

FINANCING SUSTAINABLE
INFRASTRUCTURE FOR A
**TRANSFORMING
INDIA**

Integrated Annual Report
FY 2026



INDEX



Corporate Overview

About the Report	02	Corporate Information	50
Message from the CEO	06	Ensuring Corporate Governance	52
Financing Sustainable Infrastructure for a Transforming India	10	Financial Capital	54
Our Purpose and Role in Financing India's Infrastructure	11	Infrastructure Capital	64
Milestones that Shaped Our Journey	14	Intellectual Capital	70
Empowering Growth	16	Human Capital	74
FY 2026 at a Glance	17	Social and Relationship Capital	80
Value Creation Business Model	18	Natural Capital	92
Our Strategic Advantages	20	Independent Assurance Statement	102
Creating Value through Our Capitals	22	GRI Content Index	105
Risk Management	24	IFRS S1: General Requirements for Disclosure of Sustainability-related Financial Information	110
Embedding ESG Considerations into Responsible Infrastructure Finance	28	IFRS S2: Climate-Related Disclosures	112
Powering Partnerships for Infrastructure Growth	32	SASB Disclosures	114
Leadership and Governance	42	Alignment with SDGs	115



Statutory Reports

Notice of 13 th Annual General Meeting	116
Directors' Report	121
Management Discussion and Analysis	134
Report on Corporate Governance	146



Financial Statements

Independent Auditors' Report	172
Balance Sheet	182
Statement of Profit and Loss	183
Cash Flow Statement	184
Statement of Changes in Equity	186
Notes	187

Scan the QR



For more investor-related information, please visit:

<https://www.niifil.in/annual-report>

Disclaimer:

This document contains statements about expected future events and financials of NIIF Infrastructure Finance Limited ('NIIF IFL' or 'the Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a probability that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

About the Report

NIIF Infrastructure Finance Limited's ('NIIF IFL' or 'We') third Integrated Annual Report for FY 2026 presents an integrated account of our financial and non-financial performance and how we create, preserve, and manage value over time.

The report provides insights into our business model, strategic priorities, governance and risk management approaches, key developments and stakeholder relationships. It also explains how our financial, infrastructure, intellectual, human, natural, and social and relationship capitals support our ability to finance India's evolving infrastructure needs and create long-term value.



Reporting Period

This report covers the period from April 01, 2025 to March 31, 2026 and should be read together with our financial statements and other statutory and regulatory disclosures for the same period.

Unless otherwise stated, financial and non-financial information presented in the report relates to FY 2026. We have identified the relevant period alongside the disclosure whenever we have used information from an earlier period or the latest available reporting period.

GRI 2-2, 2-3



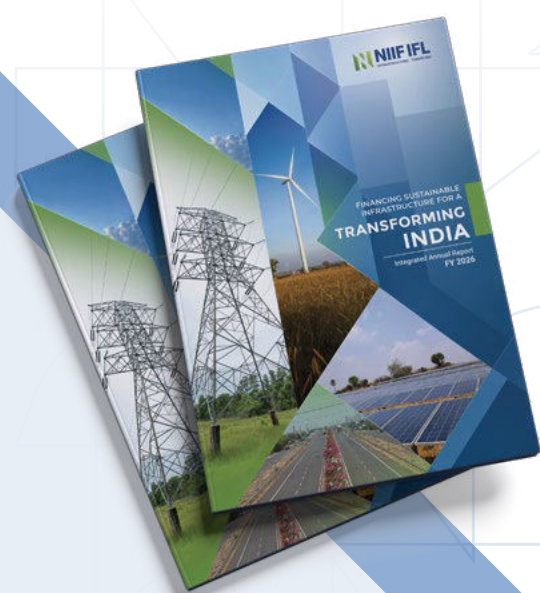
Reporting Scope and Boundary

This report covers the operations, activities, and performance of NIIF Infrastructure Finance Limited (NIIF IFL). Our office is located in Bandra Kurla Complex (BKC), Mumbai, and we are in the process of setting up a branch in Delhi. The infrastructure assets we finance are spread across various parts of India.

As a long-term infrastructure financier, we also disclose select information about the infrastructure assets, borrowers, and portfolio companies we finance. This includes,

where relevant, data on renewable energy generation, financed emissions, exposure to climate risk, and the environmental practices of the assets we finance – helping readers understand the impacts, risks, and outcomes linked to our financing activities.

Wherever applicable, the report specifies the reporting boundary, period, and methodology used, so that portfolio-level information can be clearly distinguished from NIIF IFL's own operational performance.



Financial and Non-Financial Reporting

The report brings together financial performance and material non-financial information to provide an integrated view of NIIF IFL's performance, resilience and long-term value creation.

