



NATIONAL INVESTMENT AND INFRASTRUCTURE FUND LIMITED

NOTICE OF 03rd ANNUAL GENERAL MEETING

To,

The Members;

Board of Directors; and

Statutory auditors;

Notice is hereby given that the 03rd Annual General Meeting ("Meeting") of the Company will be held on Thursday, 20th December 2018 at Senate Boardroom, The Claridges Hotel, 12, Dr. A.P.J. Abdul Kalam Road, New Delhi – 110011, India at 4.00 PM (IST) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet as at March 31, 2018 and the Statement of Profit and Loss for the financial year ended on March 31, 2018, 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, 2018, the Statement of Profit & Loss for the financial year ended March 31, 2018, Cash Flow Statement for the year then, together with notes appended thereto, the Directors' Report, Auditors' Report thereto be and are hereby received, considered and adopted."

2. To declare a dividend on preference shares for the financial year ended March 31, 2018

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

"RESOLVED THAT pursuant to Section 123 and other applicable provisions if any, of the Companies Act 2013, the rules framed thereunder, the Articles of Association of the Company and pursuant to the terms of issuance of Series A Compulsory Convertible Preference Shares ("Series A CCPS"), Series B Compulsory Convertible Preference Shares ("Series B CCPS") and Series C Compulsory Convertible Preference Shares ("Series C CCPS") (collectively known as the "Preference Share" and the holders of Series A CCPS, Series B CCPS and Series C CCPS as "Preference Shareholders"), a dividend at the rate of 0.001% per Preference Share to the Preference Shareholders of the Company be and is hereby declared for the financial year ended March 31, 2018 aggregating to INR 71/- (Indian Rupees Seventy One Only) subject, however, to the deduction of applicable income tax"

Registered Office: 12th Floor, IFCI Tower, 61-Nehru Place, New Delhi - 110019

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3. Appointment of M/s. S.R. Batliboi & Associates, LLP, Chartered Accountants as the statutory auditor of the company

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

“RESOLVED THAT pursuant to section 139 (1) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, consent of the shareholders be and is hereby accorded for the appointment of S.R. Batliboi & Associates, LLP, Chartered Accountants (firm registration number: 101049W/E300004) for a term of 5 (Five) years from the conclusion of 3rd Annual General meeting until the conclusion of 8th Annual General meeting, at such remuneration as may be mutually agreed between the Board and the Statutory Auditors of the Company.”

4. To appoint a Director in the place of Mr. Subhash Chandra Garg (DIN: 01064347), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

5. Appointment of Mr. Deepak Shantilal Parekh 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 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, Mr. Deepak Shantilal Parekh (DIN: 00009078), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 27, 2018 in terms of Section 161 of the Act and the Article 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 Director, be and is hereby appointed as a Nominee Director of the Company and the period of his office shall not be liable to determination by retirement of directors by rotation.”

6. Appointment of Mr. Rajaraman Kalyanaraman as a 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 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, Rajaraman Kalyanaraman (DIN: 00449954), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 29, 2018 in terms of Section 161 of



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the Act and the Article 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 himself proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of her office shall be liable to determination by retirement of directors by rotation.”

7. Appointment of Mr. Ishaat Hussain as a 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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ishaat Hussain (DIN: 00027891), who was appointed as an Additional cum Independent Director of the Company by the Board of Directors with effect from May 07, 2018 in terms of Section 161 of the Act and the Article 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 himself proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (Five) years with effect from May 07, 2018 till May 06, 2023.”

