

**NIIF INFRASTRUCTURE FINANCE LIMITED
TRANSCRIPT OF THE 01/2024-25 EXTRA-ORDINARY GENERAL MEETING**

Day: Wednesday**Date: June 5, 2024****Time: 4:00 p.m.****Venue: Through Video Conferencing (VC) (MS Teams)**

DIRECTORS AND MEMBERS PRESENT THROUGH VIDEO CONFERENCE:

Mr. Ashwani Kumar	Chairperson and Independent Director
Mr. Nilesh Shrivastava	Non-Executive Director and Authorised Representative of National Investment and Infrastructure Fund II
Ms. Karishma Jhaveri	Authorized Representative of Aseem Infrastructure Finance Limited
Ms. Ritika Khanna	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Saurabh Suneja	Authorised Representative of National Investment and Infrastructure Fund II
Ms. Manjiree Jaitly	Authorised Representative of HDFC Bank Limited

KEY MANAGERIAL PERSONNEL PRESENT THROUGH VIDEO CONFERENCE:

Mr. Shiva Rajaraman	Chief Executive Officer
Mr. Ankit Sheth	Company Secretary & Compliance Officer

INVITEES PRESENT THROUGH VIDEO CONFERENCE:

Mr. Sudeep Bhatia	Chief Financial Officer - Designate
Mr. Sanchit Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Hemant Mantri	Representative of Lodha & Co. LLP, Statutory Auditors

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited

“Good morning, Members, Directors, Auditors, and invitees!

I requested the members to elect a chairperson for the meeting.

Mr. Nilesh Shrivastava – Representative, National Investment and Infrastructure Fund II

I propose Mr. Ashwani Kumar, Independent Director, to occupy the chair.

Mr. Saurabh Suneja – Representative, National Investment and Infrastructure Fund II

Yes

Ms. Karishma Jhaveri – Representative, Aseem Infrastructure Finance Limited

Yes

Ms. Manjiree Jaitly – Representative, HDFC Bank Limited

Yes

Ms. Ritika Khanna – Representative, National Investment and Infrastructure Fund II

Yes

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited

With the permission of the Chairperson / Members, I start the recording of the meeting.

Before I hand over the proceedings of the Extra-Ordinary General Meeting (EGM) to the Chairperson, I would like to draw attention of the Members to a few important points.

The Ministry of Corporate Affairs (MCA) has permitted the holding of EGM through Video Conference means, without the physical presence of the shareholders at a common venue. Accordingly, this meeting is being held and conducted through Video Conference through the platform of Microsoft Teams.

I welcome – Mr. Ashwani Kumar Independent Director and Mr. Nilesh Shrivastava Non-Executive Director of the Company.

I also welcome representatives of Statutory Auditors of the Company for the meeting.

Other Directors of the Company have informed of their inability to attend the meeting.

Now, I request the Chairperson to commence the proceedings of the Meeting.

Mr. Ashwani Kumar – Chairperson and Independent Director, NIIF Infrastructure Finance Limited

Thank you!

Since this EGM was being held electronically, physical attendance of the Members had been dispensed with and the members attending the EGM through VC would be counted as quorum as per the provisions of the Companies Act, 2013.

Since the requisite quorum for the EGM was present, I call this meeting to order. The voting on the proceedings to be held at this meeting will be through “show of hands” or Members may say “approved” unless a poll was ordered or demanded.

I confirm that there was no other person attending or having access to the proceedings of this meeting at my location.

Now, members and authorized representatives to confirm their presence at the meeting and the fact that there was no other person attending or having access to the proceedings of this meeting at their respective locations, by stating “Yes” along with their names.

Mr. Saurabh Suneja – Representative, National Investment and Infrastructure Fund II

Yes

Ms. Karishma Jhaveri – Representative, Aseem Infrastructure Finance Limited

Yes

Mr. Nilesh Shrivastava – Representative, National Investment and Infrastructure Fund II

Yes

Ms. Ritika Khanna – Representative, National Investment and Infrastructure Fund II

Yes

Ms. Manjiree Jaitly – Representative, HDFC Bank Limited

Yes

Mr. Ashwani Kumar – Chairman and Independent Director

All the relevant documents referred to in this EGM Notice and Explanatory Statement etc., Register of Directors, and Key Managerial Personnel and Register of Contracts or Arrangements in which Directors are interested and other documents are available for inspection of the members at the EGM. Any member who wishes to inspect the same may send their request through their e-mail IDs.

We can now proceed with the agenda items as mentioned in the Notice.

Item No. 1: Appointment of Mr. Padmanabh Sinha (DIN: 00101379) as Non-Executive Nominee Director.

Mr. Ashwani Kumar – Chairman and Independent Director

Now, members give their approval.

I request one member to propose the resolution.

Ms. Karishma Jhaveri – Representative of Aseem Infrastructure Finance Limited

I propose this resolution.

Mr. Saurabh Suneja – Representative of National Investment and Infrastructure Fund II

I second the same.

Mr. Ashwani Kumar – Chairman and Independent Director

I request all the members to give their approval by show of hands.

Since all the members have approved this resolution by show of hands, I declare this Special Resolution as passed unanimously.

Item No. 2: Appointment of Mr. Nilesh Shrivastava (DIN: 09632942) as Non-Executive Nominee Director.

Mr. Ashwani Kumar – Chairman and Independent Director

Now, members give their approval.

I request one member to propose a resolution.

Mr. Saurabh Suneja – Representative of National Investment and Infrastructure Fund II

I propose this resolution.

Ms. Manjiree Jaitly – Representative of HDFC Bank Limited

I second the same.

Mr. Ashwani Kumar – Chairman and Independent Director

I request all the members to give their approval by show of hands.

Since all the members have approved this resolution by show of hands, I declare this Special Resolution as passed unanimously.

Item No. 3: Borrowing through issuance of Non- Convertible Debentures on Private Placement Basis.

Mr. Ashwani Kumar – Chairman and Independent Director

Now, members to give their approval.

I request one member to propose the resolution.

Mr. Nilesh Shrivastava – Authorized Representative, of National Investment and Infrastructure Fund II

I propose this resolution.

Mr. Saurabh Suneja – Authorized Representative, of National Investment and Infrastructure Fund II

I second the same.

Mr. Ashwani Kumar – Chairman and Independent Director

I request all the members to give their approval by show of hands.

Since all the members have approved this resolution by show of hands, I declare this Special Resolution as passed unanimously.

Mr. Ashwani Kumar – Chairman and Independent Director

I request Mr. Shiva Rajaraman - Chief Executive Officer, NIIF Infrastructure Finance Limited to give a vote of thanks.

Mr. Shiva Rajaraman – Chief Executive Officer, NIIF Infrastructure Finance Limited

I thank all the stakeholders who have helped in the Company's growth including Shareholders, Board members, Committee members, observers, regulators, policy makers, professional agencies including auditors, the Company's customers, employees, bond holders, trustees, rating agencies, partner institutions and all third party consultants associated with the Company.

Mr. Ashwani Kumar – Chairman and Independent Director

I confirm that the Members who were present through VC, were present throughout the Meeting.

I thank the shareholders for attending the meeting and for their continued support and interest in the activities of the Company. I also thank the Directors, Auditors and officials of the Company, for joining the Meeting virtually.

The meeting stands concluded at 4:12 p.m.