Financial disclosures in this report comply with applicable statutory and regulatory requirements. Non-

financial disclosures address matters relevant to our business model, employees, financing activities, governance, risk management, and relationships with borrowers and other stakeholders.

This approach reflects the interconnected nature of our business, recognising that

financial outcomes are influenced by our strategy, governance, risk management, stakeholder relationships and the broader environmental and social considerations associated with our financing activities.



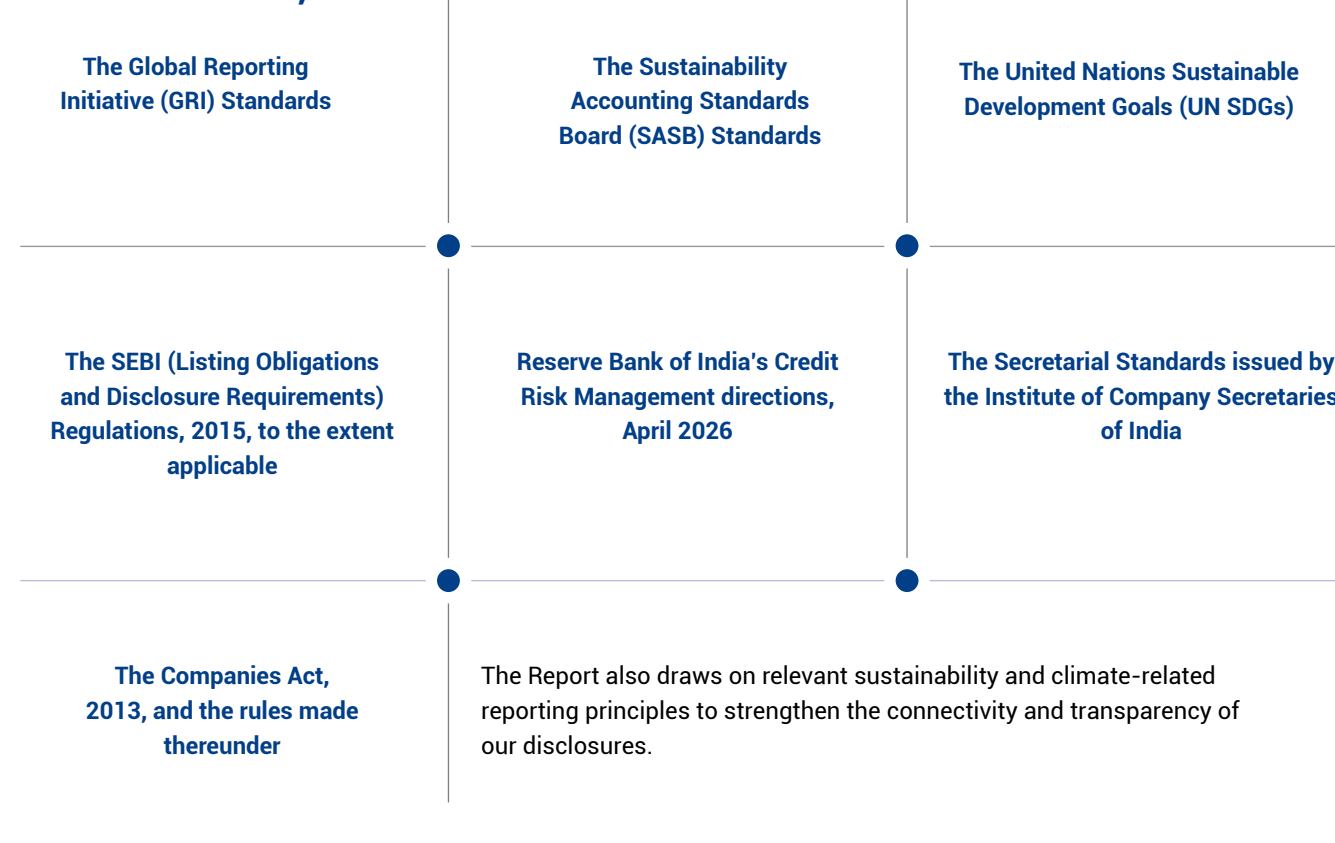
Frameworks, Guidelines and Standards

The Integrated Reporting Framework of the IFRS Foundation

IFRS S1, General Requirements for Disclosure of Sustainability-related Financial Information

IFRS S2, Climate-related Disclosures

Frameworks, Guidelines and Standards



Responsibility for the Report

NIIF IFL is responsible for maintaining the integrity, completeness and accuracy of the information presented in this report.