Date: November 27, 2018
Place: New Delhi

By order of the Board of Directors

Ekta Agarwal
Company Secretary
Membership Number: 18190
Address: J 502, JMD Gardens,
Sector 33, Sohna Road, Gurgaon



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NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") is annexed hereto as **Annexure I**.
2. Entry to the place of Meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure II** to the Notice. Members/Proxies attending the Meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. ***A member entitled to attend and vote at the Meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company not less than 48 hours before the Meeting. The Proxy Form is annexed hereto as Annexure III.***
4. In case of Corporate/Institutional shareholders proposing to participate at the Meeting through their representative, necessary authorization through certified true copy of the Board resolution/ Authority Letter for such representation may please be forwarded to the Company.
5. Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled and signed to the Meeting.
6. Pursuant to Section 101 and 136 of the Act read with Companies (Management and Administration) Rules, 2014, Annual Report of the Company has been sent through email to members in the email id registered with the Company.
7. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office/Corporate office of the Company on all working days from 10.00 a.m. to 1.30 p.m. upto the date of the Meeting and at the Meeting. Members may also note that the Notice of the 3rd Annual General Meeting along with relevant documents are also available on the Company's website <http://niifindia.in/> for being downloaded.
8. Route map and land mark details for the venue of the Meeting is annexed hereto as **Annexure IV**.

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

Item No. 05: Appointment of Mr. Deepak Shantilal Parekh as Nominee Director of the Company

Mr. Deepak Shantilal Parekh (DIN: 00009078), representative of Housing Development Finance Corporation Limited, was appointed as an Additional Director of the Company with effect from October 27, 2018 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.

In term of Section 160 of the Act, the Company has received a notice in writing from a member proposing his candidature for the office of Nominee Director and his appointment has been further recommended by the Board of Directors of the Company Board Resolution dated November 21, 2018. In terms of Section 152 of the Act, his period of office shall not be liable to determination by retirement of directors by rotation.

In respect of proposed appointment, the Company has also received from Mr. Deepak Shantilal Parekh the following documents which are available for inspection by the members at the registered office of the Company on all working days from 10.00 a.m. to 1.30 p.m. upto the date of the Meeting and at the Meeting.

- (i) Brief profile;
- (ii) A consent in writing to act as director in form DIR-2; and
- (iii) Declaration in form DIR-8 confirming that he is not disqualified from being appointed as director under sub-section (2) of section 164 of the Act

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. Deepak Shantilal Parekh (DIN: 00009078)
Terms of remuneration	Not applicable
Age	74
Qualifications	B Com (Sydenham College, Mumbai); Chartered Accountant
Experience	Chairman, HDFC

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Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Deepak Shantilal Parekh will be appointed as non-executive nominee director therefore this clause is not applicable.
The remuneration last drawn by such person	Mr. Deepak Shantilal Parekh will be appointed as non-executive nominee director therefore this clause is not applicable.
Date of first appointment on the Board	October 27, 2018
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	He attended none Board meeting during the year and post his first appointment on the Board
Other Directorships, Memberships/Chairmanships of committees of other Boards	As per the DIR 8 attached

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: Mr. Deepak Shantilal Parekh 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 05 as an Ordinary resolution.



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Item No. 06: Appointment of Mr. Rajaraman Kalyanaraman as Director of the Company

Mr. Rajaraman Kalyanaraman (DIN: 00449954), representative of Government of India, was appointed as an Additional Director of the Company with effect from August 29, 2018 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.

In term of Section 160 of the Act, the Company has received a notice in writing from a member proposing his candidature for the office of Director and his appointment has been further recommended by the Board of Directors of the Company via Board resolution dated November 21, 2018. In terms of Section 152 of the Act, his period of office shall be liable to determination by retirement of directors by rotation.

In respect of proposed appointment, the Company has also received from Mr. Rajaraman Kalyanaraman the following documents which are available for inspection by the members at the registered office of the Company on all working days from 10.00 a.m. to 1.30 p.m. upto the date of the Meeting and at the Meeting.

- (i) Brief profile;
- (ii) A consent in writing to act as director in form DIR-2; and
- (iii) Declaration in form DIR-8 confirming that he is not disqualified from being appointed as director under sub-section (2) of section 164 of the Act

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. Rajaraman Kalyanaraman (DIN: 00449954)
Terms of remuneration	Not applicable
Age	55
Qualifications	M.A. (Economics), M.B. A.
Experience	An IAS. Currently serving as Additional Secretary, Investments, DEA



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Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Rajaraman Kalyanaraman will be appointed as non-executive nominee director therefore this clause is not applicable.
The remuneration last drawn by such person	Mr. Rajaraman Kalyanaraman will be appointed as non-executive nominee director therefore this clause is not applicable.
Date of first appointment on the Board	August 29, 2018
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	He has attended 01 (one) Board Meeting from the time of her appointment.
Other Directorships, Memberships/Chairmanships of committees of other Boards	As per DIR 8 attached

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

- c. The nature of concern or interest, financial or otherwise, if any:
- Every director and the manager, if any: Mr. Rajaraman Kalyanaraman himself being the appointee
 - Every other key managerial personnel: *None*
 - Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- d. 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 06 as an Ordinary resolution.



