

**NATIONAL INVESTMENT AND INFRASTRUCTURE FUND LIMITED**  
**Transcript of 9<sup>h</sup> Annual General Meeting**

**Nilufer:** Good afternoon to all the dignitaries and members of the Company. I Nilufer Shekhawat, the Company Secretary of National Investment and Infrastructure Fund Limited welcome you all to the 9th Annual General Meeting of the Company being conducted through Video Conference. I am attending this meeting from the Registered Office of the Company at New Delhi.

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

1. This AGM 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.

Each member alongwith other invitees initiated the process of rollcall where they stated their name and place of attendance.

**Mr. Hussian:** I am Ishaat Hussain, an Independent Director and Chairman of Audit and Risk Committee and of Nomination and Remuneration Committee of the Company and I am attending this meeting from my office in Mumbai.

**Mr. Sanjiv Aggarwal:** I am Sanjiv Aggarwal, CEO and Managing Director of the Company and I am attending this meeting from the Registered Office of the Company at New Delhi.

**Mr. Martin Adams:** I am Martin Adams, Nominee Director and Corporate representative of Australian Super Investments Fund No.2 and I am attending this meeting from Portugal.

*Other Corporate representatives also completed the roll call.*

**Nilufer:** We also have Mr. Saurabh Jain, Chief Financial Officer and Chief Operating Officer of the Company connected through VC in today's meeting.

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

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. I propose Mr. Ishaat Hussain, being the Independent Director to be the Chairman of the meeting.

Those in favour, please raise your hands to show your consent. Members present proceeded to show their unanimous consent by raising their hands.

**Mr. Hussian:** Welcome everyone to the 9th AGM of National Investment and Infrastructure Fund Limited. 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. I request Mr. Sanjiv Aggarwal to address the shareholders.

**Sanjiv:** Thank you Nilufer, Ladies and gentlemen, good afternoon to all of you. I would like to extend a very warm welcome to everyone here today for the 9th Annual General Meeting of NIIF Limited.

It has been over 7 months since I joined NIIF as the MD & CEO and I would like to say it has been an exciting journey so far and I look forward to working with all our stakeholders to create value and grow NIIF.

At NIIF, we firmly believe investments must be geared towards the future. This is why our focus on Environmental, Social, and Governance (ESG) principles resonates deeply with all of you.

We integrate E&S into our culture by ensuring it is vital to our investment decisions and asset management. We also talk to our partners and stakeholders to ensure that we work on common goals and make it a collaborative exercise, whether writing E&S policies and processes or supporting through capability and capacity building. The annual NIIFL E&S summit serves as a platform for E&S champions from investors and investee companies to share experiences and improve the industry environment, health, safety and social standards.

To lead India's green transition, NIIF has sponsored India's first research chair in ESG at the esteemed Indian Institute of Management Ahmedabad (IIM-A). During the year the chair published a report exploring mitigation scenarios for India to meet the current NDC commitments and net-zero 2070 goal. As part of the engagement with industry, the chair also organized a three day on-campus customised ESG programme. We are optimistic that the work conducted by the NIIF Chair in ESG at IIM-A will contribute significantly to building a greener and more sustainable economy in India.

Now, let me give you a snapshot of the progress of NIIF and the funds it manages for the fiscal year 2024:

**National Investment and Infrastructure Fund (Master Fund):**

NIIF MF is the largest India-focused sustainable infrastructure fund, and this year we added three new investments to its portfolio:

- Expanding our partnership in the ports and logistics space with DP World by investing in their container terminals business in India,
- Constructing a greenfield airport at Bhogapuram, north of Visakhapatnam in the state of Andhra Pradesh with GMR and
- Acquiring a majority stake in iBus Networks and Infrastructure, a leading integrated digital infrastructure platform engaged in last mile connectivity)

With these investments we now have 7 platforms across three broad sectors: Transportation, Energy and Digital Infrastructure.

The Fund made significant progress on meeting its commitment and deployment targets in FY2024. Fund commitment increased by INR 40 billion (US\$ 488 Mn) during the year, and the fund is now fully committed. In terms of deployment, with the three new investments and scaling up of the existing platforms, INR 50 billion (US\$ 610 Mn) was deployed during the year taking the total investments to 75% of investible corpus.

We also initiated monetization process for both the renewable and roads portfolios. The Fund has provided exclusivity for definitive documentation for 4 road assets and is expecting binding offers for the Renewables platform by September end. We are aiming to close both the transactions over the next few months subject to the required approvals.

We also plan to launch our successor sustainable infrastructure fund later this year, which aims to provide investors with access to large scalable platforms in transport, energy and digital as well as a few emerging sectors such as EV-mobility, green hydrogen, energy storage and urban infrastructure. The Fund intends to provide unique and proprietary opportunities for global investors and significant co-investment opportunities to deploy additional capital.

#### **NIIF Fund of Funds I (Private Markets Fund I):**

The fund has invested into 8 portfolio funds split across established and emerging managers. As of 31 March 2024, the Fund is fully committed. PMF-1 has made one new investment of INR 208 crores (US\$25m) during the year in Amicus Fund II which primarily invests in high growth SME companies across sectors such as healthcare, specialty manufacturing, financial services etc.

We received regulatory approvals for the launch of the successor fund ('Private Markets Fund-II' or 'PMF-II') and the fund was launched early in 2024 with a target size of USD 1 billion. The target investors for the fund are private investors, in addition to the existing investors of PMF-I. Based on the fundraising momentum, we expect to hold the first close of PMF-II in this financial year.

#### **National Investment and Infrastructure Fund II (SOF):**

The portfolio of the Strategic Opportunities Fund continues to demonstrate strong operating performance.

