

May 6, 2024

The Manager

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051.

Dear Sirs/Madam,

Subject: NIIF Infrastructure Finance Limited – Submission of Notice of Extra-Ordinary General Meeting of the Company.

Please find attached herewith Notice of Extra-Ordinary General Meeting of the Company scheduled to be held on Wednesday, June 5, 2024.

Thanking You,

For NIIF Infrastructure Finance Limited

ANKIT
RAMESHCHA
NDRA SHETH

Digitally signed by
ANKIT

RAMESHCHANDRA
SHETH

Date: 2024.05.06
18:36:03 +05'30'

Ankit Sheth

Company Secretary and Compliance Officer

Membership No.: A27521

Encl: As mentioned above

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT 01/2024-25 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED ('THE COMPANY' OR 'NIIF IFL') WILL BE HELD ON WEDNESDAY, JUNE 5, 2024, AT 4:00 P.M. THROUGH VIDEO CONFERENCING VIA MS TEAMS APPLICATION TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. Appointment of Mr. Padmanabh Sinha (DIN: 00101379) as Non-Executive Nominee Director

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

"**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. Padmanabh Sinha (DIN: 00101379), 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. March 28, 2024, and he shall liable to retire by rotation."

2. Appointment of Mr. Nilesh Shrivastava (DIN: 09632942) as Non-Executive Nominee Director

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

"**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. Nilesh Shrivastava (DIN: 09632942), 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. March 28, 2024, and he shall liable to retire by rotation."

3. Borrowing through issuance of Non- Convertible Debentures on Private Placement Basis

To consider, and if thought fit, to pass, the following resolution as a **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 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 Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable regulations and guidelines of 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 is hereby accorded to offer, issue and allot, in one or more tranches, non-convertible debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on a private placement basis, for an amount of Rs. 30,000 Crores (Rupees Thirty Thousand Crores Only).

RESOLVED FURTHER THAT the issuance of non-convertible debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on such terms and conditions as may be decided by the Board of Directors (“Board”) or Finance Committee 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, trust, society 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 non-convertible debentures (coupon bearing NCDs & ZCBs) 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, are hereby severally authorized to approve, finalize, 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 is hereby authorized 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.

By Order of the Board of Directors

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Digitally signed by
ANKIT

RAMESHCHA

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SHETH

NDRA SHETH

Date: 2024.05.06
18:36:30 +05'30'

Ankit Sheth

Company Secretary

Membership Number: A27521

Date: May 6, 2024

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: niif-compliance@niiffl.in
Website: 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, Circular No. 11/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 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. Since this EGM 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 EGM 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 EGM in the VC mode 15 minutes before the 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 EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Body Corporate, a member of the Company, are entitled to appoint their authorized representatives to attend the EGM/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 niifl-compliance@niifl.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 EGM may be sent to the Company on niiflcompliance@niifl.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 EGM 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 Companies Act, 2013 and other documents shall be made available to the members from whom request is received on niifl-compliance@niifl.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 Companies Act, 2013, members can cast their vote during the Meeting by sending an email to niifl-compliance@niifl.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 Companies Act, 2013 and the rules made thereunder.

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 VC/OAVM via Microsoft Teams Application. The Link for VC will be shared by the Company via E-mail.
2. Members are requested to click on the MS Teams link and join the 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. 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 niiffl-compliance@niiffl.in the same will be replied by the Company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Shareholders are hereby informed that Mr. Padmanabh Sinha (DIN: 00101379) was appointed as an Additional Director in the category of Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company w.e.f. March 28, 2024.

In terms of provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/reappointment of a Director. Further, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received requisite disclosures from Mr. Padmanabh Sinha with respect to his appointment as a Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company.

The Nomination and Remuneration Committee at its meeting held on March 28, 2024, has considered, approved and recommended the appointment of Mr. Padmanabh Sinha as Non-Executive Nominee Director (Nominee of NIIF Fund II), to the Board of Directors for their approval. The Board of Directors at its meeting held on March 28, 2024, has approved the proposal for appointment of Mr. Padmanabh Sinha as Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from March 28, 2024.

