

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**Registered Office: 3<sup>rd</sup> Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Mumbai 400 051, Maharashtra.**

**NOTICE IS HEREBY GIVEN THAT 03/2025-26 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED ("THE COMPANY") WILL BE HELD ON JANUARY 20, 2026, AT 11.00 A.M. THROUGH VIDEO CONFERENCING VIA MS TEAMS APPLICATION TO TRANSACT THE FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS**

**RE-APPOINTMENT OF MR. PRASHANT KUMAR GHOSE (DIN: 00034945) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider, and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to Sections 149, 152, 161, 178 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the rules made thereunder and Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the shareholders of the Company hereby approve the re-appointment of Mr. Prashant Kumar Ghose (DIN: 00034945) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a period of 3 years with effect from February 1, 2026.

**RESOLVED FURTHER THAT** Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company are hereby severally authorized do all such acts, deeds, matters and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution."

**By Order of the Board of Directors**

**Ankit Sheth**  
**Company Secretary**  
**Membership Number: A27521**

**Date: December 19, 2025**  
**Place: Mumbai**

**Registered office:** 3<sup>rd</sup> Floor, UTI Tower, North Wing,  
GN Block, Bandra Kurla Complex,  
Bandra East, Mumbai 400 051  
**CIN: U67190MH2014PLC253944**  
**Tel no: +91 22 6859 1300**  
**Email Id: [Info@niiffl.in](mailto:Info@niiffl.in)**  
**Website: [www.niiffl.in](http://www.niiffl.in)**

**Notes:**

1. Pursuant to circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, physical attendance of the members at the Extra-Ordinary General Meeting (“EGM”) is not required and EGM can be held through video conferencing (“VC”) or other audio-visual means (“OAVM”). Hence, members can attend and participate in the ensuing EGM through VC/OAVM.
2. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form and attendance slip are not annexed to this Notice. Accordingly, route map is also not annexed in this notice.
3. The members can join the EGM in VC mode 15 minutes before the scheduled time or 15 minutes after the scheduled time of commencement of the meeting by following the procedure mentioned in the Notice.
4. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Body Corporate members of the Company are entitled to appoint their authorized representatives to attend the EGM. Accordingly, corporate members are requested to e-mail a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting to [Info@niiffl.in](mailto:Info@niiffl.in) from their e-mail Id registered with the Company.
6. The Statement as required under Section 102 of the Companies Act, 2013 (“the Act”) is annexed to the notice.
7. Queries proposed to be raised at the EGM may be sent to the Company on [Info@niiffl.in](mailto:Info@niiffl.in). This will enable the management to compile all the relevant information required to reply the same in the meeting.
8. All the relevant documents referred to in this EGM Notice and Explanatory Statement etc., Register of Directors’ and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and other documents shall be made available to the members from whom request is received on [Info@niiffl.in](mailto:Info@niiffl.in) through their e-mail address registered with the Company.
9. In case a poll is ordered to be taken by the chairman or demanded in accordance with section 109 of the Companies Act, 2013, members can cast their vote during the meeting by sending an email to [Info@niiffl.in](mailto:Info@niiffl.in) from their email address registered with the Company.
10. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and the rules made thereunder.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the EGM through VC/OAVM via Microsoft Teams Application. The link for VC will be shared by the Company via E-mail.
2. Members are requested to click on the MS Teams link and join the meeting to participate in the meeting, details of which will be provided separately.
3. Members are requested to join the meeting through Laptop or Tablet for better Experience.
4. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop or Tablet Connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or Lan Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name/ demat account number/ folio number/ mobile number at [Info@niifil.in](mailto:Info@niifil.in) the same will be replied by the Company suitably.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Shareholders are hereby informed that Mr. Prashant Kumar Ghose (DIN: 00034945) was appointed as an Independent Director of the Company w.e.f. February 1, 2023, for a period of 3 years. Accordingly, the tenure of Mr. Prashant Kumar Ghose, as an Independent Director would expire on January 31, 2026.

In terms of provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/reappointment of a Director.

Further, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received requisite disclosures from Mr. Prashant Kumar Ghose with respect to his reappointment as an Independent Director of the Company.