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Item No. 07: Appointment of Mr. Ishaat Hussain as Independent Director of the Company

Mr. Ishaat Hussain (DIN: 00027891) was appointed as an Additional cum Independent Director of the Company with effect from May 07, 2018 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.

In term of Section 160 of the Act, the Company has received a notice in writing from a member proposing his candidature for the office of Director and his appointment has been further recommended by the Board of Directors of the Company via Board resolution dated November 21, 2018. In terms of Section 152 of the Act, his period of office shall not be liable to determination by retirement of directors by rotation.

In respect of proposed appointment, the Company has also received from Mr. Ishaat Hussain the following documents which are available for inspection by the members at the registered office of the Company on all working days from 10.00 a.m. to 1.30 p.m. upto the date of the Meeting and at the Meeting.

- (i) Brief profile;
- (ii) Declaration of Independency under section 149(7) of the Act;
- (iii) A consent in writing to act as director in form DIR-2; and
- (iv) Declaration in form DIR-8 confirming that he is not disqualified from being appointed as director under sub-section (2) of section 164 of the Act

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. Ishaat Hussain (DIN: 00027891)
Terms of remuneration	Not applicable (However, being an independent director he is eligible for sitting fees as decided by the Board)
Age	71
Qualifications	Mr. Hussain completed his schooling from the Doon School in 1963 and holds a B.A. (Economics) from St. Stephens College, Delhi and is a Chartered Accountant from England & Wales. He also attended the Advanced Management

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	Program at the Harvard Business School.
Experience	<p>He has served as a finance director of Tata Sons Limited since July 28, 2000 and served as its Member of Group Executive Officers and Member of Group Corporate Centre until he retired from the Board of Tata Sons Ltd in Sept 2017. Tata Sons Ltd is the holding company of Tata Group which was established in 1868.</p> <p>Mr. Hussain is an expert in Financial Management & overall Management and Operational Control and having vast experience in the areas of finance, banking, accounts, audit, taxation and general management.</p>
Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Ishaat Hussain will be appointed as non-executive nominee director therefore this clause is not applicable.
The remuneration last drawn by such person	Mr. Ishaat Hussain will be appointed as non-executive nominee director therefore this clause is not applicable.
Date of first appointment on the Board	May 07, 2018
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

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The number of Meetings of the Board attended during the year	He has attended three Board Meetings from the time of her appointment.
Other Directorships, Memberships/Chairmanships of committees of other Boards	1. Aga Khan Rural Support Programme (India) 2. SBI Foundation 3. Indian Council on Global Relations
Justification for choosing Mr. Hussain as Independent Director	Based on the rich experience in the Corporate Sector and in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management of the Company.

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

- e. The nature of concern or interest, financial or otherwise, if any:
- Every director and the manager, if any: Mr. Ishaat Hussain himself being the appointee
 - Every other key managerial personnel: *None*
 - Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- f. 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 07 as an Ordinary resolution.

Date: November 27, 2018

Place: New Delhi

By order of the Board of Directors

Ekta Agarwal

Company Secretary

Membership Number: 18190

Address: J 502, JMD Gardens,
Sector 33, Sohna Road, Gurgaon



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ANNEXURE II:

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the 03rd Annual General Meeting of NATIONAL INVESTMENT AND INFRASTRUCTURE FUND LIMITED held on Thursday, 20th December 2018 at Senate Boardroom, The Claridges Hotel, 12, Dr. A.P.J. Abdul Kalam Road, New Delhi – 110011, India at 4.00 PM (IST)

Full Name of the Shareholder/ Authorized representative :
Folio No :
No. of Shares held :
Name of Proxy (if any) :

Signature of the Shareholder/Proxy/
Corporate Representative*

* Strike out whichever is not applicable



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ANNEXURE III

PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: NATIONAL INVESTMENT AND INFRASTRUCTURE FUND LIMITED

(CIN No. U74900DL2015PLC287894)

Registered Office: 12th Floor, IFCI Tower 61-Nehru Place, South Delhi, New Delhi – 110019

Name of the Member (s): _____ residing at/having registered office at _____
_____ & E-mail Id: _____ bearing Folio No. _____.