Mr. Padmanabh Sinha has the necessary qualifications and experience to be appointed as Directors of the Company, they also fulfil the fit and proper criteria as prescribed by RBI. Mr. Padmanabh Sinha as Non-Executive Directors meets the requirements prescribed under the Companies Act, 2013, RBI Master Directions and SEBI Listing Regulations.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying their intention to propose the candidature of Mr. Padmanabh Sinha for the office of Director of the Company.

The Board of Directors recommends the appointment of Mr. Padmanabh Sinha as Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from March 28, 202, and he shall be liable to retire by rotation.

The Board recommends the Ordinary Resolution set out in item no. 1 of the Notice EGM for approval by the members.

Save and except Mr. Padmanabh Sinha and his relatives, and NIIF Fund II none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Item No. 2

The Shareholders are hereby informed that Mr. Nilesh Shrivastava (DIN: 09632942) was appointed as an Additional Director in the category of Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company w.e.f. March 28, 2024.

In terms of provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/reappointment of a Director. Further, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received requisite disclosures from Mr. Mr. Nilesh Shrivastava with respect to his appointment as a Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company.

The Nomination and Remuneration Committee at its meeting held on March 28, 2024, has considered, approved and recommended the appointment of Mr. Nilesh Shrivastava as Non-Executive Nominee Director (Nominee of NIIF Fund II), to the Board of Directors for their approval. The Board of Directors at its meeting held on March 28, 2024, has approved the proposal for the appointment of Mr. Nilesh Shrivastava as Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from March 28, 2024.

Mr. Nilesh Shrivastava has the necessary qualifications and experience to be appointed as Directors of the Company, they also fulfil the fit and proper criteria as prescribed by RBI. Mr. Nilesh Shrivastava as Non-Executive Directors meets the requirements prescribed under the Companies Act, 2013, RBI Master Directions and SEBI Listing Regulations.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying their intention to propose the candidature of Mr. Nilesh Shrivastava for the office of Director of the Company.

The Board of Directors recommends the appointment of Mr. Nilesh Shrivastava as Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from March 28, 202, and he shall be liable to retire by rotation.

The Board recommends the Ordinary Resolution set out in item no. 2 of the Notice EGM for approval by the members.

Save and except Mr. Nilesh Shrivastava and his relatives, and NIIF Fund II none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Item No. 3

The Company at its Extra Ordinary General Meeting (EGM) held on June 6, 2023, had sought approval from the members to borrow funds by way of issuance of Non-Convertible Debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, on private placement basis for an amount not exceeding 30,000 Crore (Rupees Thirty Thousand Crore only) during one year from the date of passing the Resolution i.e., June 6, 2023.

Considering the period of validity of earlier Shareholder's resolution passed at the EGM held on June 6, 2023 in relation to issue of NCD's is of one year i.e. till June 5, 2023 and in view of the budgeted business growth and current leverage program, the Board of Directors at its meeting held on May 3, 2024 had passed a resolution to allow the Company to offer non-convertible debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. not exceeding Rs. 30,000 Crores (Rupees Thirty Thousand Crore Only).

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 (coupon bearing NCDs & ZCBs) 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 non-convertible debentures (coupon bearing NCDs & ZCBs) 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 immoveable 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 special resolution at Item No. 3, within the overall borrowing limits of the Company.

The Board recommends the Special Resolution set out in item No. 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

