

**NIIF INFRASTRUCTURE FINANCE LIMITED
TRANSCRIPT OF THE 11th ANNUAL GENERAL MEETING**

Day: Friday

Date: September 27, 2024

Time: 11:00 a.m.

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

DIRECTORS AND MEMBERS PRESENT THROUGH VIDEO CONFERENCE:

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|--------------------------|--|
| Mr. Ashwani Kumar | Chairman, Independent Director |
| Ms. Rosemary Sebastian | Independent Director |
| Mr. Prashant Kumar Ghose | Independent 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. Akshay Dixit | Authorised Representative of HDFC Bank Limited |
| Mr. Nilesh Sampat | Authorized Representative of Aseem Infrastructure Finance Limited |

KEY MANAGERIAL PERSONNEL PRESENT THROUGH VIDEO CONFERENCE:

| | |
|---------------------|-------------------------|
| Mr. Shiva Rajaraman | Chief Executive Officer |
| Mr. Sudeep Bhatia | Chief Financial Officer |
| Mr. Ankit Sheth | Company Secretary |

INVITEES PRESENT THROUGH VIDEO CONFERENCE:

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|--------------------------|--|
| Mr. Swati Bansal | Representative of National Investment and Infrastructure Fund II |
| Mr. Srinivas Upadhyayula | Chief Compliance Officer and General Counsel |
| Ms. Shweta Mohite | Manager – Secretarial and Compliance |
| Mr. Hrugved Magarkar | Officer – Secretarial and Compliance |

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. Ashwani Kumar, 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. Ashwani Kumar, 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. Ashwani Kumar, Ms. Rosemary Sebastian and Mr. Prashant Kumar Ghose – Independent Directors of the Company and Mr. Nilesh Shrivastava – Non-Executive Director 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. Ashwani Kumar – 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.

Ms. Rosemary Sebastian – Independent Director, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

Yes

Mr. Prashant Kumar Ghose – Independent Director, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

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. Akshay Dixit – Authorized Representative of HDFC Bank Limited

Yes

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

Yes

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

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, 2024, and the Report of the Board of Directors along with annexures and Auditors Reports thereon.

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

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. 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 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. AKT Chari (DIN: 00746153), who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

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

I second the same.

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

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, 2024.

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

Now, members give their approval.

I request one member to propose the resolution.

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

I propose this resolution.

Mr. Akshay Dixit – Authorized Representative of HDFC Bank Limited

I second the same.

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

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 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.

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

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

I second the same.

Mr. Ankit Sheth – Company Secretary, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

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, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

I request the Chief Executive Officer to give a vote of thanks to the stakeholders.

Mr. Shiva Rajaraman – Chief Executive Officer, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

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, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

I request the Chairman to conclude the meeting.

Mr. Ashwani Kumar – Chairman, Independent Director, NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)

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

I declare that the meeting stand concluded at 11:09 p.m. I thank everyone for attending this AGM through Video Conferencing.

Thank you.