The report draws on internal systems, management information, financial records, inputs from relevant functions and information obtained through our portfolio-monitoring processes. Relevant disclosures are reviewed by responsible functions and senior management as part of the preparation and validation process.

We seek to present information in a balanced and transparent manner, in alignment with the principles of integrated reporting, including strategic focus, connectivity, stakeholder relationships, materiality, conciseness, reliability, consistency and comparability.



Assurance

To strengthen the reliability and credibility of our non-financial disclosures, BDO India Services Private Limited has undertaken Limited Assurance in accordance with the International Standard on Assurance Engagements 3000 over selected sustainability and non-financial information presented in this report.

The scope, subject matter, criteria, procedures performed, and conclusions of the assurance engagement are set out in the Independent Limited Assurance Statement included in this report. Financial information presented in the report is derived from NIIF IFL's audited financial statements for FY 2026.



Basis of Preparation and Use of Estimates

Certain non-financial indicators are based on methodologies, estimates, and information obtained from borrowers, portfolio companies, and other external sources.

Assumptions and calculation methodologies have been applied, where relevant, to indicators such as financed greenhouse gas emissions, estimated carbon emissions avoided, and climate-risk assessments. These methodologies may evolve as data availability, borrower reporting practices, internal capabilities, and regulatory guidance develop.

Where current-year information was unavailable for selected portfolio companies, the latest available information has been identified alongside the relevant disclosure.

Figures may be rounded for presentation purposes, and, as a result, totals may not always correspond exactly with the sum of individual components.



Comparability and Restatements

We seek to maintain consistency in our reporting boundaries, methodologies and classification of information to support comparability across reporting periods.

Prior-period information is presented, where relevant and available, to provide context on performance trends.

There have been no restatements of previously reported information during FY 2026.



Forward-Looking Statements

This Integrated Annual Report contains certain statements relating to NIIF IFL's objectives, strategies, plans, projections, estimates, targets, expectations, and future performance that may constitute forward-looking statements.

These statements are based on current expectations, assumptions, and information available at the time of reporting. Actual results may differ materially due to changes in economic and market conditions, interest rates, infrastructure-sector developments, government policies, laws and regulations, climate-related events, technological developments, and other factors beyond our control.

NIIF IFL undertakes no obligation to publicly update or revise any forward-looking statement to reflect subsequent events or circumstances, except as required under applicable laws and regulations.



Feedback

We welcome feedback from our stakeholders on this Report and our approach to integrated reporting. Your perspectives help us strengthen the relevance, transparency and quality of our disclosures.

For feedback or queries relating to this Report, please contact:

NIIF Infrastructure Finance Limited

Email: info@niiffl.in

Website: www.niiffl.in

GRI 2-3

Message from the CEO



Dear Stakeholders,

Infrastructure is often measured in kilometres of roads, megawatts of power, port capacity, hospital beds, data centres, transmission lines and logistics corridors. But in truth, infrastructure is much more than physical assets. Infrastructure is the foundation on which nations compound prosperity.

It determines how efficiently goods move, how reliably energy reaches homes and industries, how seamlessly digital information travels, how quickly healthcare can be accessed, and how widely opportunity can be distributed. The quality of a nation's infrastructure ultimately shapes the quality of its economic future.

At NIIF Infrastructure Finance Limited, we have always viewed our role through this larger lens. We are not merely lenders to infrastructure projects. We are providers of long-term, patient and responsible capital to assets that can support India's growth for decades. Our business is therefore built not only on financial intermediation, but on trust, discipline and purpose. FY 2026 was a year that reaffirmed this conviction.

The global environment remained uneven and uncertain. Geopolitical tensions, supply chain disruptions, tariff actions and trade uncertainties continued to affect commodity prices, inflation

expectations, capital flows and currency markets. Advanced economies faced the dual challenge of moderating growth and persistent inflation, while emerging markets had to navigate tighter financial conditions and shifting investor sentiment.

Against this backdrop, India once again demonstrated resilience. Domestic consumption remained healthy, public investment in infrastructure continued to provide support, and the financial system remained stable and well-capitalised. However, growth moderated compared to the previous year, and the lending environment became more cautious. Regulatory guidance appropriately encouraged financial institutions to focus on sustainable growth, prudent underwriting and asset quality.

For us, this environment reinforced a simple principle: in financial services, growth has value only when it is built on resilience.

Building Scale With Discipline

The true test of an infrastructure financier is not how much it lends in favourable times, but how well it allocates capital through cycles.

In FY 2026, the Company crossed a historic milestone as its loan book surpassed ₹ 31,000 crores, supported by robust 25% overall loan growth. Disbursements grew 56% year-on-year, marking the highest lending volume achieved in a single financial year in our history.

