

EGM NOTICE

NIIF INFRASTRUCTURE FINANCE LIMITED

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

NOTICE IS HEREBY GIVEN THAT THE 02/2021-22 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED (“THE COMPANY”) WILL BE HELD ON March 22 2022, AT 12.45 P.M. ON MS TEAMS (THROUGH AUDIO-VISUAL MEANS) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

- 1. Increase in the Authorized Share Capital of the Company and consequent alteration to the Memorandum of Association of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1) and other applicable provisions, if any of the Companies Act, 2013, the consent of the members be and is hereby accorded for increase in the Authorized Share Capital of the Company from the present INR 20,00,00,00,000 (Rupees Two Thousand Crores only) divided into 181,50,00,000 (One Eighty One Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each and 8,80,95,238 (Eight Crore Eighty Lakh Ninety Five Thousand Two Hundred Thirty Eight) Preference Shares (including CCPS) of INR 21/- (Rupees Twenty One only) each to INR 26,99,99,99,993 (Rupees Two Thousand Six Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Nine Thousand and Nine Hundred Ninety Three only) divided into 181,50,00,000 (One Eighty One Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each, 8,80,95,238 (Eight Crore Eighty Lakh Ninety Five Thousand Two Hundred Thirty Eight) Preference Shares (including CCPS) of INR 21/- (Rupees Twenty One only) and 25,92,59,259 (Twenty Five Crore Ninety Two Lakhs Fifty Nine Thousand and Two Hundred Fifty Nine) Preference Shares (including CCPS) of INR 27/- (Rupees Twenty Seven only) each and that Clause V(a) of the Memorandum of Association of the Company be altered accordingly by creation of additional 25,92,59,259 (Twenty Five Crore Ninety Two Lakhs Fifty Nine Thousand and Two Hundred Fifty Nine) Preference Shares of INR 27/- (Rupees Twenty Seven only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause “V (a)” of the Memorandum of Association of the Company be amended by deletion of the same and substituting in place thereof, the following new Clause V(a):

V (a): *The Authorised Share Capital of the Company is 26,99,99,99,993 (Rupees Two Thousand Six Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Nine Thousand and Nine Hundred Ninety Three only) divided into 181,50,00,000 (One Eighty One Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) Equity Shares of INR 10/- (Rupees Ten only) each, 8,80,95,238 (Eight Crore Eighty Lakh Ninety Five Thousand Two Hundred Thirty Eight) Preference Shares (including CCPS) of INR*

21/- (Rupees Twenty One only) and 25,92,59,259 (Twenty Five Crore Ninety Two Lakhs Fifty Nine Thousand and Two Hundred Fifty Nine) Preference Shares of INR 27/- (Rupees Twenty Seven only), with the power to increase and reduce the Capital of the Company and to divide the Shares and the Capital for the time being into other classes and to attach thereto respectively such preferential, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company including filing of necessary E-Forms with Registrar of Companies, Maharashtra, Mumbai in this regard.”

2. **Continuation of directorship of Mr. AKT Chari, Non-Executive Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to the continuation of directorship of Mr. AKT Chari (DIN: 00746153), aged 82 years, as a ‘Non-Executive, Non-Independent Director’ of the Company, liable to retire by rotation.”

By the Order of the Board of Directors



Ankit Sheth
Company Secretary
Membership Number: A27521

Date: March 21, 2022

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. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 physical attendance of the Members to the Extra-Ordinary General Meeting (EGM) venue is not required and EGM be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Accordingly, the Route Map is also not annexed in this Notice.
3. The Members can join the EGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members can join the EGM in the VC/OAVM mode by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Body Corporate, a member of the Company, entitled to appoint their authorised representatives to attend the EGM through VC/OAVM. Accordingly, corporate members are requested to e-mail a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting to niiffl-compliance@niiffl.in from their e-mail ID registered with the Company.
6. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Extra-Ordinary General Meeting is annexed hereto and forms part of this Notice.
7. Queries proposed to be raised at the EGM may be sent to the Company on niiffl-compliance@niiffl.in will enable the management to compile the relevant information to reply the same in the meeting.
8. All the relevant documents referred to in this EGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be made available to the members from whom request is received on niif-compliance@niiffl.in through their e-mail address registered with the Company.
9. In the event if a Poll for any specific agenda item(s) of the Notice is demanded, members are requested to communicate their vote to niiffl-compliance@niiffl.in from their e-mail ID registered with the Company.
10. Since the numbers of Members in the Company is less than 50, in case any poll is required during the meeting, it would be done through show of hands.

