

NOTICE OF 7th ANNUAL GENERAL MEETING

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

Notice is hereby given that the 7th Annual General Meeting (“**Meeting**”) of the members of National Investment and Infrastructure Fund Limited (“**the Company**”) will be held on Wednesday, September 7, 2022 via video conferencing (“**VC**”), deemed at the registered office of the Company at 3rd Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi – 110 001, India at 5.00 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, 2022 and the Statement of Profit and Loss for the financial year ended on March 31, 2022, Cash Flow Statement together with the reports of Auditor’s and Directors’ thereon.

To consider and, if thought fit, to pass 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, 2022, the Statement of Profit & Loss for the financial year ended March 31, 2022, Cash Flow Statement for the year, together with notes appended thereto, the Directors’ Report, and Auditors’ Report thereto be and are hereby received, considered and adopted.”

2. To appoint a Director in the place of Mr. Bruce Ross Crane (DIN: 08403603), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Rajeev Saksena (DIN: 0009659358) as a Nominee Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, Mr Rajeev Saksena (DIN: 0009659358), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 1, 2022 in terms of Section 161 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Nominee Director, be and is hereby appointed as a Nominee Director on the Board of the Company and the

period of his office shall be liable to determination by retirement of directors by rotation or such early determination as per the provisions of the he Act and the Articles of Association of the Company.”

Date: 10 Aug 2022
Place: New Delhi

By order of the Board of Directors



Ekta Agarwal

Company Secretary

Membership Number: A18190

Address: H1800, JMD Garden
Sector 33, Sohna Road, Sector 33, Gurgaon - 122001

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January,2021 and 5th May 2022 respectively, issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) permitted the 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, 7th 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. ekta.agarwal@niifindia.in with a copy marked to complianceofficer@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 2021-22 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 2021-22 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 Act 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 August 11, 2022 (9:00 a.m. IST) to September 5, 2022 (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. ekta.agarwal@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 guru.vittal@niifindia.in with a copy marked to ekta.agarwal@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.

ANNEXURE I: EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Item No. 03: Appointment of Mr. Rajeev Saksena as Nominee Director of the Company

Mr Rajeev Saksena having DIN: 0009659358 was appointed as an Additional cum Nominee Director of the Company w.e.f. August 1, 2022 by the Board of directors in terms of Section 161 of the Companies Act, 2013 ("the Act") and the Article of Association of the Company and his term of office expires at this Annual General Meeting.

As per the provisions of Secretarial Standard-2, the following additional disclosures in relation to aforesaid proposed appointment is provided as hereunder:

Particulars	Details
Name and DIN	Mr. Rajeev Saksena DIN: 0009659358
Terms of remuneration	Not applicable
Age	55
Qualifications	Masters in Business Administration
Experience	25+years
Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Rajeev Saksena will be appointed as non-executive director. Further, no remuneration will be paid to him.
The remuneration last drawn by such person	Not Applicable
Date of first appointment on the Board	August 1, 2022
Shareholding in the company	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
The number of Meetings of the Board attended during the year	-
Other Directorships, Memberships/Chairmanships of committees of other Boards	NIL

The additional information as per section 102 (1) (a) and (b) of the Act is as follows:

- a) The nature of concern or interest, financial or otherwise, if any:
- i. Every director and the manager, if any: None except Mr. Rajeev Saksena himself being the appointee
 - ii. Every other key managerial personnel: *None*
 - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*

- b) Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon: *Provided as above.*

The Board of Directors recommends passing of the resolution provided under Item No 03 as an Ordinary resolution.

Date: 10 Aug 2022
Place: New Delhi

By order of the Board of Directors



Ekta Agarwal

Company Secretary

Membership Number: A18190

Address: H1800, JMD Garden

Sector 33, Sohna Road,

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