I / We, being the member(s) of _____ (In words _____) equity shares of NATIONAL INVESTMENT AND INFRASTRUCTURE FUND LIMITED hereby appoint –

1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him / her

2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 03rd Annual General Meeting of the Company will be held on Thursday, 20th December 2018 at Senate Boardroom, The



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Claridges Hotel, 12, Dr. A.P.J. Abdul Kalam Road, New Delhi – 110011, India at 4.00 PM (IST) and at any adjournment thereof, in respect of resolutions set out in the Notice convening the Meeting.

**Affix Re. 1
Revenue**

Signed this _____ day of _____, 2018

Signature of Shareholder (s)

Signature of Proxy Holder (s)

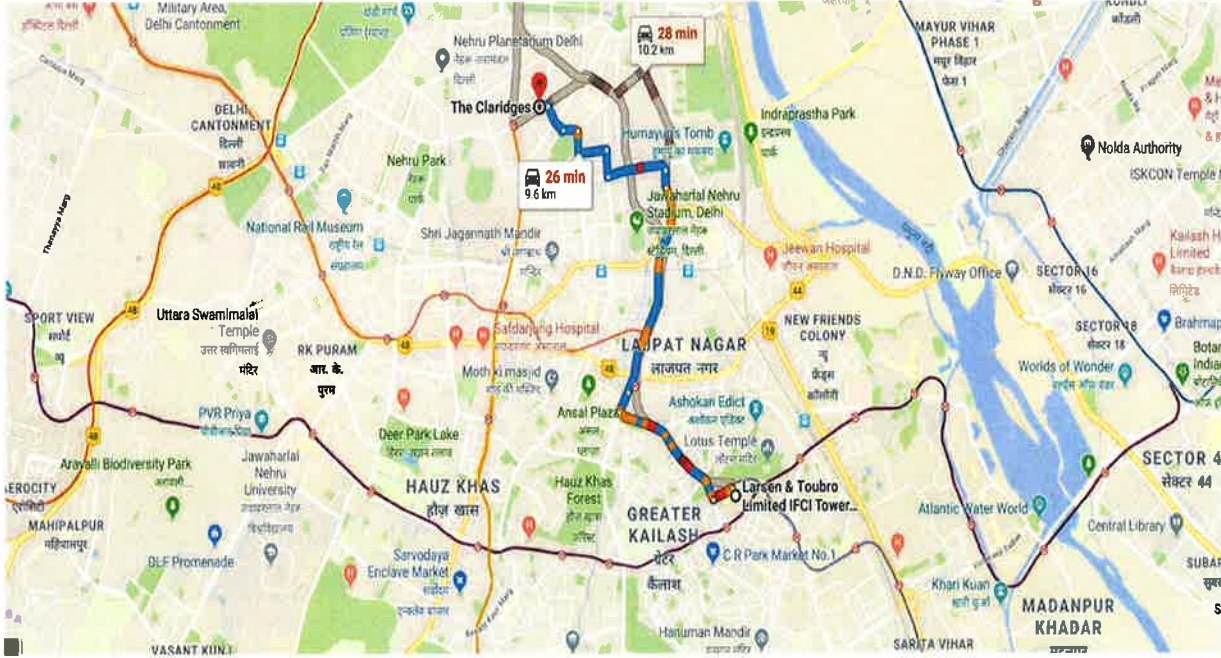
Note: This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company not less than 48 hours before the Meeting.



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ANNEXURE IV

Route map and land mark details for the venue of the Meeting are as below:



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