

**NIIF INFRASTRUCTURE FINANCE LIMITED**

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

**ADDENDUM TO THE NOTICE OF 01/2022-23 EXTRA ORDINARY GENERAL MEETING**

**Addendum to the Notice dated May 25, 2022 convening 01/2022-23 Extra Ordinary General Meeting (EOGM) of the company scheduled to be held on Wednesday, June 8, 2022 at 3.15 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")**

Pursuant to Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with 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 Board of Directors of the Company has appointed Ms. Rosemary Sebastian (DIN 07938489) as Non-executive, Woman Independent Director of the company for a term of 3 years with effect from June 7, 2022 . Also, pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member of the company, proposing candidature of Ms. Rosemary Sebastian (DIN: 07938489) for election to the office of Director at the ensuing EOGM of the Company, scheduled to be held on Wednesday, June 8, 2022 at 3.15 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

As the issuances and approval for circular resolution for 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 01/2022-23 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.

Your directors recommend the following resolution for 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**

**3. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. ROSEMARY SEBASTIAN (DIN: 07938489), AS AN INDEPENDENT DIRECTOR**

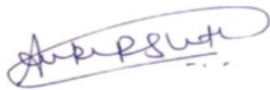
To consider, and if thought fit, to pass, with or without modification(s), the following as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV 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), Ms. Rosemary Sebastian (DIN: 07938489), 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 her candidature for the office of Director and who meets the criteria of Independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company for a period of Three (3) years w.e.f. June 7, 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and 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:** June 7, 2022  
**Place:** Mumbai

**Registered office:** 3<sup>rd</sup> 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](mailto:niif-compliance@niiffl.in)  
**Website:** [www.niiffl.in](http://www.niiffl.in)

**NOTES:**

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 01-2022-23 EOGM is annexed hereto and forms 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 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 01-2022-23 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. 3**

The Company had issued a Notice dated May 25, 2022 for convening the 01-2022-23 Extra Ordinary General Meeting ("EOGM") scheduled to be held on Wednesday, June 8, 2022 at 3.15 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and the same has already been circulated to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder.

As the members are aware, Ms. Ritu Anand (DIN: 05154174), Independent Director of the company, retired from the Board of the company, on completion of tenure of appointment with effect from closing of business hours on May 6, 2022. The members are hereby informed that the Board of Directors had appointed Ms. Rosemary Sebastian (DIN: 07938489) as an Additional Director with effect from June 7, 2022, in the category of Independent Director of the Company. In accordance with the requirements of Regulation 17(1C) of the SEBI Listing Regulations, approval of the Members of the Company is being sought.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Ms. Rosemary Sebastian as Director of the Company.

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.

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.

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.

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

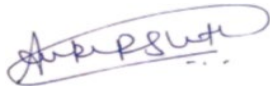
The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the appointment of Ms. Rosemary Sebastian as an Independent Director of the Company for a period of Three (3) years commencing from June 7, 2022, not liable to retire by rotation.

The Board recommends the Special Resolution set out at Item No. 3 of the addendum to the Notice EOGM 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.

**By the Order of the Board of Directors**



**Ankit Sheth**  
**Company Secretary**  
**Membership Number: A27521**

**Date:** June 7, 2022

**Place:** Mumbai

**Registered office:** 3<sup>rd</sup> 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](http://www.niiffl.in)

**ANNEXURE-A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE EXTRA ORDINARY GENERAL MEETING**

<b>Particulars</b>	Ms. Rosemary Sebastian
<b>Age</b>	63 years
<b>Date of appointment on the Board</b>	June 7, 2022
<b>Qualifications</b>	MA (Psychology), LLB, Diploma in Treasury, Investment and Risk Management (DTIRM)
<b>Nature of expertise &amp; experience</b>	In Reserve Bank of India service from October 1981 to May 2019. Job Titles (I) Executive Director (ii) Chief General Manager from August 2015 to July 2018. (iii) Banking Ombudsman for Maharashtra and Goa from 2012 to July 2015. (iv) General Manager from 2001 to 2011.  38 years of experience in central banking functions including oversight and supervision of NBFCs among others.
<b>Relationship with other Director/ Key Managerial Personnel</b>	Not related to any Director / Key Managerial Personnel.
<b>Terms and conditions of appointment</b>	It is proposed to appoint Ms. Rosemary Sebastian as an Independent Director of the Company for a period of Three (3) years w.e.f. June 7, 2022, not liable to retire by rotation.
<b>Remuneration last drawn</b>	N.A.
<b>Remuneration proposed to be paid</b>	Ms. Rosemary Sebastian being a Non-executive Independent Director shall be paid sitting fees for attending Board and/or Committee Meetings
<b>Number of meetings of the Board attended during the financial year (2022-23)</b>	N.A.
<b>Directorships held in other companies</b>	a. Godrej Housing Finance Limited b. Aseem Infrastructure Finance Limited
<b>Memberships / Chairmanships of committees of other companies</b>	<b>Godrej Housing Finance Limited</b> a. Audit Committee – Chairperson b. Grievance Redressal Committee – Chairperson c. Nomination and Remuneration Committee – Member d. Willful Defaulter Committee – Members  <b>Aseem Infrastructure Finance Limited</b> a. Audit Committee – Member b. Nomination and Remuneration Committee – Member c. Corporate Social Responsibility Committee- Chairperson d. IT Strategy Committee - Chairperson
<b>No. of shares held in the Company</b>	Nil