September 4, 2026

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051.

Subject: Intimation of the 13th Annual General Meeting ("AGM") of NIIF Infrastructure Finance Limited ("NIIF IFL" or "the Company"), pursuant to Regulation 50(2) of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 50(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the 13th (Thirteenth) Annual General Meeting ("AGM") of NIIF Infrastructure Finance Limited is scheduled to be held on Monday, September 28, 2026, at 11 a.m. through video conferencing (VC) or other audio visual means (OAVM) to inter alia consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2026, and the Report of the Board of Directors along with annexures and Auditors Report thereon.

Please find enclosed herewith Notice of the 13th AGM of the Company.

Further, as per the SEBI Listing Regulations, this intimation of the Annual General Meeting would be available on the website of the Company i.e., https://www.niifIfl.in.

Kindly take the above on records and oblige.

Thanking You,

For NIIF Infrastructure Finance Limited

ANKIT RAMESHCHANDRA SHETH

Digitally signed by ANKIT RAMESHCHANDRA SHETH
Date: 2026.09.04 20:11:51 +05'30'

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521

NOTICE OF 13TH 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 THIRTEENTH (13TH) ANNUAL GENERAL MEETING OF MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED ('NIIF IFL' OR 'THE COMPANY') WILL BE HELD ON MONDAY, SEPTEMBER 28, 2026, 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, 2026, and the Report of the Board of Directors along with the annexures and Auditors Reports thereon.

2. **RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION**
   To consider the re-appointment of Mr. Nilesh Shrivastava (DIN: 09632942), who retires by rotation and being eligible, offers himself for re-appointment.

3. **DECLARATION OF DIVIDEND**
   To declare a dividend on equity shares of Rs. 0.03/- per equity share of face value Rs. 10/- each on the equity shares of the Company, for the financial year ended March 31, 2026.

SPECIAL BUSINESS:

4. **APPPOINTMENT OF M/S RATHI & ASSOCAITES AS SECRETARIAL AUDITORS OF THE COMPANY**

   To consider and approve the appointment of M/S Rathi & Associates (Firm Registration No. P1988MH011900) as Secretarial Auditors of the Company for a period of five years.

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

   "**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 62M read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of Audit Committee and Board of Directors of the Company, M/s. Rathi & Associates, Practicing Company Secretaries (Firm Registration No. P1988MH011900), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from April 1, 2026, till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof) in consultation with the Secretarial Auditors."

By order of the Board of Directors
For NIIF Infrastructure Finance Limited
ANKIT RAMESHCHANDRA SHETH
Digitally signed by ANKIT RAMESHCHANDRA SHETH
Date: 2026.09.04 20:13:22 +05'30'
Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 4, 2026
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: Info@niifl.in
Website: www.niifl.in

Notes:

1. Pursuant to the circular issued by the Ministry of Corporate Affairs ("MCA") from time to time, 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 the members have been dispensed with. Accordingly, the facility for appointment of proxies by 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 through 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 the 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 Info@niififl.in from their e-mail address registered with the Company.

6. Queries proposed to be raised at the AGM may be sent to the Company on Info@niififl.in. This will enable the management to compile the relevant information and respond appropriately at the meeting.

7. All the relevant documents referred to in this AGM Notice, Explanatory Statement and Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170, and other documents, shall be made available to the members from whom request is received on Info@niififl.in through their e-mail address registered with the Company.

Voting instructions:

8. All the members shall convey their votes by show of hands to the aforesaid resolutions as and when they are taken up at the Annual General Meeting.

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 Info@niififl.in from their email address registered with the Company.

10. In case a poll is demanded, the Chairperson shall follow the procedure provided in Section 109 of the Act and the rules made thereunder.

The instructions for participating in 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 the 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. To ensure a smooth virtual AGM experience, members/ participants should enable their cameras and utilize a high-speed internet connection. This is to avoid any disruptions 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 Info@niififl.in. The same will be replied to, by the Company suitably.

