

NOTICE OF 9th ANNUAL GENERAL MEETING

To,
The Members;
Board of Directors; and
Statutory Auditors;

Notice is hereby given that the 9th Annual General Meeting (“**Meeting**”) of the members of National Investment and Infrastructure Fund Limited (“**the Company**”) will be held on Friday, September 27, 2024 via video conferencing (“**VC**”), deemed to be held at the registered office of the Company at 3rd Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi – 110 001, India at 4.00 p.m. (IST) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including Balance sheet as at March 31, 2024 and the Statement of Profit and Loss for the financial year ended on March 31, 2024, Cash Flow Statement together with the reports of Auditor’s and Directors’ thereon.

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

“**RESOLVED THAT** the audited annual financial statements of the Company which include the Balance Sheet as at March 31, 2024, the Statement of Profit & Loss for the financial year ended March 31, 2024, Cash Flow Statement for the year, together with notes appended thereto, the Boards' Report, Auditors' Report thereto be and are hereby received, considered and adopted.”

2. To appoint a Director in the place of Mr. Martin Michael Adams (DIN: 09044923), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr. Ajay Seth (DIN: 02294494), who retires by rotation and being eligible, offers himself for re-appointment.

Date: August 29, 2024

By order of the Board of Directors
For National Investment and Infrastructure Fund Limited

Place: Mumbai



Nilufer Shekhawat
Company Secretary



National Investment and Infrastructure Fund Limited
CIN: U74900DL2015PLC287894
Registered Office Address: 3rd Floor, Hindustan Times House,
18-20, Kasturba Gandhi Marg, New Delhi – 110001
Email: info@niifindia.in ; Phone: +91-11- 48987000 ; Website:
niifindia.in

NOTES:

1. The Ministry of Corporate Affairs, (“MCA”) has permitted conducting of Annual General Meeting (“AGM”) through VC or OAVM. In this regard, MCA issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitting holding of the Annual General Meeting (“**AGM**”) through VC without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“**Act**”) and the MCA Circulars, 9th AGM of the Company is being held through VC.
2. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. The Institutional / Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend this AGM and to vote through VC on its behalf. The said Resolution/Authorization shall be sent to the Company to its designated email address i.e. niufer.shekhawat@niifindia.in with a copy marked to complianceoffice@niifindia.in.
4. Pursuant to the MCA Circulars, the Company has registered email addresses of all the Members and the Notice of this AGM along with the Annual Report 2023-24 is being sent only through electronic mode to the registered email addresses of all the members of the Company. Members may note that the Notice and Annual Report 2023-24 will also be made available on the Company’s website <http://niifindia.in/>
5. The register of directors and key managerial personnel, register of contracts or arrangements in which Directors are interested will also be sent only through electronic mode to the registered email addresses of all the members of the Company for inspection purposes.
6. The Members attending this AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and the Articles of the Company.
7. Explanatory Statement pursuant to section-102 of the Companies Act 2013 is Annexed.
8. Pursuant to MCA Circulars, the Company shall take all reasonable care to ensure that this AGM through VC facility allows two-way teleconferencing for the ease of participation of the members and the participants shall be allowed to pose questions concurrently during the meeting. The Members are allowed to express their views/ask questions during this AGM. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for this AGM. The Members can also send their question(s), if any on proposed agenda items to the Company’s designated email address as aforesaid from September 10, 2024 (9:00 a.m. IST) to September 26, 2024 (5:00 p.m. IST).

9. The facility for joining this AGM through VC will be kept open for 30 minutes before the time scheduled to start the meeting and will be closed after expiry of 15 minutes after such scheduled time. As per MCA Circulars, the recorded transcript of the proceedings of this AGM shall be made available on the Company's website <http://niifindia.in> soon after the conclusion of meeting.

10. The Members are requested to convey their vote when a poll is required to be taken up during this AGM on any resolution by writing through their registered email address to the Company's designated email address i.e. nilufer.shekhawat@niifindia.in

11. Pursuant to MCA Circulars, the confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity of email addresses and other details of the Members shall also be taken by the Company at all times.

12. In case of any queries relating to using the facility of VC or technical assistance required before the meeting and during the meeting, the Members can reach out to vishal.tyagi@niifindia.in or prateek.pal@niifindia.in with a copy marked to nilufer.shekhawat@niifindia.in.

13. The login credentials / dial-in details along with necessary instructions for joining this AGM through VC will be communicated separately to all the Members by sending details to their registered email addresses well in advance to the meeting.

14. Pursuant to the provision of secretarial Standard -2, the relevant details of Directors retiring by rotation and seeking re-appointment is also annexed hereto.

**By order of the Board of Directors
For National Investment and Infrastructure Fund Limited**

Date: August 29, 2024

Place: Mumbai



**Nilufer Shekhawat
Company Secretary**

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ANNEXURE

As per the provision of secretarial Standard -2, the following additional disclosures in relation to proposed re-appointments of Mr. Martin Michael Adams and Mr. Ajay Seth on account of retirement by rotation is provided as hereunder:

Particulars	Details	Details
Name and DIN	Mr. Martin Michael Adams (DIN: 09044923)	Mr. Ajay Seth (DIN: 02294494)
Terms of remuneration	Not applicable	Not applicable
Age	66	59
Qualification	MA with honours in Economic Science from the University of Aberdeen	Indian Administrative Service
Experience	Mr. Adams has extensive experience in managing unquoted investments in a diverse range of countries, private equity investments in cross-border companies that operate in the US-India corridor; and in environmental and emission assets in Asia, Europe and the Americas, including companies active in the reduction of greenhouse gas emissions and associated financial products.	Mr. Seth has over 33 years of experience in the domains of public finance, social sector administration, urban transport and infrastructure dealing with matters concerning public expenditure, tax policy and administration, budget, accounts, project appraisal, foreign investments, bilateral and multilateral financial cooperation, development financing, public-private-partnerships, school education, health, urban transport and infrastructure.
Terms and conditions of appointment along with details of remuneration sought to be paid	As per resolution no. 2, Mr. Martin Michael Adams who retires by rotation being eligible offers himself for reappointment. Further, no remuneration is proposed to be paid to him.	As per resolution no. 3, Mr. Ajay Seth who retires by rotation being eligible offers himself for reappointment. Further, no remuneration is proposed to be paid to him.
The remuneration last drawn by such person	Not applicable	Not applicable
Date of First Appointment on the Board	02/03/2021	17/06/2021
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related with the other Directors, Manager and other Key Managerial Personnel of the company	He is not related with the other Directors, Manager and other Key Managerial Personnel of the company

The number of meetings of the Board attended during the year (2023-24)	5	4
Other Directorships	Nil	a. National Investment and Infrastructure Fund Trustee Limited b. India International Convention and Exhibition Centre Limited
Membership/Chairmanship of Board Committees in other Companies	-	-

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For National Investment and Infrastructure Fund Limited**

Date: August 29, 2024

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Nilufer Shekhawat
Company Secretary

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