This growth was not accidental. It was the outcome of thoughtful sector selection, disciplined underwriting, strong client relationships and a clear understanding of where India's infrastructure needs are evolving.

During the year, we diversified our exposure across new business groups and critical sectors including roads, data centres, ports, healthcare and power. These are not merely sectors of business opportunity; they are pillars of national competitiveness. Each project we finance has the potential to strengthen economic productivity, improve connectivity, enhance resilience and support India's long-term development.

While scale matters, we have never believed that size alone defines success. In our business, the quality of growth matters far more than the pace of growth. That belief has shaped every decision we have made.

Risk is Not a Constraint; It is a Competitive Advantage

In financial institutions, risk management is sometimes viewed as a control function. We view it differently. For us, risk management is a source of strength.

The infrastructure financing business demands patience, judgement and humility. Infrastructure assets are long-dated. Their performance is influenced by regulation, demand patterns, technology shifts, environmental risks, counterparty behaviour and macroeconomic cycles. There are no shortcuts to understanding these risks, and there should be no compromise in underwriting them.

For the 11th consecutive year, the Company reported zero non-performing assets. This is a rare achievement in infrastructure finance, and one we carry with pride.

But we do not view this as a reason for complacency.

Zero NPAs are not merely a number. They are the outcome of a culture — a culture that respects risk, asks difficult questions, values caution where caution is warranted, and understands that preserving capital is as important as deploying it.

In periods of optimism, financial institutions often face the temptation to stretch underwriting standards, chase momentum or assume that favourable conditions will continue indefinitely. History has repeatedly shown that such assumptions can be costly. At NIIF IFL, we have chosen a different path.

We believe sustainable institutions are built by combining ambition with discipline. We will continue to grow, but not at the cost of credit quality. We will continue to expand, but not by compromising prudence. We will continue to support India's infrastructure ambitions, but with the responsibility expected of a systemically important long-term financier.

Sustainable Infrastructure is the Future of Value Creation

The world is undergoing a fundamental transition in how growth is financed, built and judged.

Sustainability is no longer a peripheral consideration. It is becoming central to capital allocation, regulatory



Our ambition is not simply to build a larger balance sheet. Our ambition is to build an institution that is trusted through cycles, respected for its discipline, valued for its expertise and recognised for its contribution to India's infrastructure future."

frameworks, investor expectations and long-term asset performance. Climate resilience, energy transition and responsible development are increasingly becoming essential components of economic competitiveness.

For NIIF IFL, sustainability is not a reporting requirement. It is part of our credit philosophy.

As of March 31, 2026, our green portfolio formed 63% of our overall asset mix. This reflects our conviction that sustainable infrastructure will play a defining role in India's next phase of growth.

India's infrastructure journey must be both growth-oriented and climate-conscious. It must support industrial expansion while reducing environmental vulnerability. It must improve connectivity while protecting communities. It must create economic opportunity while ensuring long-term resilience.

We are proud to support this transition.

Our responsibility is not only to finance infrastructure that is commercially viable, but to support assets that are environmentally sound, socially relevant and capable of creating durable value.

Financial Strength With Long-Term Orientation

Strong financial outcomes are important because they give an institution the capacity to serve its purpose over time.

In FY 2026, the Company delivered a Profit for the year of ₹ 600 crores, representing 23% year-on-year growth. Our Return on Equity improved to 13%, compared to 11.9% in FY 2025, while Return on Assets stood at 2.04%. Our Capital Adequacy Ratio remained healthy at 20.59%, providing us with the resilience to pursue growth while maintaining a strong capital buffer.

These results reflect the strength of our business model, the quality of our portfolio and the discipline of our execution. But numbers, however strong, tell only part of the story.

The deeper story is one of institutional maturity. We are building a company that is not dependent on one cycle, one sector, one source of funding or one market condition. We are building a franchise that can endure volatility, earn trust and remain relevant over the long term.

This long-term orientation also guided our liability strategy.

During the year, we added 17 large new investors to our borrowing profile and raised an aggregate of ₹ 5,898 crores through long-tenor bonds. These issuances attracted high-quality, long-term capital from retirement funds, insurance

companies and institutional investors. Our investor base expanded to approximately 235 institutional partners, significantly deepening our market presence and liquidity.

A diversified liability franchise is essential for a long-term infrastructure financier. It enhances resilience, strengthens market confidence and allows us to support borrowers with greater stability.

We will continue to broaden our funding base and explore newer avenues of borrowing, while maintaining our focus on cost efficiency, tenor stability and prudent asset-liability management.

