

Form No. MGT-11

Proxy Form

[Pursuant to sub-section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

CIN: **U67190MH2014PLC253944**

Name of the Company: **NIIF Infrastructure Finance Limited**

Registered office: **3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Mumbai 400 051, Maharashtra**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, the 20th day of September 2019 at 3:30 P.m. at the Registered Office of the Company, UTI Tower, 3rd Floor, GN Block, Bandra Kurla Complex, Mumbai 400 051, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kakar (**DIN- 03055561**) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Suresh Menon (**DIN-007373**) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Mr. Gautam Kaji (**DIN – 02333127**) as an Independent Director of the Company

5. To appoint Mr. A K T Chari (**DIN – 00746153**) as a Director of the Company as a Nominee of NIIF Fund II.
6. To appoint Mr. Surya Prakash Rao Pendyala (**DIN – 02888802**) as a Director of the Company as a Nominee of NIIF Fund II.
7. To appoint Mr. Rajiv Dhar (**DIN – 00073997**) as a Director of the Company as a Nominee of NIIF Fund II.
8. To appoint Mr. Ritu Anand (**DIN - 05154174**) as an Independent Director of the Company. (Special Resolution)

Signed this day of 2019

Signature of Shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.