Instructions for members for attending the EGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM through OAVM via Microsoft Teams Meeting. The link for VC will be shared by the Company via email.
2. Members are requested to click on the MS Teams link and join meeting to participate in the meeting details of which will be provided separately.
3. Members are requested to join the Meeting through Laptop or tablet for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop or tablet connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, mobile number at niififl-compliance@niififl.in. The same will be replied by the Company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

The present Authorized Share Capital of the Company is INR 20,00,00,00,000 (Rupees Two Thousand Crores only) divided into 181,50,00,000 (One Eighty-One Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each and 8,80,95,238 (Eight Crore Eighty Lakh Ninety-Five Thousand Two Hundred Thirty-Eight) Preference Shares (including CCPS) of INR 21/- (Rupees Twenty One only) each

The Company proposes to invite subscription to its Share Capital for meeting the operational requirements of the Company. With a view to accommodate the same, it is considered necessary to increase the Authorized Share Capital of the Company from the present INR 20,00,00,00,000 (Rupees Two Thousand Crores only) divided into 181,50,00,000 (One Eighty One Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each and 8,80,95,238 (Eight Crore Eighty Lakh Ninety Five Thousand Two Hundred Thirty Eight) Preference Shares (including CCPS) of INR 21/- (Rupees Twenty One only) each to INR 26,99,99,99,993 (Rupees Two Thousand Six Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Nine Thousand and Nine Hundred Ninety Three only) divided into 181,50,00,000 (One Eighty One Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each, 8,80,95,238 (Eight Crore Eighty Lakh Ninety Five Thousand Two Hundred Thirty Eight) Preference Shares (including CCPS) of INR 21/- (Rupees Twenty One only) each and 25,92,59,259 (Twenty Five Crore Ninety Two Lakhs Fifty Nine Thousand and Two Hundred Fifty Nine) Preference Shares (including CCPS) of INR 27/- (Rupees Twenty Seven only) each.

Consequent to the aforesaid increase in authorized share capital, the relevant provisions of the Memorandum of Association the Company would be required to be altered.

A duly altered draft copy of the Memorandum of Association of the Company is available at the Registered Office of the Company for inspection of the Members.

As per the provisions of Section 13 of the Companies Act, 2013, approval of members is necessary for increase in Authorized Share Capital and consequent alteration of Clause V (a) of the Memorandum of Association as set out in the Notice, by way of Special Resolution.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 1 of the Notice.

Item No. 2

In view of the recent amendments in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) on September 7, 2021, where Regulation 15 to 27 of Chapter IV were made applicable to the high value debt listed entities in addition to the earlier applicability of Chapter V of the (“Listing Regulations”).

High Value Debt Listed Entity means the Companies which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above.

The Company being High Value Debt Listed Entity is required to comply with Regulation 15 to 27 of Chapter IV of the (“Listing Regulations”).

As per Regulation 17(1A) of the Listing Regulations, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification hereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. AKT Chari is a Non-Executive Director of the Company liable to retire by rotation. Since, Mr. AKT Chari has attained the age of 82 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company in view of applicability of Regulation 15 to 27 of the listing Regulations.

Mr. A.K.T Chari was Head/Advisor, Infrastructure Finance, in IDFC Limited. A keen Project Finance Specialist, he has over 40 years of experience in Finance Sector. Prior to joining IDFC, Mr. Chari worked with the Industrial Development Bank of India (IDBI) for 25 years where he held the position of Chief General Manager/Adviser-Project/Infrastructure and Corporate Finance. In this role, his responsibilities included appraisal of projects - infrastructure and industrial, project monitoring and portfolio management in the SME and venture capital sectors. He has been on the Board of Directors of various companies as Independent Director/Nominee Director.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of directorship of Mr. AKT Chari as a “Non-Executive Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of passing a Special Resolution for the continuation of directorship of Mr. AKT Chari (DIN: 00746153), as a ‘Non-Executive Director’ of the Company, liable to retire by rotation.

Save and except Mr. AKT Chari and his 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.

The Board of Directors recommend the Special Resolution set forth in Item No. 2 for approval of the Members

FOR NIIF INFRASTRUCTURE FINANCE LIMITED



Ankit Sheth
Company Secretary
Membership Number: A27521

Date: March 21, 2022

Place: Mumbai

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

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