**ADDITIONAL INFORMATION OF DIRECTOR SEEKING APPOINTMENT AT THE GENERAL MEETING
PURSUANT TO SS-2:**

Name of the Director	Mr. Padmanabh Sinha	Mr. Nilesh Shrivastava
Date of Birth / (age)	February 21, 1971 (53 years)	October 1, 1973 (50 Years)
Qualifications	<ul style="list-style-type: none"> - Post Graduate Diploma In Management (MBA) – Indian Institute Of Management Calcutta - Bachelor Of Engineering (Honors) - Computer Science 	<ul style="list-style-type: none"> - MBA (IIM Kolkata), - B. Tech (Computer Science & Engineering – Lucknow University), - Chartered Associate IIB (CAIIB).
Date of first appointment on the Board	March 28, 2024	March 28, 2024
Remuneration (a) sought to be paid (b) last drawn	<ul style="list-style-type: none"> (a) Not Applicable (b) Not Applicable. 	<ul style="list-style-type: none"> (a) Not Applicable (b) Not Applicable
Experience / Brief Profile	<p>Mr. Padmanabh Sinha is a veteran of the Indian investing ecosystem with a proven track record of building out leading institutions and businesses in India. He has over 28 years of work experience, primarily in private equity investments since 2002, and also as an early tech entrepreneur in India.</p> <p>His investment experience spans across several sectors, including industrial, technology, consumer, business services, infrastructure, and financial services. He joined NIIF in 2021 as an Executive Director and CIO - Private Equity and is based in Mumbai.</p> <p>Prior to joining NIIF, he was with Tata Group's flagship private equity fund, the Tata Opportunities Fund, as its Managing Partner and co-founder He was instrumental in raising the then largest India focused private equity fund in 2013 with investments from marquee global investors. Padmanabh was the Managing Director - India for Temasek where he cofounded and co-led the India office during its successful build-out phase in India. In his stint with Temasek from 2004 onwards Paddy consummated several investments in India and also successfully exited many of these He additionally led large international</p>	<p>Nilesh has over two decades of experience across private equity, debt investments, banking and portfolio management. During his career, he has worked on several investments across South Asia as well as East Asia and Africa. He joined NIIF in December 2019 and is currently the Partner of Strategic Opportunities Fund at the firm. In this role, he is responsible for working across investments, portfolio and fund raising.</p> <p>Prior to NIIF, Nilesh spent 14 years with International Finance Corporation (IFC), the private sector investing arm of World Bank Group. As part of the financial institutions investing group, he led investments in India, Sri Lanka and Bangladesh. He then moved to be the Portfolio Manager for IFC where he was responsible for leading the financial sector investments portfolio of over USD 4 billion across equity and debt in the South Asia market. Some of the key assignments with IFC included working on large scale transformations of microfinance companies into small finance banks and universal banks, early investments in affordable housing finance and working with multiple infrastructure finance companies. He</p>

	<p>projects, including Temasek's entry into life insurance investments globally.</p> <p>Padmanabh was an early tech entrepreneur in India and was one of the founding members of eGurucool.com, an Ed-tech business focused on online and hybrid Test prep for Grade 9-12. Paddy started his professional career journey with a JP Morgan-ICICI investment banking joint venture in 1995. Padmanabh holds a Bachelor in Engineering degree in Computer Science from BITS Pilani, and is an MBA from IIM, Calcutta He completed an Executive Development Course in Late Stage Private Equity from Harvard Business School in 2003.</p>	<p>has worked on investments across early stage and mature banks, NBFCs and other financial institutions during his tenure at IFC.</p> <p>Prior to joining IFC in 2005, Nilesh worked with HSBC, India in multiple roles including in corporate, operations and retail banking. He started his career with Tata Consultancy Services in 1996. Nilesh holds a bachelor's in computer engineering degree from Lucknow University and has done his MBA from IIM, Kolkata. He is also a Chartered Associate with Indian Institute of Bankers (CAIIB).</p>
Terms and conditions of appointment / re-appointment	Mr. Padmanabh Sinha as Non-Executive Nominee Director of the Company w.e.f. March 28, 2024, shall be liable to retire by rotation.	Mr. Nilesh Shrivastava as Non-Executive Nominee Director of the Company w.e.f. March 28, 2024, shall be liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	Launchbay Capital Advisors LLP Aseem Infrastructure Finance Limited	Ather Energy Private Limited Aseem Infrastructure Finance Limited
Memberships of committees across companies (only statutory committees as required to be constituted under the Act considered)	<ol style="list-style-type: none"> Aseem Infrastructure Finance Limited Nomination and Remuneration Committee – Member 	<ol style="list-style-type: none"> Aseem Infrastructure Finance Limited Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Member
List of entities from which the Director has resigned in the past three years.	NA	NA
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	-	-
Shareholding in the Company (Equity) as on date	NIL	NIL
Relationship with other Directors / Manager / Key Managerial	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.

Personnel		
Number of Board meetings attended during the FY 2023-24	1	1

By Order of the Board of Directors

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Digitally signed by
ANKIT

RAMESHCHA

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NDRA SHETH

Date: 2024.05.06
18:37:00 +05'30'

Ankit Sheth

Company Secretary

Membership Number: A27521

Date: May 6, 2024

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: niif-compliance@niiffl.in

Website: www.niiffl.in