

**NIIF INFRASTRUCTURE FINANCE LIMITED
TRANSCRIPT OF THE 01/2026-27 EXTRA-ORDINARY GENERAL MEETING**

Day: Thursday

Date: June 4, 2026

Time: 11:00 a.m.

Venue: Through Video Conferencing (VC) (MS Teams)

DIRECTORS AND MEMBERS PRESENT THROUGH VIDEO CONFERENCE:

Mr. Ashwani Kumar	Chairman and Independent Director
Ms. Rosemary Sebastian	Independent Director
Mr. Prashant Kumar Ghose	Independent Director
Ms. Swati Bansal	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Sanchit Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Pratik Jain	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Amal Tamrakar	Authorised Representative of National Investment and Infrastructure Fund II
Mr. Nilesh Sampat	Authorised Representative of Aseem Infrastructure Finance Limited
Ms. Manjiree S Jaitly	Authorised Representative of HDFC Bank Limited

KEY MANAGERIAL PERSONNEL PRESENT THROUGH VIDEO CONFERENCE:

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

INVITEES PRESENT THROUGH VIDEO CONFERENCE:

Mr. Srinivas Upadhyayula	Chief Compliance Officer and General Counsel
Mr. Muthurajan R	Authorised Representative of Manohar Chowdhry & Associates

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited

“Good morning, Members, Directors, Auditors, and invitees!

A warm welcome to the 1st Extraordinary general meeting for FY 2027 of the Company. I am, Ankit Sheth, Company Secretary of the Company, joining this meeting from Mumbai. This EGM is being held and conducted through Video conferencing on Microsoft Teams, without the physical presence of the shareholders at a common venue, in line with the regulatory requirements.

I request the members to elect a chairman for the meeting.

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

I propose Mr. Ashwani Kumar, Independent Director, to occupy the chair.

Ms. Swati Bansal – Representative, National Investment and Infrastructure Fund II

Yes

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

Yes

Mr. Amal Tamrakar – Representative, National Investment and Infrastructure Fund II

Yes

Mr. Nilesh Sampat – Representative, Aseem Infrastructure Finance Limited

Yes

Ms. Manjiree S Jaitly – Representative, HDFC Bank Limited

Yes

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited

With the permission of the Chairman / members, I am starting the recording of the meeting.

Before I hand over the proceedings of the Extra-Ordinary General Meeting (EGM) 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 EGM 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. Ashwani Kumar, Ms. Rosemary Sebastian and Mr. Prashant Kumar Ghose, Independent Directors of the Company.

Mr. Abhay Rangnekar, Independent Director and Mr. Nilesh Shrivastava, Non-Executive Nominee Director of the Company has expressed their inability to attend the meeting.

I confirm that the required quorum for this meeting is present.

Now, I request the Chairman to commence the proceedings of the Meeting.

Mr. Ashwani Kumar – Chairman and Independent Director, NIIF Infrastructure Finance Limited

Thank you!

Since this EGM was being held electronically, physical attendance of the Members had been dispensed with and the members attending the EGM through VC would be counted as quorum as per the provisions of the Companies Act, 2013.

Since the requisite quorum for the EGM 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 was ordered or demanded.

I confirm that there was no other person attending or having access to the proceedings of this meeting at my location.

Now, the members and authorised representatives to confirm their presence at the meeting and the fact that there was no other person attending or having access to the proceedings of this meeting at their respective locations, by stating “Yes” along with their names.

Ms. Swati Bansal – Representative, National Investment and Infrastructure Fund II

Yes

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

Yes

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

Yes

Mr. Amal Tamrakar – Representative, National Investment and Infrastructure Fund II

Yes

Mr. Nilesh Sampat - Representative, Aseem Infrastructure Finance Limited

Yes

Ms. Manjiree S Jaitly - Representative, HDFC Bank Limited

Yes

Mr. Ashwani Kumar – Chairman and Independent Director

All the relevant documents referred to in this EGM Notice and Explanatory Statement etc., 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 EGM. Members who wish to inspect the same may submit their request from their registered e-mail IDs.

We can now proceed with the agenda items as mentioned in the Notice.

Item No. 1: To consider and approve the creation of security and increase in borrowing powers under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 for an aggregate amount not exceeding Rs. 55,000 crores only (Rupees Fifty-Five Thousand Crores only).

Mr. Ashwani Kumar – Chairman and Independent Director

I request one member to propose the resolution and one member to second the resolution.

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

I propose this resolution.

Mr. Nilesh Sampat – Representative, Aseem Infrastructure Finance Limited

I second the same.

Mr. Ashwani Kumar – Chairman and 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. 2: To consider and approve borrowing through issuance of Non-Convertible Debentures (NCDs) (Zero Coupon Bonds (ZCBs) & coupon bearing NCDs), in one or more tranches, including but not limited to subordinate debentures, bonds, and/ or other debt securities, etc., on private placement basis in one or more tranches for an aggregate amount of up to Rs. 45,000 crores (Rupees Forty-Five Thousand Crores only), outstanding at any point in time.

Mr. Ashwani Kumar – Chairman and Independent Director

I request one member to propose the resolution and one member to second the resolution.

Mr. Nilesh Sampat – Representative, Aseem Infrastructure Finance Limited

I propose this resolution.

Ms. Manjiree S Jaitly – Representative, HDFC Bank Limited

I second the same.

Mr. Ashwani Kumar – Chairman and 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.3: To consider and approve borrowings through issuance of Non-Convertible Redeemable Preference Shares ('NCRPS') on private placement basis for an amount of up to Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) outstanding at any point of time.

Mr. Ashwani Kumar – Chairman and Independent Director

I request one member to propose the resolution and one member to second the resolution.

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

I propose this resolution.

Mr. Amal Tamrakar – Representative, National Investment and Infrastructure Fund II

I second the same.

Mr. Ashwani Kumar – Chairman and 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. 4: To consider and approve appointment of Mr. Abhay Rangnekar (DIN: 11616244) as, Independent Non-Executive Director of the Company for a term of three (3) consecutive years commencing from April 6, 2026, up to April 5, 2029.

Mr. Ashwani Kumar – Chairman and Independent Director

I request one member to propose the resolution and one member to second the resolution.

Ms. Manjiree S Jaitly – Representative, HDFC Bank Limited

I propose this resolution.

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

I second the same.

Mr. Ashwani Kumar – Chairman and 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. 5: To consider and approve compensation in the form of profit-related commission of up to Rs. 10,00,000 (Rupees Ten Lakhs only) per annum to Mr. Abhay Rangnekar, Independent Director of the Company, in proportion to the time served as an Independent Director of the Company in a financial year.

Mr. Ashwani Kumar – Chairman and Independent Director

I request one member to propose the resolution and one member to second the resolution.

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

I propose this resolution.

Mr. Nilesh Sampat – Representative, Aseem Infrastructure Finance Limited

I second the same.

Mr. Ashwani Kumar – Chairman and 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. Ashwani Kumar – Chairman and Independent Director

I would like to extend my thanks to all the stakeholders, Directors, Members and Authorised Representatives for attending this Extraordinary General Meeting and for their valuable time and cooperation.

Mr. Ashwani Kumar – Chairman and Independent Director

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

All the items specified in the EGM notice have been discussed and approved. I declare that this EGM is now concluded at 11:15 a.m. I thank everyone for attending this EGM via Video Conference.

Thank you.