The Nomination and Remuneration Committee at their meeting held on December 8, 2025, has considered, approved and recommended the re-appointment of Mr. Prashant Kumar Ghose as an Independent Directors for a second term of three years with effect from February 1, 2026, to the Board of Directors for its approval. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, on December 8, 2025, has approved the proposal for re-appointment Mr. Prashant Kumar Ghose as an Independent Director for a second term of three consecutive years with effect from February 1, 2026.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying their intention to propose the candidature of Mr. Prashant Kumar Ghose for the office of Director of the Company.

In the opinion of the Board, Mr. Prashant Kumar Ghose fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director. Considering his vast experience and knowledge his appointment would be in the interest of the Company.

The Board of Directors recommends the re-appointment of Mr. Prashant Kumar Ghose as an Independent Director of the Company (not liable to retire by rotation) for a period of three (3) years commencing from February 1, 2026.

The Board recommends the Special Resolution set out in item no. 1 of the Notice EGM for approval by the members.

Save and except Mr. Prashant Kumar Ghose and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

**ADDITIONAL INFORMATION OF DIRECTOR SEEKING APPOINTMENT AT THE GENERAL MEETING PURSUANT TO SS-2:**

<b>Name of the Director</b>	Mr. Prashant Kumar Ghose
<b>Date of Birth / (age)</b>	September 3, 1950 (75 years)
<b>Qualifications</b>	B. Com (Hons), CWA, CS, Alumini of CEDEP (INSEAD) Advanced International General Management Programme
<b>Date of first appointment on the Board</b>	February 1, 2023
<b>Remuneration: sought to be paid (profit-related Commission) last drawn</b>	a. Up to ₹ 10,00,000/- per annum in proportion to time served as an Independent Director. b. Sitting fees
<b>Experience / Brief Profile</b>	<p>Mr. Prashant Kumar Ghose has nearly five decades of finance and industry experience, spanning steel, cement, fertilisers, chemicals and consumer sectors. He worked at Tata Steel, where he was Chief Financial Controller (Corporate) and then Chief of Strategic Finance. He then moved to Tata Chemicals as Chief Financial Officer before being elevated to its Board as Executive Director &amp; CFO. He has worked on multiple M&amp;A and fund-raising transactions globally, and was recognised as CFO of the Year thrice, twice by IMA and once by CNBC TV18.</p> <p>Mr. Ghose has held multiple board positions including for Tata Chemicals across Europe, North America, Africa and Infinity Retail, Tata Consulting Engineers, Air Asia India and Tata Services. He has also been on international boards – IMACID Morocco and JOil Singapore. Prior to joining Tata Chemicals, he was on the boards of TAYO (erstwhile Tata Yodogawa), Tata Pigments, Stewart's &amp; Lloyd and others. He also was the advisor to the Group Chairman, Tata Group for over two years. He is currently a member of three Indian National Committees of CII and is a member and trustee of the CFO Board.</p> <p>Mr. Ghose is a B. Com (Hons) graduate, a member of the Institute of Cost &amp; Works Accountants and the Institute of Company Secretaries of India (ICSI), and an alumnus of the Advanced International General Management Programme of CEDEP, INSEAD. He has attended the Financial Management programme at Wharton School and Strategy programme at Harvard Business School</p>
<b>Terms and conditions of appointment / re-appointment</b>	-
<b>Directorships held in other companies (excluding foreign companies) as on date</b>	Aseem Infrastructure Finance Limited Association Of CFO Welfare India AquaChemie DMCC
<b>Memberships of committees across companies (only statutory committees as required to be constituted under the Act considered)</b>	<b>Aseem Infrastructure Finance Limited</b> IT Strategy Committee Risk Management Committee Audit Committee Stakeholders Relationship Committee

List of entities from which the Director has resigned in the past three years.	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As specified above under the head – “Experience / Brief profile”
Shareholding in the Company (Equity) as on date	Nil
Relationship with other Directors/ Manager / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of Board meetings attended during FY 2025-26	7 (as on date)

By Order of the Board of Directors

Ankit Sheth  
Company Secretary  
Membership Number: A27521

Date: December 19, 2025  
Place: Mumbai

Registered office: 3<sup>rd</sup> Floor, UTI Tower, North Wing,  
GN Block, Bandra Kurla Complex,  
Bandra East, Mumbai 400 051  
CIN: U67190MH2014PLC253944  
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Email Id: [Info@niififl.in](mailto:Info@niififl.in)  
Website: [www.niififl.in](http://www.niififl.in)