During the year we exited our investment in Manipal Hospitals. The investment generated a profit of ~INR 1,050 Cr (~US\$ 128 Mn), and a MOIC of 1.5x, making it one of the largest exits over the last 2 years in absolute profit terms in the minority investments segment in India.

The performance of the wholesale debt financing business continues to be robust with an overall loan book growth of ~20% in FY2024 over FY2023 and a significant improvement in profitability and return ratios. Asset quality remains good with nil gross NPAs and multiple assets in the portfolio witnessing an external rating upgrade post disbursement, indicating a strong credit profile

Ather Energy, the e-mobility investee, continues its position in the top 4 in the Electric 2-Wheeler market. The company has filed its Draft Red Herring Prospectus (DRHP).

We decided to halt future fund raising for the fund at the end of the fund-raising term in March 2024. We have now received sponsor approval to monetize the assets in an orderly fashion and are working towards that. We hope to complete the process in the next couple of quarters.

#### **India-Japan Fund (IJF):**

We launched the India Japan Fund (IJF), our first bilateral fund in collaboration with the Japan Bank for International Cooperation (JBIC), in fiscal 2024 with a corpus of ~INR 4,900 crores (US\$ 600 Mn). The fund targets investments in sustainable areas such as renewable energy, e-mobility, waste and water management etc. Additionally, the Fund, through collaboration between NIIF and JBIC IG Partners (a subsidiary of JBIC) will support economic co-operation between Indian and Japanese companies across sectors.

In January 2024, the fund made its first investment of INR 400 Crores (~US\$ 50 Mn) in Mahindra Last Mile Mobility Limited (MLMML), a prominent player in the e-mobility sector, particularly focused on the Electric 3-wheeler segment during the year. Furthermore, in the current year, the fund also completed its second investment of INR 600 Crores (~US\$ 75 Mn) in Ather Energy Limited.

#### **Proposed Credit Fund for Green Transition in India:**

NIIF is also in the process of launching a green credit fund. This is an initiative set out in a bi-lateral meeting between Hon'ble President Biden and Hon'ble Prime Minister Narendra Modi, with the intent to set up an investment platform to focus on credit investments in the green transition space. This fund shall aim to

attract international private finance at scale with the objective of providing structured credit solutions to the Indian companies in the climate focused sectors. The Fund is targeted at USD 2 billion with GoI and USDFC as anchor investors committing USD 500 million each. We have received in-principal approval from the sponsor for the fund and are working on registering the fund with SEBI and are also in discussions with USDFC to get their approval.

**Operations:**

Operations performed as expected without significant observations from compliance and audits.

During the year, SEBI raised an observation regarding an anomaly in the fund terms of the Master Fund, concerning the number of extensions permitted to the fund's term in alignment with the AIF Regulations. The company proactively took steps to obtain investor consent and amend the fund documents to address the said anomaly, and reported the steps undertaken to the company's Board and SEBI. The matter has since been resolved and closed.

We continue strengthening our institution and processes, ensuring the most robust governance while managing funds and underlying investments. We remain devoted to enhancing our compliance and financial operations.

For the financial year ending March 24, Profit before tax and excluding one-off fee reversals amounted to approximately INR 36.9 crore (~USD 4.5 Mn), up from INR 15.3 crore (~US\$ 1.87 Mn) in the previous year. The company's financial position is expected to strengthen with a strong pipeline of new funds.

I am incredibly proud of all the work being done at NIIF. Before I finish, I would like to extend my heartfelt gratitude to all our esteemed shareholders, dedicated employees, and valued partners for your continued support and commitment. Thank you once again for your trust and partnership. Together, we will continue to build on our successes and strive for even greater heights.

Thank you.

**Nilufer:** Thankyou Sanjiv. We are now proceeding with the items set out in the notice. The resolutions proposed and set out in the notice of this AGM pertain to the annual ordinary business matters.

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

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

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

**Item No. 1:** Adoption of the Financial statements of the Company for FY 23-24 together with the reports of Auditors and Directors thereon. The Financials for FY 2024 have been circulated alongwith the notice of the AGM. If any members seek any clarifications or have any questions on the financials for the management of the Company, they can raise it now.

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

Mr. Pravin Aher proposed the resolution and Mr. Syed Zubair Noqvi seconded the same.

The resolution is put to vote by show of hands.

The members proceeded to raise their hands to show their consent. The resolution is passed unanimously.

**Item No. 2 :** To appoint a Director in place of Mr. Martin Michael Adams (DIN: 09044923) , who retires by rotation and being eligible, offers himself for re-appointment

I request one of the members to kindly propose and another member to second the agenda item.

Mr. Pravin Aher proposed the resolution and Mr. Syed Zubair Noqvi seconded the same.

The resolution is put to vote by show of hands.

The members proceeded to raise their hands to show their consent. The resolution is passed unanimously.

**Item No. 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

I request one of the members to kindly propose and another member to second the agenda item.

Mr. Johnathan Lee proposed the resolution and Mr. Pravin Aher seconded the same.

The resolution is put to vote by show of hands.

The members proceeded to raise their hands to show their consent. The resolution is passed unanimously.

**Nilufer:** I confirm that all the resolutions have been passed unanimously.

**Closing remarks:** I take this opportunity to truly thank the Board members who are present at this meeting, and particularly our Independent Director, Mr. Hussain, who has been here with us today, for their continued leadership and unwavering support to the Company and its employees. I would like to express a special thanks to all the shareholders who have continued to show their support in this journey that NIIF has embarked upon.

Once again, Thank You members for attending this AGM. See you next year.