

NOTICE OF 11TH ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING OF MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED ('NIIF IFL' OR 'THE COMPANY') WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2024, AT 11 A.M. ON MS TEAMS (THROUGH AUDIO-VISUAL MEANS) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENT

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2024, and the Report of the Board of Directors along with annexures and Auditors Reports thereon.

2. RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. AKT Chari (DIN: 00746153), who retires by rotation and being eligible, offers himself for re-appointment.

3. DECLARATION OF DIVIDEND

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, 2024.

4. TO CONSIDER AND APPROVE THE APPOINTMENT OF G. M. KAPADIA & CO (FIRM REGISTRATION NO. 104767W) AS A JOINT STATUTORY AUDITOR OF THE COMPANY FOR A PERIOD OF THREE YEARS AND REMUNERATION TO BE PAID TO THE JOINT STATUTORY AUDITORS.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the Reserve Bank of India ("RBI"), including any amendment, modification, variation or re-enactment thereof, on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, G.M. Kapadia & Co, Chartered Accountants (Firm Registration No. 104767W), is hereby appointed as one of the Joint Statutory Auditor of the Company for a period of 3 (three) consecutive years from the conclusion of the 11th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company, subject to their continuity of fulfilment of the applicable eligibility norms, at such remuneration and out of pocket expenses, as may be mutually agreed with the Company or any other officer authorized by the Board."

By Order of the Board of Directors

Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 5, 2024
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: niif-compliance@niiffl.in
Website: www.niiffl.in

Notes:

1. Pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 physical attendance of the Members at the Annual General Meeting (AGM) is not required and AGM may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Since this AGM 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, route map is also not annexed in this notice.
3. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of commencement of the meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Where Body Corporates are Members of the Company, they are entitled to appoint their authorized representatives to attend the AGM 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. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the notice.
7. Queries proposed to be raised at the AGM may be sent to the Company on niiffl-compliance@niiffl.in will enable the management to compile the relevant information to reply to the same in the meeting.
8. All the relevant documents referred to in this AGM 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 Act and other documents, shall be made available to the members from whom request is received on niiffl-compliance@niiffl.in through their e-mail address registered with the Company.
9. In case a poll is ordered to be taken by the Chairperson or demanded in accordance with section 109 of the Act, members can cast their vote during the Meeting by sending an email to niiffl-compliance@niiffl.in from their email address registered with the Company.
10. In case a poll is demanded, Chairperson shall follow the procedure provided in Section 109 of the Act and the rules made thereunder.

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

1. Members will be provided with a facility to attend the AGM 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. Members will be required to allow camera and use high-speed Internet 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. Members 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 niiffl-compliance@niiffl.in
The same will be replied by the Company suitably.

By Order of the Board of Directors

Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 5, 2024

Place: Mumbai

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

Tel no: +91 22 6859 1300

Email Id: niif-compliance@niiffl.in

Website: www.niiffl.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 4**

The Members of the Company at the 8th Annual General Meeting ('AGM') held on September 21, 2021, appointed Lodha & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company to conduct the statutory audit for a period of 3 years commencing from the conclusion of the 8th AGM till the conclusion of 11th AGM of the Company at such remuneration and out of-pocket expenses, as may be mutually agreed with the Board of Directors or any other officer as may be authorized by the Board.

The Reserve Bank of India (RBI) on April 27, 2021, had issued "Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) (RBI Guidelines)". Subsequently, the RBI had also released frequently asked questions (FAQs) dated June 11, 2021. Pursuant to the said guidelines, Company with asset size of Rs. 15,000 crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms. Hence, pursuant to the RB Guidelines, the statutory audit of the Company is required to be conducted jointly by a minimum of 2 audit firms. Further, in order to protect the independence of the auditors/ audit firms, the tenure for appointment of said auditors/audit firms is required to be 3 (three) years.

In accordance with the requirement of the aforesaid RBI Guidelines, the members of the Company at their Extra Ordinary General Meeting held on June 8, 2022 appointed M/s MP Chitale & Co (Firm Registration No. 101851W), to act as the Joint Statutory Auditors of the Company for a period of 3 (three) consecutive years and to hold office until the conclusion of the 12th AGM of the Company, subject to the said firms continuing to fulfill the applicable eligibility norms.

The term of the Lodha & Co LLP, Chartered Accountants, Statutory Auditors of the Company, expires at the conclusion of the present Annual General Meeting. The Board of Directors place on record their appreciation for the services rendered by Lodha & Co LLP, Chartered Accountants.

Accordingly, the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on August 1, 2024, proposed the appointment of M/s G. M Kapadia & Co, Chartered Accountants (Firm Registration No. 104767W), as Joint statutory Auditors of the Company for the term of 3 (three) consecutive years from the conclusion of the 11th AGM till the conclusion of the 14th AGM of the Company.

M/s G. M Kapadia & Co have consented to the said appointment and issued a certificate along with relevant information as mentioned in the RBI Guidelines, to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they meet the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013 and the RBI Guidelines.

The Board, accordingly, recommends the appointment of M/s G. M Kapadia & Co as Joint Statutory Auditors of the Company at such remuneration and out of-pocket expenses, as may be mutually agreed with the Board of Directors in consultation with Statutory Auditors as set out in Item No. 4 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

By the Order of the Board of Directors

Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 5, 2024
Place: Mumbai

Registered office: 3rd Floor, UTI Tower, North Wing,
GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Tel no: +91 22 6859 1300
Email Id: niif-compliance@niiffl.in
Website: www.niiffl.in

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Mr. AKT Chari
Age	84 years
Date of appointment on the Board	March 12, 2019
Qualifications	Mr. AKT Chari holds a degree in Electrical Engineering from the University of Madras, India
Nature of expertise & experience	<p>Mr. AKT Chari was Chief Operations Officer and later Advisor at IDFC Limited. A keen Project Finance Specialist, he has ~45 years of experience.</p> <p>Prior to joining IDFC, he worked with the Industrial Development Bank of India (IDBI) for 25 years where he held the position of Chief General Manager/Adviser - Project and Infrastructure Finance. In this role, his responsibilities included appraisal of projects - infrastructure and industrial, project monitoring and portfolio management. In addition, during his tenure in IDBI he handled portfolios in the SME and venture capital sectors. He served as an Independent Director on various boards including HDFC Pension Management Company Limited and HDFC Life Insurance Company Limited.</p>
Relationship with other Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Terms and conditions of appointment / re-appointment	Liable to retire by rotation
Remuneration last drawn	Refer to Corporate Governance Report forming part of the Annual Report.
Remuneration proposed to be paid	Mr. AKT Chari, Non-Executive Director shall be paid sitting fees for attending Board and/or Committee Meetings
Number of meetings of the Board attended during the financial year 2023-24	10/10
Number of meetings of the Board attended during the current financial year (2024-25)	3/3
Directorships held in other companies	NIL
Memberships / Chairmanships of committees of other companies	NIL
No. of shares held in the Company	NIL