

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT 02/2025-26 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, SEPTEMBER 29, 2025, AT 11 A.M. THROUGH VIDEO CONFERENCING VIA MS TEAMS APPLICATION TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Appointment of Mr. Saurabh Jain (DIN: 02052518) as Non-Executive Nominee Director of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Saurabh Jain (DIN: 02052518), who was appointed as an Additional Director of the Company pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director is hereby appointed as a Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company w.e.f. August 6, 2025 for a period of five years and he shall liable to retire by rotation."

By Order of the Board of Directors

Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 5, 2025
Place: Mumbai

Registered office: 3rd 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
Website: 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 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. 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 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 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 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. Saurabh Jain (DIN: 02052518) was appointed as an Additional Director in the category of Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company w.e.f. August 6, 2025.

In terms of provisions of the Companies Act, 2013 and SEBI (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, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken 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. Saurabh Jain with respect to his appointment as a Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company.

The Nomination and Remuneration Committee at its meeting held on August 6, 2025, has considered, approved and recommended the appointment of Mr. Saurabh Jain as Non-Executive Nominee Director (Nominee of NIIF Fund II), to the Board of Directors for their approval. The Board of Directors at its meeting held on August 6, 2025, based on the recommendation of the Nomination and Remuneration Committee approved the appointment of Mr. Saurabh Jain as Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from August 6, 2025, for a period of five years and he shall be liable to retire by rotation.

Mr. Saurabh Jain has the necessary qualifications and experience to be appointed as a Director of the Company, they also fulfil the fit and proper criteria as prescribed by RBI. Mr. Saurabh Jain as Non-Executive Directors meets the requirements prescribed under the Companies Act, 2013, RBI Master Directions and SEBI Listing Regulations.

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. Saurabh Jain for the office of Director of the Company.

The Board of Directors recommends the appointment of Mr. Saurabh Jain as Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from August 6, 2025, for a period of five years and he shall be liable to retire by rotation.

The Board recommends the Ordinary Resolution set out in the EGM Notice for approval by the members.

Save and except Mr. Saurabh Jain and his relatives, and NIIF Fund II 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:

Name of the Director	Mr. Saurabh Jain
Date of Birth / (age)	24 th July, 1976 (49 years)
Qualifications	Chartered Accountant
Date of first appointment on the Board	August 6, 2025
Remuneration (a) sought to be paid (b) last drawn	Not Applicable
Experience / Brief Profile	Mr. Saurabh Jain has over 25 years of work experience across diverse industries. He has been associated with the Private Equity industry for the last 18 years. Prior to joining NIIF, Saurabh was a Group CFO for Actis, a UK based PE fund. Saurabh has previously worked with Ernst & Young, LG Electronics, and Max India group in varied roles of strategic planning, pricing, finance controllership, business development, consulting, and audit. Saurabh is a nominee director in boards of some of the NIIF's portfolio companies and is also a part of NIIF Funds' valuation committee. He is a Chartered Accountant from Institute of Chartered Accountants of India and has done his Master in Business Administration (Executive Program) from Indian School of Business.
Terms and conditions of appointment / re-appointment	Non-Executive Nominee Director of the Company w.e.f. August 6, 2025, for a period not exceeding five years and he shall be liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	Aseem Infrastructure Finance Limited. Athaang Infrastructure Private Limited.
Memberships of committees across companies (only statutory committees as required to be constituted under the Act considered)	1. Aseem Infrastructure Finance Limited i. Audit Committee – member ii. Stakeholders Relationship Committee – member iii. Risk Management Committee – member
List of entities from which the Director has resigned in the past three years.	Devanahalli Tollway Private Limited Athaang Dichpally Tollway Private Limited
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
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 the FY 2025-26	-
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By Order of the Board of Directors

Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 5, 2025
Place: Mumbai

Registered office: 3rd 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@niififl.in
Website: www.niififl.in