

**NIIF INFRASTRUCTURE FINANCE LIMITED  
TRANSCRIPT OF THE 10<sup>th</sup> ANNUAL GENERAL MEETING**

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**Day: Wednesday**  
**Date: September 27, 2023**  
**Time: 11:30 a.m.**  
**Venue: Through Video Conferencing (VC) (MS Teams)**

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

Mr. Ashwani Kumar	Chairman, Independent Director
Ms. Rosemary Sebastian	Independent Director
Mr. Prashant Kumar Ghose	Independent Director
Mr. Nilesh Srivastava	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Saurabh Suneja	Authorised Representative of National Investment and Infrastructure Fund II
Ms. Ekta Agarwal	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Pratik Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Srinivas Upadhyayula	Authorised Representative of HDFC Bank Limited
Ms. Karishma Jhaveri	Authorized Representative of Aseem Infrastructure Finance Limited

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

Mr. Shiva Rajaraman	Chief Executive Officer
Mr. Ankit Sheth	Company Secretary

**INVITEES PRESENT THROUGH VIDEO CONFERENCE:**

Ms. Shweta Mohite	Manager – Secretarial and Compliance
Ms. Priyanka Sehdev	Authorised Representative of M/s M.P. Chitale & Co., Joint Statutory Auditors

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

“Good morning, members, Directors and invitees!

With the permission of the Members, I start the recording of the meeting.

In the absence of the Chairman of the Company, I request members to elect a Chairman of the Meeting. May I have a proposer?

**Mr. Srinivas Upadhyayula – Representative, HDFC Bank Limited**

I propose appointment of Mr. Ashwani Kumar, Independent Director of the Company as the Chairman of the meeting.

**Ms. Ekta Agarwal – Authorized Representative of National Investment and Infrastructure Fund II**

I second the same.

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

I request all the members to give their approval by show of hands.

Since all the members have approved, I request Mr. Ashwani Kumar, Independent Director of the Company to take the chair and preside over the meeting.

Before I hand over the proceedings of the Annual General Meeting (AGM) to the Chairman, 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 AGM 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, Ms. Rosemary Sebastian and Mr. Prashant Kumar Ghose – Independent Directors of the Company.

I also welcome representatives of Statutory Auditors of the Company for the meeting.

Other directors of the Company have informed their inability to attend the meeting.

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

**Mr. Ashwani Kumar – Chairman, Independent Director, NIIF Infrastructure Finance Limited**

Thank you!

Since this AGM is being held electronically, physical attendance of the Members has been dispensed with and the members attending the AGM through VC will be counted as quorum as per the provisions of the Companies Act, 2013.

Since the requisite quorum for the AGM 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 is ordered or demanded.

I confirm that there is 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 is 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. Rosemary Sebastian – Independent Director, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)**

Yes

**Mr. Prashant Kumar Ghose – Independent Director, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)**

Yes

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

Yes

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

Yes

**Ms. Ekta Agarwal – Representative, National Investment and Infrastructure Fund II**

Yes

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

Yes

**Mr. Srinivas Upadhyayula – Representative, HDFC Bank Limited**

Yes

**Ms. Karishma Jhaveri – Representative, Aseem Infrastructure Finance Limited**

Yes

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

All the relevant documents referred to in this AGM Notice, 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 AGM. 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:** To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2023, and the Report of the Board of Directors along with annexures and Auditors Report thereon.

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

Now, members give their approval.

I request one member to propose the resolution.

**Ms. Karishma Jhaveri – Representative, Aseem Infrastructure Finance Limited**

I propose this resolution.

**Mr. Srinivas Upadhyayula – Authorized Representative, of HDFC Bank Limited**

I second the same.

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

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.

**Item No. 2:** To appoint a Director in place of Mr. AKT Chari (DIN: 00746153), who retires by rotation and being eligible, offers himself for re-appointment.

**Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)**

Now, members give their approval.

I request one member to propose the resolution.

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

I propose this resolution.

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

I second the same.

**Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)**

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. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)**

I request the Chairman to conclude the meeting.

**Mr. Ashwani Kumar – Chairman, Independent Director, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)**

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

I declare that the meeting stand concluded at 11:40 p.m. I thank everyone for attending this AGM through Video Conferencing.

Thank you.