

**NOTICE OF 10<sup>th</sup> ANNUAL GENERAL MEETING**

**Registered Office: 3<sup>rd</sup> Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.**

**NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 27, 2023, AT 11:30 A.M. ON MS TEAMS (THROUGH AUDIO-VISUAL MEANS) TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

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 Reports thereon.
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.

**By the Order of the Board of Directors**

**Ankit Sheth**  
**Company Secretary**  
**Membership Number: A27521**

**Date:** September 5, 2023  
**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:** [niif-compliance@niiffl.in](mailto:niif-compliance@niiffl.in)  
**Website:** [www.niiffl.in](http://www.niiffl.in)

**Notes:**

1. Pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December, 2021, Circular No. 03/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 physical attendance of the Members to the Annual General Meeting (AGM) is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Since this AGM 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 AGM 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 AGM in the VC mode 15 minutes before and 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 AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Where Body Corporates are Members of the Company, they are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM. 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 [niiffl-compliance@niiffl.in](mailto:niiffl-compliance@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 AGM may be sent to the Company on [niifflcompliance@niiffl.in](mailto:niifflcompliance@niiffl.in) will enable the management to compile the relevant information to reply the same in the meeting.
8. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170, Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and other documents shall be made available to the members from whom request is received on [niiffl-compliance@niiffl.in](mailto:niiffl-compliance@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 Act, members can cast their vote during the Meeting by sending an email to [niiffl-compliance@niiffl.in](mailto:niiffl-compliance@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 Act and the rules made thereunder.

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

1. Members will be provided with a facility to attend the AGM 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 details of which will be provided separately.
3. Members are requested to join the Meeting through Laptop or tablet for better experience.
4. Members will be required to allow camera and use high-speed Internet 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. Members 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 [niif-compliance@niiffl.in](mailto:niif-compliance@niiffl.in) The same will be replied by the Company suitably.

**By the Order of the Board of Directors**

**Ankit Sheth**  
**Company Secretary**  
**Membership Number: A27521**

**Date:** September 5, 2023

**Place:** Mumbai

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**DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

<b>Particulars</b>	<b>Mr. AKT Chari</b>
Age	83 years
Date of appointment on the Board	March 12, 2019
Qualifications	Mr. AKT Chari holds a degree in Electrical Engineering from the University of Madras, India
Nature of expertise & experience	Mr. AKT Chari was an Advisor at IDFC Project Finance. A keen Project Finance Specialist, he has over 35 years of experience. Prior to joining IDFC, he worked with the Industrial Development Bank of India (IDBI) for 25 years where he held the position of Chief General Manager/Adviser - Corporate Finance. In this role, his responsibilities included appraisal of projects - infrastructure and industrial, project monitoring and portfolio management in the SME and venture capital sectors. He has been Independent Director on various Boards including HDFC Pension Management Company Limited.
Relationship with other Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation
Remuneration last drawn	Refer to Corporate Governance Report forming part of the Annual Report.
Remuneration proposed to be paid	Mr. Mr. AKT Chari, Non-Executive Director shall be paid sitting fees for attending Board and/or Committee Meetings
Number of meetings of the Board attended during the financial year 2022-23	6/6
Number of meetings of the Board attended during the current financial year (2023-24)	4/4
Directorships held in other companies	NIL
Memberships / Chairmanships of committees of other companies	NIL
No. of shares held in the Company	NIL