By order of the Board of Directors
For NIIF Infrastructure Finance Limited
ANKIT RAMESHCHANDRA SHETH
Digitally signed by ANKIT RAMESHCHANDRA SHETH
Date: 2026.09.04 20:13:41 +05'30'
Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 4, 2026
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: Info@niififl.in
Website: www.niififl.in

NIIF IFL
INFRASTRUCTURE FINANCING

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

Item No. 4

The Securities and Exchange Board of India (SEBI), vide amendment, has made it mandatory that the secretarial auditors of listed companies be appointed at the Annual General Meeting (AGM). Earlier, such appointment could be made by the Board of Directors. Accordingly, it is proposed to appoint M/s Rathi & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a period of 5 (five) consecutive years commencing from April 1, 2026, till March 31, 2030.

In pursuance of the same, the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on July 30, 2026, proposed the appointment of M/s Rathi & Associates, Practicing Company Secretaries (Firm Registration No. P1988MH011900), as Secretarial Auditors of the Company for the term of 5 (five) consecutive years commencing from April 1, 2026, till March 31, 2030.

M/s Rathi & Associates have consented to the said appointment and have issued a certificate, along with the relevant information as mentioned in the ICSI Guidelines, to the effect that the appointment, if made, shall be in accordance with the conditions prescribed under Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have also confirmed that they meet the criteria of independence, eligibility and qualifications as prescribed under the ICSI Auditing Standards and Guidelines.

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.

The Board, accordingly, recommends the appointment of M/s Rathi & Associates as Secretarial Auditors of the Company at such remuneration and out of-pocket expenses, as may be mutually agreed with the Board of Directors (including its Committees thereof) in consultation with Secretarial Auditors as set out in Item No. 4 of this Notice, for the approval of the Members.

By order of the Board of Directors
For NIIF Infrastructure Finance Limited

ANKIT RAMESHCHANDRA SHETH

Digitally signed by ANKIT RAMESHCHANDRA SHETH
Date: 2026.09.04 20:13:58 +05'30'

Ankit Sheth
Company Secretary
Membership No.: A27521

Date: September 4, 2026
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: Info@niifl.in
Website: www.niifl.in

ANNEXURE-A

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

Particulars	Mr. Nilesh Shrivastava
Date of Birth (Age)	October 1, 1973 (52 years)
Qualifications	i. MBA (IIM Kolkata) ii. Chartered Associate with Indian Institute of Bankers (CAIIB) iii. Bachelor's in computer engineering degree from Lucknow University
Date of first appointment on the Board	March 28, 2024
Remuneration (a) Sought to be paid (b) Last drawn	-
Experience/ Brief Profile	Nilesh Shrivastava is Partner and Fund head at National Investment and Infrastructure Fund (NIIF) and has over 27 years of experience across private equity, debt investments, banking, and portfolio management. At NIIF, he has led the investment and buildout of NIIF's infrastructure lending platform as well as equity investments in EV mobility, healthcare and other areas. He was previously with International Finance Corporation (IFC) where he headed the financial services investments portfolio in South Asia aggregating over $4Bn across equity/debt investments. He was earlier with HSBC in banking roles. Nilesh has an MBA from IIM, Kolkata, and engineering degree from Lucknow University.
Terms and conditions of appointment / re-appointment	Liable to retire by rotation
Directorships held in other companies (excluding foreign companies) as on date	Aseem Infrastructure Finance Limited – Non-Executive Director
Memberships of committees across companies (only statutory committees as required to be constituted under the Act considered)	**Aseem Infrastructure Finance Limited** i. Audit Committee- Member ii. Nomination and Remuneration Committee – Member iii. Corporate Social Responsibility Committee – Member iv. Stakeholders Relationship Committee – Member v. IT Strategy Committee- Member vi. Review Committee – Member
List of entities from which the Director has resigned in the past three years.	Ather Energy Limited (Ceased to be Director from May 27, 2025)
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA
Shareholding in the Company (Equity) as on date	NA
Relationship with other Director/ Manager/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel

Particulars	Mr. Nilesh Shrivastava
Number of meetings of the Board attended during the financial year 2025-26	9 out of 9 Board meetings held in FY 2025-26

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. 2 of the Notice.

The Board, accordingly, recommends the re-appointment of Mr. Nilesh Shrivastava (DIN: 09632942), who retires by rotation and being eligible, offers himself for re-appointment, as set out in Item No. 2 of this Notice, for the approval of the Members.