statutory/regulatory authority/ies and to file requisite forms and returns with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

**By order of the Board of Directors**



**Sadashiv S. Rao**  
**Chief Executive Officer**  
**Mumbai**  
**June 2, 2020**

**NOTES:**

- A.** The meeting is being held through Video Conferencing or other Audio Video Means and the facility for the members to join the meeting shall be kept open at least 15 minutes before the scheduled time to start the meeting and shall be closed 15 minutes after the expiry of the scheduled closure time of the meeting.
- B.** Corporate Members intending to send their Authorized Representatives to attend the Annual General Meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting of the Company.
- C.** Since the numbers of Members in the Company is less than 50, in case any poll is required during the meeting, it would be done through show of hands.
- D.** The members are requested to contact on the help line number i.e.09004682753, who need assistance for using the technology before or during the meeting.
- E.** The Explanatory Statement, as required under Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.

**Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out all material facts:**

**Item No 4**

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, lays down the provisions subject to which a company is allowed to issue securities on Private Placement (PP) basis. Every proposed offer of securities or invitation to subscribe to securities on PP basis, requires prior approval of Members of the Company by way of Special Resolution. However, in case of offer/ issuance of Non-Convertible Debentures (“NCDs”), passing of a Special Resolution by the Members for all such offers/ invitation for such debentures, once in a year is sufficient. Last approval on such offers/invitation for such debentures from Shareholders was taken at the Extra Ordinary General Meeting of the Company held on June 18, 2019. In view of the aforesaid provisions and in order to augment the business of the Company, it is proposed to seek approval of the Members for borrowing, from time to time, by issuance of NCDs, on PP basis, up to an amount not exceeding Rs. 12,000 crore (Rupees Twelve Thousand crore only), outstanding at any point of time. The said limit of Rs. 20,000 crore (Rupees Twenty Thousand Crore only) shall be within the overall borrowing limit as approved by the Members at the EGM held on August 5, 2015 under Section 180(1)(c) of the Companies Act, 2013.

As per definition of “**Debenture**” provided in the Companies Act, 2016, Debentures includes Debenture Stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not. In view of the same, Commercial Papers were also included in the definition of Debentures.

Reserve Bank of India issued Notification Ref. No. RBI/2015-16/381 DNBR (PD). CC. No. 079/03.10.001/2015-16 dated April 21, 2016 to all Infrastructure Debt Fund- Non- Banking Financial Companies (IDF-NBFCs) that in order to facilitate better Asset Liability Management , it was allowed to IDF –NBFCs to raise funds through shorter tenor bonds and Commercial Papers from the domestic market to the extent of upto 10% (ten percent) of their total outstanding borrowings.

The pricing of the NCDs will depend primarily upon the then prevailing market conditions and the regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors or any of its Committee duly authorized in this regard.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors or Key Managerial Personnel and/or their relatives is deemed to be interested or concerned in this resolution.

**By order of the Board of Directors**



**Sadashiv S. Rao**  
**Chief Executive Officer**

**Mumbai**  
**June 2, 2020**

**EXHIBIT TO NOTICE**

Pursuant to the Companies Act, 2013 and SS -2 following information is proposed to be furnished in respect of the directors proposed to be appointed/re-appointed

|   |  |   |
|---|--|---|
| <b>Name of the Director</b>   | <b>Mr. A K T Chari</b>   | <b>Ms. Rajiv Dhar</b>   |
| <b>Date of Birth (Age)</b>  | <b>16/12/1939(79 years)</b>  | <b>18/08/1961 (58 years)</b>  |
| <b>Date of appointment</b>  | <b>12/03/2019</b>  | <b>12/03/2019</b>   |
| <b>Detailed Profile including nature of expertise</b>   | <p>Mr. A.K.T Chari was an Advisor at IDFC Project Finance. A keen Project Finance Specialist, he has over 35 years of experience. Prior to joining IDFC, Mr. Chari worked with the Industrial Development Bank of India (IDBI) for 25 years where he held the position of Chief General Manager/Adviser - Corporate Finance. In this role, his responsibilities included appraisal of projects - infrastructure and industrial, project monitoring and portfolio management in the SME and venture capital sectors. He has been on the board of directors various boards as an Independent Director such as HDFC Pension Management Company Limited.</p> | <p>Mr. Rajiv Dhar is Chief Operating Officer at NIIF. He has over 30 years of experience in managing diverse business operations across multiple sectors, with a proven record of accomplishment in Corporate Finance and Investment Management (Venture and Growth Equity).</p> <p>Before joining NIIF, Mr. Rajiv Dhar was Executive Director with Omzest Group. Prior to that - from 1995 to 2009 - Mr. Dhar worked with the Tata Group, spending five years in the Group's Head Office as Vice President of Tata Industries Ltd (TIL).</p> <p>He is a commerce graduate, and member of the Institute of Chartered Accountants of India. He has attended the Executive Development Program at Wharton Business School and the Leadership Management Program at Harvard Business School.</p> |
| <b>No. of board meetings attended/held and director was supposed to attend during the 2019-2020</b> | <b>4/5</b>   | <b>5/5</b>  |
| <b>Directorships held in other companies</b>  | Infrastructure Development Corporation (Karnataka)Limited;<br>HDFC Pension Management Company Limited  | Aseem Infrastructure Finance Limited;<br>Hindustan Infralog Private Limited   |
| <b>Memberships and Chairmanships of</b>   | HDFC Pension Management Company Limited-   | Assem Infrastructure Finance limited –  |

|   |   |                         |
|---|---|-------------------------|
| <b>committees of the Board of above Companies</b>               | Member- Audit Committee, Credit Committee and NRC Committee<br><br>Infrastructure Development Corporation (Karnataka) Limited- Member – Audit Committee | Member – Risk Committee |
| <b>Number of equity shares held in the Company</b>              | NIL   | NIL                     |
| <b>Inter-se relationship with other directors /Managers/KMP</b> | NIL   | NIL                     |
| <b>Details of Remuneration sought to be paid</b>                | NIL   | NIL                     |
| <b>Remuneration last drawn by the Director</b>                  | NIL   | NIL                     |