

NIIF INFRASTRUCTURE FINANCE LIMITED
TRANSCRIPT OF THE 02/2025-26 EXTRA-ORDINARY GENERAL MEETING

Day: Monday

Date: September 29, 2025

Time: 11:00 a.m.

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

DIRECTORS AND MEMBERS PRESENT:

Mr. Ashwani Kumar	Chairperson and Independent Director
Mr. Nilesh Shrivastava	Non-Executive Director and Authorised Representative of National Investment and Infrastructure Fund II
Mr. Naveen Manghani	Authorized Representative of Aseem Infrastructure Finance Limited
Mr. Saurabh Suneja	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Pratik Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Sanchit Jain	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. Debabrata Mukherjee	Chief Executive Officer
Mr. Sudeep Bhatia	Chief Financial Officer
Mr. Ankit Sheth	Company Secretary & Compliance Officer

INVITEES PRESENT THROUGH VIDEO CONFERENCE:

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

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

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

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

Yes

Mr. Naveen Manghani – Representative, Aseem Infrastructure Finance Limited

Yes

Ms. Manjiree Jaitly – Representative, HDFC Bank Limited

Yes

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

Yes

Ms. Sanchit Jain – 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.

Ms. Rosemary Sebastian and Mr. Prashant Kumar Ghose, Independent Directors of the Company and Mr. AKT Chari and Mr. Saurabh Jain, Non – Executive Nominee Director 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 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.

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

Yes

Mr. Naveen Manghani – Representative, Aseem Infrastructure Finance Limited

Yes

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

Yes

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

Yes

Ms. Manjiree Jaitly – Representative, HDFC Bank Limited

Yes

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

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

“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 not exceeding five years and he shall be liable to retire by rotation.”

Mr. Ashwani Kumar – Chairman and Independent Director

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

Mr. Naveen Manghani – Representative, National Investment and Infrastructure Fund II

I propose this resolution.

Mr. Nilesh Shrivastava – Representative, Aseem Infrastructure Finance 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 Ordinary Resolution as passed unanimously.

Mr. Ashwani Kumar – Chairman and Independent Director

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

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 11:07 a.m.