

ADDENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING (01/2025-26)

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

ADDENDUM TO THE NOTICE DATED MAY 13, 2025, CONVENING OF EXTRA ORDINARY GENERAL MEETING (01/2025-26) ("EGM") OF NIIF INFRASTRUCTURE FINANCE LIMITED ("NIIF IFL" OR "THE COMPANY") SCHEDULED TO BE HELD ON WEDNESDAY, JUNE 4, 2025, AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM")

The Shareholders are hereby informed that Ms. Rosemary Sebastian (DIN: 07938489) was appointed as an Independent Director of the Company w.e.f. June 7, 2022, for a period of 3 years. Accordingly, the tenure of Ms. Rosemary Sebastian, as an Independent Director would expire on June 6, 2025.

In terms of provisions of the Companies Act, 2013 and SEBI (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, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board of Directors have approved the re-appointment of Ms. Rosemary Sebastian, on the recommendation of the Nomination and Remuneration Committee, considering her knowledge, expertise and experience and the substantial contribution made by Ms. Rosemary Sebastian during her first tenure as an Independent Director. The Nomination and Remuneration Committee through circular resolution passed on May 21, 2025, has considered, approved and recommended the re-appointment of Ms. Rosemary Sebastian as an Independent Directors for a second term of three years with effect from June 6, 2025, to the Board of Directors for its approval. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, through circular resolution passed on May 26, 2025, has approved the proposal for reappointment Ms. Rosemary Sebastian as an Independent Director for a second term of three consecutive years with effect from June 6, 2025.

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 Ms. Rosemary Sebastian for the office of Director of the Company.

As the issuances and approval for circular resolution for re-appointment of Ms. Rosemary Sebastian (DIN 07938489) as Non-executive, Woman Independent Director of the company and notice under section 160 of the Companies Act 2013 was received after circulation of the Notice of the 01/2025-26 EOGM, an Addendum to the Notice of EOGM is being circulated to the members in terms of the aforesaid provisions of the Companies Act, 2013.

Board of Directors recommend the following resolution for re-appointment of Ms. Rosemary Sebastian (DIN: 07938489) as an Independent Director for your approval in the EOGM, as part of the Special Business, as set forth below:

SPECIAL BUSINESS:**RE-APPOINTMENT OF MS. ROSEMARY SEBASTIAN (DIN: 07938489) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider, and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Sections 149, 152, 161, 178 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the rules made thereunder and Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the shareholders of the Company hereby approve the re-appointment of Ms. Rosemary Sebastian (DIN: 07938489) as a Non-Executive, Independent Director of the Company (not liable to retire by rotation) for a period of 3 years with effect from June 6, 2025.

RESOLVED FURTHER THAT Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company are hereby severally authorized do all such acts, deeds, matters and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

By the Order of the Board of Directors

Ankit Sheth
Company Secretary
Membership Number: A27521

Date: May 26, 2025
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@niififl.in
Website: www.niififl.in

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, in respect of the special business proposed above to be transacted at the ensuing 01/2025-26 EOGM is annexed hereto and form part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of EOGM are available electronically for inspection by the members.
3. Statement giving details of the Director seeking re-appointment pursuant to the requirement of Secretarial Standard on General Meeting ("SS-2") is given below.
4. All the processes, notes and instructions relating to attending EOGM through VC/OAVM for the ensuing 01/2025-26 EOGM shall mutatis-mutandis apply to attending EOGM through VC/OAVM for the resolution proposed in this Addendum to the Notice of EOGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 7**

The Shareholders are hereby informed that Ms. Rosemary Sebastian (DIN: 07938489) was appointed as an Independent Director of the Company w.e.f. June 7, 2022, for a period of 3 years. Accordingly, the tenure of Ms. Rosemary Sebastian, as an Independent Director would expire on June 6, 2025.

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, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company 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 Ms. Rosemary Sebastian with respect to his reappointment as an Independent Director of the Company.

The Board of Directors have approved the re-appointment of Ms. Rosemary Sebastian, on the recommendation of the Nomination and Remuneration Committee, considering her knowledge, expertise and experience and the substantial contribution made by Ms. Rosemary Sebastian during her first tenure as an Independent Director. The Nomination and Remuneration Committee through circular resolution passed on May 21, 2025, has considered, approved and recommended the re-appointment of Ms. Rosemary Sebastian as an Independent Directors for a second term of three years with effect from June 6, 2025, to the Board of Directors for its approval. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, through circular resolution passed on May 26, 2025, has approved the proposal for reappointment Ms. Rosemary Sebastian as an Independent Director for a second term of three consecutive years with effect from June 6, 2025.

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 Ms. Rosemary Sebastian for the office of Director of the Company.

In the opinion of the Board, Ms. Rosemary Sebastian fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director. Considering his vast experience and knowledge his appointment would be in the interest of the Company.

The Board of Directors recommends the re-appointment of Ms. Rosemary Sebastian as an Independent Director of the Company (not liable to retire by rotation) for a period of three (3) years commencing from June 6, 2025.

The Board recommends the Special Resolution set out in item no. 7 of the Notice EGM for approval by the members.

Save and except Ms. Rosemary Sebastian and her relatives, 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 DIRECTORS PURSUANT TO SECRETARIAL STANDARD-II:

Name of the Director	Ms. Rosemary Sebastian
Date of Birth / (age)	May 5, 1960 (65 years)
Qualifications	<ul style="list-style-type: none"> - MA (Psychology), - LLB, - Diploma in Treasury, Investment and Risk Management (DTIRM)
Date of first appointment on the Board	June 5, 2022
Remuneration: (a) sought to be paid (profit-related Commission) (b) last drawn	(a) Up to ₹ 10,00,000/- per annum in proportion to time served as an Independent Director. (b) Sitting fees
Experience / Brief Profile	<p>Ms. Rosemary Sebastian is a former career central banker with 38 years of professional track record. She was the Executive Director of the Reserve Bank of India in charge of its financial supervision function (NBFCs and Cooperative Banks). During her career she has handled various responsibilities in central banking, regulation and supervision of banking and non-banking entities, financial inclusion, consumer protection, public debt management and internal audit among others.</p> <p>She has been associated with the work and recommendations of important Committees of the Reserve Bank. She has served as the Reserve Bank's Nominee Director on the Board of a large public sector bank. Ms Rosemary Sebastian is post graduate from Osmania University and has a law degree from Mumbai University. She is currently on the Boards of two reputed Companies, as an Independent Director.</p>
Terms and conditions of appointment / re-appointment	-
Directorships held in other companies (excluding foreign companies) as on date	Godrej Housing Finance Limited Aseem Infrastructure Finance Limited
Memberships of committees across companies (only statutory committees as required to be constituted under the Act considered)	<p>Godrej Housing Finance Limited</p> <ul style="list-style-type: none"> - Audit Committee - Nomination and Remuneration Committee <p>Aseem Infrastructure Finance Limited</p> <ul style="list-style-type: none"> - IT Strategy Committee - Corporate Social Responsibility Committee - Audit Committee - Nomination and Remuneration Committee

Name of the Director	Ms. Rosemary Sebastian
List of entities from which the Director has resigned in the past three years.	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As specified above under the head – “Experience / Brief profile”
Shareholding in the Company (Equity) as on date	Nil
Relationship with other Directors/ Manager / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of Board meetings attended during FY 2025-26	2

By Order of the Board of Directors

Ankit Sheth
Company Secretary
Membership Number: A27521

Date: May 26, 2025

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: Info@niififl.in
Website: www.niififl.in