

March 24, 2023

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.

Subject: Proceedings of the 2/2022-23 Extra-Ordinary General Meeting ("EGM") of NIIF Infrastructure Finance Limited ("NIIF IFL" or "the Company")

Dear Sirs/Madam,

Pursuant to the Regulation 51 read with Part B of Schedule III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith proceedings of the EGM of the Company held on March 24, 2023 through Video Conferencing.

You are requested to take the above information on your records.

Thanking You,
For **NIIF Infrastructure Finance Limited**

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521

March 24, 2023

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.

Subject: Proceedings of the 2/2022-23 Extra-Ordinary General Meeting of NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”) of the Company held on March 24, 2023.

Dear Sirs/Madam,

Pursuant to the Regulation 51 read with Part B of Schedule III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”), we are pleased to inform you about the proceedings of 02/2022-23 Extra-Ordinary General Meeting (“EGM”) of the Company, held on Friday, March 24, 2023 at 3.30 p.m. through video conferencing (VC) /other audio visual means, in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Proceedings in brief:

- Directors Present – Mr. Prakash Rao, Chairman of the Company and Mr. P. K. Ghose, Independent Directors of the Company attended the EGM.
- Representatives Present –Ms. Priyanka Sehdev, representatives of M/s. MP Chitale & Company and Ms. Neha Lahoty, partner of Rathi and Associates, Practicing Company Secretaries attended the EGM.
- Mr. Prakash Rao chaired the Meeting.
- Mr. Ankit Sheth, Company Secretary briefed the Members with general instructions for attending the meeting through VC and process of voting at the meeting and welcomed the Director, Members, Representatives, Auditors and Management team of the Company, present in the meeting.
- The requisite quorum being present, the Chairman called the meeting to order.
- Members deferred the resolutions specified under item no. 1 & 2 of the notice of EGM dated March 1, 2023, as mentioned below:

Item No	Particulars	Manner of approval
Special Business		
1.	To consider and approve increase in Authorized Share Capital of the Company and consequent alteration to the Memorandum of Association of the Company.	Deferred
2.	To consider and approve Issuance of 1,00,000 Non-Convertible Redeemable Preference Shares (“NCRPS”) of the face value of INR. 1,00,000/- (Rupees One Lakh only) each on private placement	Deferred

	basis for a period of one year, in one or more tranches.	
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Thereafter, on receipt of request from a member of the Company, the Chairman approved that following resolution specified under item no. 3 of the Notice of EGM dated March 1, 2023 be taken up through poll, pursuant to the provisions of Section 109 of the Companies Act, 2013 and rules made thereunder, and Secretarial Standard II issued by the Institute of Company Secretaries of India:

Special Business		
3.	To approve material Related Party Transactions with Aseem Infrastructure Finance Limited for FY 2023-24.	Ordinary Resolution

The Chairman appointed M/s. Rathi and Associates, Practicing Company Secretaries as the Scrutinizer to supervise the poll process. The Chairman authorized the Company Secretary to declare the voting result on the item no. 3 of the Notice of EGM dated March 1, 2023, intimate the stock exchange and place the same on the website of the Company.

The details of the voting result on the item no. 3 as set out in the Notice of EGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website in due course.

Thereafter, the members approved the resolutions specified under item no. 4 of the notice of EGM dated March 1, 2023, as mentioned below:

Special Business		
4.	To consider and approve the appointment of Mr. Prashant Kumar Ghose (DIN: 00034945), as an Independent Director.	Special Resolution

The Meeting concluded at 3.46 p.m.

Request you to take the above on record and oblige.

Thanking You,
For **NIIF Infrastructure Finance Limited**

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521