

**NIIF INFRASTRUCTURE FINANCE LIMITED**  
**TRANSCRIPT OF THE 03/2025-26 EXTRA-ORDINARY GENERAL MEETING**

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**Day: Tuesday**

**Date: January 20, 2026**

**Time: 11:00 a.m.**

**Venue: Through Video Conferencing (VC) (MS Teams)**

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**DIRECTORS AND MEMBERS PRESENT THROUGH VIDEO CONFERENCE:**

Ms. Rosemary Sebastian	Chairperson and Independent Director
Mr. Prashant Kumar Ghose	Independent Director
Ms. Swati Bansal	Authorized Representative of National Investment and Infrastructure Fund II
Mr. Sanchit Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Pratik Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Naveen Manghani	Authorised Representative of Aseem Infrastructure Finance Limited
Mr. Chandraprakash Nimbadkar	Authorised Representative of HDFC Bank Limited

**KEY MANAGERIAL PERSONNEL PRESENT THROUGH VIDEO CONFERENCE:**

Mr. Ajay Chaudhary	Chief Executive Officer
Mr. Ankit Sheth	Company Secretary & Compliance Officer

**INVITEES PRESENT THROUGH VIDEO CONFERENCE:**

Mr. Srinivas Upadhyayula	Chief Compliance Officer and General Counsel
Mr. Muthurajan R	Authorised Representative of Manohar Chowdhry & Associates
Ms. Shweta Mohite	Senior Manager - Secretarial and Compliance

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

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

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

**Mr. Sanchit Jain – Representative, National Investment and Infrastructure Fund II**

I propose Ms. Rosemary Sebastian, Independent Director, to occupy the chair.

**Ms. Swati Bansal – Representative, National Investment and Infrastructure Fund II**

Yes

**Mr. Pratik Jain – Representative, National Investment and Infrastructure Fund II**

Yes

**Mr. Naveen Manghani – Representative, Aseem Infrastructure Finance Limited**

Yes

**Mr. Chandraprakash Nimbadkar – Representative, HDFC Bank Limited**

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 – Ms. Rosemary Sebastian and Mr. Prashant Kumar Ghose, Independent Directors of the Company.

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

**Ms. Rosemary Sebastian – 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 is 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.

**Ms. Swati Bansal – Representative, National Investment and Infrastructure Fund II**

Yes

**Mr. Sanchit Jain – Representative, National Investment and Infrastructure Fund II**

Yes

**Mr. Naveen Manghani – Representative, Aseem Infrastructure Finance Limited**

Yes

**Mr. Pratik Jain – Representative, National Investment and Infrastructure Fund II**

Yes

**Mr. Chandraprakash Nimbalkar - Representative, HDFC Bank Limited**

Yes

**Ms. Rosemary Sebastian – Chairperson 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:** Re-appointment of Mr. Prashant Kumar Ghose (Din: 00034945) as an Independent Director of the Company

**Ms. Rosemary Sebastian– Chairperson and Independent Director**

I request one member to propose the resolution and one member to second the resolution.

**Mr. Pratik Jain – Representative, National Investment and Infrastructure Fund II**

I propose this resolution.

**Mr. Naveen Manghani – Representative, Aseem Infrastructure Finance Limited**

I second the same.

**Ms. Rosemary Sebastian – Chairperson 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.

**Ms. Rosemary Sebastian – Chairperson and Independent Director**

I would like to extend my thanks to all the stakeholders, Directors, Members and Authorized Representatives for attending this Extraordinary General Meeting and for their valuable time and cooperation.

**Ms. Rosemary Sebastian – Chairperson and Independent Director**

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

The items have been discussed and approved. I declare that the meeting stand concluded at 11:09 a.m. I thank everyone for attending this EGM through Video Conference.

Thank you.