

**NIIF INFRASTRUCTURE FINANCE LIMITED
TRANSCRIPT OF THE 12th ANNUAL GENERAL MEETING**

Day: Tuesday**Date: July 29, 2025****Time: 11:00 a.m.****Venue: Through Video Conferencing (VC) (MS Teams)**

DIRECTORS AND MEMBERS PRESENT THROUGH VIDEO CONFERENCE:

Mr. Prashant Kumar Ghose	Independent Director
Mr. AKT Chari	Non-Executive Director
Mr. Nilesh Srivastava	Non-Executive Director and Authorised Representative of National Investment and Infrastructure Fund II
Mr. Saurabh Suneja	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Pratik Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Sanchit Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Nilesh Sampat	Authorized Representative of Aseem Infrastructure Finance Limited

KEY MANAGERIAL PERSONNEL PRESENT THROUGH VIDEO CONFERENCE:

Mr. Sudeep Bhatia	Chief Financial Officer
Mr. Ankit Sheth	Company Secretary & Compliance Officer

INVITEES PRESENT THROUGH VIDEO CONFERENCE:

Mr. Debabrata Mukherjee	Chief Business Officer
Mr. Srinivas Upadhyayula	Chief Compliance Officer and General Counsel
Ms. Shweta Mohite	Manager – Secretarial and Compliance
Mr. Hrugved Magarkar	Officer – Secretarial and Compliance
Ms. Foram Thakkar	Authorized Representative of M P Chitale & Co.

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.

I request members to elect a Chairman for the Meeting.

Mr. Nilesh Shrivastava – Authorized Representative of National Investment and Infrastructure Fund II

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

Mr. Saurabh Suneja – 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. Prashant Kumar Ghose, Independent Director of the Company, to occupy 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. Prashant Kumar Ghose – Independent Director of the Company and Mr. Nilesh Shrivastava and Mr. AKT Chari – Non-Executive Directors of the Company.

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. Prashant Kumar Ghose – 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.

Mr. AKT Chari – Non-Executive Director

Yes

Mr. Nilesh Srivastava – Non-Executive Director and Authorized Representative of National Investment and Infrastructure Fund II

Yes

Mr. Sourabh Suneja – Authorized Representative of National Investment and Infrastructure Fund II

Yes

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

Yes

Mr. Sanchit Jain – Authorized Representative of National Investment and Infrastructure Fund II

Yes

Mr. Nilesh Sampat – Authorized Representative of Aseem Infrastructure Finance Limited

Yes

Mr. Prashant Kumar Ghose – Chairman, Independent Director

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, 2025, and the Report of the Board of Directors along with annexures and Auditors Reports thereon.

Now, members to give their approval.

I request one member to propose the resolution.

Mr. Nilesh Sampat – Authorized Representative of Aseem Infrastructure Finance Limited

I propose this resolution.

Mr. Nilesh Shrivastava – Authorized Representative of National Investment and Infrastructure Fund II

I second the same.

Mr. Prashant Kumar Ghose – Chairman, Independent Director

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. Nilesh Shrivastava (DIN: 09632942), who retires by rotation and being eligible, offers himself for re-appointment.

Now, members give their approval.

I request one member to propose the resolution.

Mr. Sanchit Jain – Authorized Representative of National Investment and Infrastructure Fund II

I propose this resolution.

Mr. Nilesh Sampat – Authorized Representative of Aseem Infrastructure Finance Limited

I second the same.

Mr. Prashant Kumar Ghose – Chairman, Independent Director

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. 3: To declare a dividend on equity shares @ Rs. 0.15/- per equity share of face value Rs. 10/- each, for the financial year ended March 31, 2025.

Now, members give their approval.

I request one member to propose the resolution.

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

I propose this resolution.

Mr. Sanchit Jain – Authorized Representative of National Investment and Infrastructure Fund II

I second the same.

Mr. Prashant Kumar Ghose – Chairman, Independent Director

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. 4: To consider and approve the appointment of M/s. Manohar Chowdhry & Associates (firm registration no. 001997S) as a joint statutory auditor of the Company for a period of three years and remuneration to be paid to the joint statutory auditors.

Now, members give their approval.

I request one member to propose the resolution.

Mr. Nilesh Sampat – Authorized Representative of Aseem Infrastructure Finance Limited

I propose this resolution.

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

I second the same.

Mr. Prashant Kumar Ghose – Chairman, Independent Director

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. 5: To consider and approve the issuance of 1,50,000 Non-Convertible Redeemable Preference Shares of face value Rs. 1,00,000/- each aggregating to Rs. 1,500 crores outstanding at any point in time, in one or more tranches.

Now, members give their approval.

I request one member to propose the resolution.

Mr. Nilesh Shrivastava – Authorized Representative of National Investment and Infrastructure Fund II

I propose this resolution.

Mr. Sourabh Suneja – Authorized Representative of National Investment and Infrastructure Fund I

I second the same.

Mr. Prashant Kumar Ghose – Chairman, Independent Director

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 Special Resolution as passed unanimously.

Item no. 6: to consider and approve compensation in the form of profit-related commission to Mr. AKT Chari, Non-Executive Director of the Company.

Now, members give their approval.

I request one member to propose the resolution.

Mr. Nilesh Shrivastava – Authorized Representative of National Investment and Infrastructure Fund II

I propose this resolution.

Mr. Nilesh Sampat – Authorized Representative of Aseem Infrastructure Finance Limited

I second the same.

Mr. Prashant Kumar Ghose – Chairman, Independent Director

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

I request the Chairman to give a vote of thanks to the stakeholders.

Mr. Prashant Kumar Ghose – Chairman, Independent Director

I thank all the stakeholders who have helped in the Company's growth including customers, shareholders, employees, Board members, senior management, bondholders, policy makers, regulators, trustees, credit rating agencies, auditors, registrar and share transfer agents, vendors and partners, and all third-party consultants associated with the Company.

Mr. Ankit Sheth – Company Secretary

I request the Chairman to conclude the meeting.

Mr. Prashant Kumar Ghose – Chairman, Independent Director

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

I declare that the meeting stand concluded at 11:07 a.m. I thank everyone for attending this AGM through Video Conferencing.

Thank you.