

NIIF INFRASTRUCTURE FINANCE LIMITED

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 01/2021-22 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, JUNE 21, 2021, AT 2.00 P.M. ON MS TEAMS (THROUGH AUDIO-VISUAL MEANS) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS AND FILING OF SHELF PROSPECTUS:

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

RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and pursuant to all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (including any statutory modifications or reenactments thereof for the time being in force) and other applicable SEBI regulations and guidelines, and pursuant to the Foreign Exchange Management Act, 1999, rules, regulations, guidelines notifications, clarifications, and circulars, if any, prescribed by the Government of India, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such applicable laws, rules, regulations and guidelines, consent of the shareholders of the Company be and is hereby accorded to offer, issue and allot, in one or more tranches, non-convertible debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on a private placement basis, for an amount of Rs. 20,000 Crores (Rupees Twenty Thousand Crores Only) on such terms and conditions as may be decided by the Board of Directors ("Board") or any other Committee authorized by the Board ("Committee"), in one or more tranches to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee may decide for the purposes as may be determined.

RESOLVED FURTHER THAT the aggregate of the funds to be raised by issue of the said NCDs including but not limited to subordinate debentures, bonds, and/or other debt securities, etc., shall not exceed the overall borrowing limits of the Company as approved or may be approved by the members of the Company from time to time.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Finance Committee or any other Committee authorized by the Board, be and are hereby severally authorised to approve, finalise, modify, settle and execute such documents/ deeds/writings/papers/agreements, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to Finance Committee or any other Committee of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

RESOLVED FURTHER THAT any Director or CEO or CFO or Company Secretary or any official authorized by the Board or Committee is authorized to issue Certified True Copy of this Resolution and to file/ submit necessary documents, forms as may be required to file with RoC or any other Regulator, statutory or non-statutory body to give effect to this resolution.”

Shweta Laddha
Company Secretary
ACS - 40166

Date: May 28, 2021

Place: Mumbai

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

CIN: U67190MH2014PLC253944

Tel no: +91 22 6859 1300

Email Id: shweta.laddha@niifil.in

Website: www.niifil.in

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 39/2020 dated December 31, 2020, physical attendance of the Members to the Extra-Ordinary General Meeting (EGM) venue is not required and EGM 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. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC facility and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the Audio-Visual mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. 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.
4. Corporate members intending to allow their authorized representatives to attend the Extra-Ordinary General Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Since the numbers of Members in the Company is less than 50, in case any poll is required during the meeting, it would be done through show of hands.
6. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Extra-Ordinary General Meeting is annexed hereto and forms part of this Notice.
7. Queries proposed to be raised at the Extra-Ordinary General Meeting (EGM) may be sent to the Company on the Company e-mail address: shweta.laddha@niiffl.in
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 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents available for inspection of the members at the EGM shall be made available to the members from whom request is received on the registered e-mail address of the Company. Members may send their request at shweta.laddha@niiffl.in

Instructions for members for attending the EGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM through OAVM via Microsoft Teams Meeting. The link for VC will be shared by the Company via email.
2. Members are requested to click on the MS Teams link and join meeting to participate in the meeting.
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 shweta.laddha@niiffl.in The same shall be replied by the Company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013:

Item No. 1

The Company at its Annual General Meeting held on June 24, 2020, had sought approval from the Members to borrow funds by way of issuance of Non-Convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities, on private placement basis for an amount not exceeding 12,000 Crore (Rupees Twelve Thousand Crore only) during one year from the date of passing the Resolution i.e., June 24, 2020.

Considering the period of validity of earlier Shareholder's resolution passed at the Annual General Meeting held on June 24, 2020 in relation to issue of NCD's is of one year i.e. till June 23, 2021 and in view of the budgeted business growth and current leverage program, the Board of Directors at its meeting held on May 19, 2021 had passed a resolution to allow the Company to offer non-convertible debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. not exceeding Rs. 20,000 Crores

In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") as amended from time to time, a Company offering or making an invitation to subscribe non-convertible debentures (NCDs) on a private placement basis, is required to obtain prior approval of its Members by way of a Special Resolution.

It is proposed to authorize the Board (hereinafter which term shall be deemed to include any Committee constituted/to be constituted by the Board), to offer or invite subscription for NCDs including but not limited to subordinate debentures, bonds, and/or other debt securities, etc in one or more series / tranches on private placement basis from time to time, on such material terms and conditions and by securing such moveable and/ or immovable assets of the Company as may be deemed necessary in their absolute discretion subject to applicable laws, rules, regulations and guidelines

The approval of the Members is sought by way of a Special Resolution under section 42 and 71 of the Act read with the rules made thereunder, to enable the Company to offer or invite subscriptions of non-convertible debentures including but not limited to subordinate debentures, bonds, and/or other debt securities, on a private placement basis in one or more tranches, during the period of one year from the date of passing of the resolution at Item No. 1, within the overall borrowing limits of the Company.

None of the Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

FOR NIIF INFRASTRUCTURE FINANCE LIMITED

Shweta Laddha
Company Secretary
ACS - 40166

Date: May 28, 2021

Place: Mumbai

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