

NATIONAL INVESTMENT AND INFRASTRUCTURE FUND LIMITED

Transcript of (NIIFL/EOGM/01/2026-27)

Day & Date: Tuesday, 21 April 2026

Meeting: Extraordinary General Meeting

Time: 4:00 P.M. IST

Mode: Video Conferencing (VC)

Deemed Venue: Registered Office of the Company

3rd Floor, Hindustan Times House,

18-20, Kasturba Gandhi Marg,

New Delhi – 110001

1. COMMENCEMENT OF THE MEETING

Ms. Nilufer Shekhawat (Company Secretary):

I, Nilufer Shekhawat, Company Secretary of National Investment and Infrastructure Fund Limited (the “**Company**”), extend a warm welcome to all the Members, Directors and other invitees present for this 1st Extraordinary General Meeting of the Company for FY 26-27, convened through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs.

The meeting is deemed to be held at the Registered Office of the Company.

2. ROLL CALL AND QUORUM CONFIRMATION

Company Secretary

Before we proceed, I would like to make some statutory announcements:

1. This EOGM is being conducted through VC as per the relevant circulars issued by the Ministry of Corporate Affairs.

2. The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements and other relevant documents, have been made available electronically for inspection by the members and will also be available for inspection during the meeting.
3. I request you to keep your cameras on. Kindly note that for smooth conduct of this meeting the connection of all the Members would be on mute mode during the meeting. Those members who have any query, may please raise their hands and will be answered by the directors or the management representatives.
4. Members attending the meeting are requested to refer the VC instructions shared in the notice circulated and reach out to the designated officers in case they face any technical issues during the proceedings of the meeting.
5. Each of us are attending the EGM from different locations. Before we start the main proceedings of the meeting, May I request each member to introduce themselves and mention their place of attendance.

Mr. Sanjiv Aggarwal: I am Sanjiv Aggarwal, Managing Director and CEO of the Company and I am attending this meeting from the Corporate Office of the Company at Mumbai.

Mr. Banmali Agrawala: I am Banmali Agrawala, an Independent Director of the Company and a member of the Audit and Risk Committee and Nomination and Remuneration Committee of the Company, and I am attending this meeting from my residence in Gurgaon, New Delhi.

Mr. Atul Dhawan: I am Atul Dhawan, an Independent Director of the Company and a member of the Audit and Risk Committee and Nomination and Remuneration Committee of the Company, and I am attending this meeting from my residence in Gurgaon, New Delhi.

Mr. Martin Adams: I am Martin Adams, Nominee Director, member of the Audit and Risk Committee and Corporate representative of Australian Super Investments Fund No. 2 and, and I'm attending this meeting from my home office in Cascais, Portugal.

Mr. Debapratim Hajara: I am Debapratim Hajara, Nominee Director and Corporate representative of 2452991 Ontario Limited and a member of the Nomination and Remuneration Committee of the Company, and I am attending this meeting from my office in Singapore.

Other Corporate representatives also completed the roll call.

Company Secretary: We also have Mr. Prakhar Sharma, General Counsel of the Company connected through VC in today's meeting.

Few of the other Directors of the Company couldn't attend this meeting due to their pre-occupation.

We welcome to this meeting, M/s. S.R. Batliboi & Associates, LLP, Chartered Accountants, the statutory auditor of the Company who are also connected through VC.

With this I confirm that we have the requisite quorum present through video conference to conduct the proceedings of this meeting as per the regulatory requirement.

Please raise your hands to show your consent. Members present proceeded to show their unanimous consent by raising their hands.

3. APPOINTMENT OF CHAIRPERSON

We propose Mr. Banmali Agrawala, to Chair the proceedings of the meeting.

Those in favour, please raise your hands to show your consent.

Thank You, I take this as passed unanimously.

Mr. Agrawala (Chairperson): Welcome everyone to the EGM of the Company. As the required quorum is present, I call the meeting to order. I request Nilufer to assist with the proceedings of the meeting.

Nilufer: Thankyou Sir. We are now proceeding with the items set out in the notice. The resolutions proposed and set out in the notice of this EGM pertain to certain business matters with respect to appointment of Directors.

With the permission of the Members, I shall take notice of this EGM as read and taken on record.

Further, I request members to seek any clarifications required on the proposed resolutions.

4. BUSINESS OF THE MEETING

Company Secretary: I will now take up the resolutions as set forth in the Notice:

Item No. 1: Appointment of Mr. Atul Dhawan as Independent Director (“**Ordinary Resolution**”).

The first item of business is the appointment of Mr. Atul Dhawan as an Independent Director of the Company. Mr. Atul Dhawan was appointed as an Additional cum Independent Director by the Board on 12 March 2026 pursuant to Section 161 of the Companies Act, 2013. His appointment is now placed before the Members for approval.

I request one of the Members to kindly propose and another Member to second the agenda item.

Those in favour, please raise your hands to show your consent.

Mr. Renil Shah (*authorized representative of Axis Bank Limited*) **proposed** the said resolution; and



Mr. Martin Adams (*authorized representative of Australian Super Investments Fund No. 2*) **Seconded** the said resolution.

Thank you Members, Since there are no concerns raised we take this resolution as passed unanimously.

Item No. 2: Appointment of Mr. Amit Singla as Nominee Director (“**Ordinary Resolution**”).

The next item of business is the appointment of Mr. Amit Singla (DIN: 08747032) as a Nominee Director of the Company. Mr. Amit Singla was appointed as an Additional cum Nominee Director of the Company with effect from November 04, 2025 pursuant to Section 161 of the Companies Act, 2013. His appointment is now placed for approval of Members.

I request one of the Members to kindly propose and another Member to second the agenda item.

Those in favour, please raise your hands to show your consent.

Mr. Martin Adams (*authorized representative of Australian Super Investments Fund No. 2*) **proposed** the said resolution; and Mr. Debapratim Hajara (*authorized representative of 2452991 Ontario Limited*) **Seconded** the said resolution.

Thank you Members, since there are no concerns raised we take this resolution as passed unanimously.

5. CLOSING REMARKS

Company Secretary: I confirm that all the resolutions have been passed unanimously. I would like to thank the Board members and shareholders for their participation in this meeting.