Community, Service and Responsibility

Institutions are judged not only by the profits they earn, but by the difference they make.

At NIIF IFL, service is one of our core values. Our approach to community development is therefore driven by purpose, not obligation. We believe corporate success and societal progress are deeply connected. As an organisation grows in scale, its responsibility to society also expands.

Since FY 2021, we have executed over 45 impactful projects, touching the lives of more than 3 lakh beneficiaries through interventions in healthcare, education, environment and rural development.

These initiatives reflect our belief that responsible institutions must look beyond their balance sheets. We must contribute to the communities around us, support inclusive development and help create conditions in which people can participate more fully in economic progress.

People Build Institutions

Every enduring institution is ultimately built by people. Strategies, capital, systems and processes matter. But it is people who give them meaning. The quality of our decisions, the strength of our relationships, the discipline of our execution and the resilience of our culture are all shaped by the individuals who work within our organisation.

Every milestone we celebrate today is the result of the hard work, judgement, integrity and commitment of our employees.

In FY 2026, we continued to invest in our people through initiatives focused on well-being, professional growth, sectoral capability-building, mental health, inclusivity and employee engagement. We also strengthened our cultural fabric through offsites, engagement activities and celebrations that brought our teams closer together.

Our attrition rate remained significantly lower than the industry average, reflecting the stability of our workforce and the strength of our people-first culture. We do not take this for granted.

In a knowledge-driven financial institution, talent is not a support function. Talent is strategy. Our continued success will depend on our ability to attract, develop and retain people who combine technical capability with sound judgement, ethical conduct and a long-term mindset.

Expanding Our Institutional Footprint

During the year, we also expanded our organisational presence with the launch of our new branch office in Delhi.

This is more than a geographical extension. Delhi places us closer to the heart of national policy, regulatory engagement and infrastructure decision-making. It also enables us to serve a wider client base, deepen institutional relationships and access a broader pool of talent.

As India's infrastructure ecosystem evolves, proximity to policy, markets and clients will become increasingly important. Our Delhi presence is therefore aligned with our long-term strategic growth framework.

The Road Ahead

India's infrastructure opportunity remains one of the most compelling long-term themes in the global economy.

The investments being made today in energy, transportation, logistics, digital infrastructure, healthcare, ports and sustainable development will influence India's productivity and competitiveness for decades. Long-term capital will play a decisive role in enabling this transformation.

At the same time, the path ahead will not be without challenges.

Macroeconomic volatility, geopolitical uncertainty, climate-related risks, regulatory evolution, technological disruption and changing market conditions will continue to test institutions. In such an environment, success will belong to organisations that can combine growth with resilience, innovation with governance, and ambition with discipline.

Our strategic focus will remain clear.

We will pursue sustainable growth.

We will preserve asset quality.

We will diversify our portfolio and liabilities.

We will strengthen operational efficiency.

We will invest in people, technology and risk management.

And above all, we will continue to act as responsible stewards of capital.

Our ambition is not simply to build a larger balance sheet.

Our ambition is to build an institution that is trusted through cycles, respected for its discipline, valued for its expertise and recognised for its contribution to India's infrastructure future.

The achievements of FY 2026 are important, but they are not our destination. They are evidence that we are moving in the right direction.

On behalf of the Company, I extend my sincere gratitude to our Board of Directors and regulators for their guidance, to our investors and clients for their trust, and to our employees for their dedication and ownership.

With the continued support of all our stakeholders, we remain confident in our ability to create enduring value while financing the infrastructure that powers India's growth.

The future will belong to institutions that can think long term, act responsibly and execute with discipline.

That is the institution we are building.

Warm regards,

Ajay Chaudhary

Chief Executive Officer

FINANCING SUSTAINABLE INFRASTRUCTURE FOR A TRANSFORMING INDIA

India's transformation depends on infrastructure that is sustainable, resilient, efficient and relevant over the long term, capable of responding to evolving economic, environmental and social priorities as cities expand, energy systems transition, connectivity deepens and economic activity accelerates.

Building this infrastructure is only the beginning. Once operational, projects require stable, long-term capital to sustain performance and continue delivering essential services throughout their lifecycle, while withstanding climate and environmental risks. This demands more than the availability of funds: it requires sector expertise, disciplined credit assessment and financing structures aligned with the distinctive risks, cash flow and operating lives of these assets.

We address this need through our focused role as an Infrastructure Debt Fund. Our financing spans renewable power, roads, airports, ports, power transmission, digital connectivity, logistics, healthcare and education, reflecting our commitment to infrastructure that supports India's economic and social development.

Our approach combines deep sector knowledge with rigorous credit appraisal and portfolio monitoring, including assessment of climate-related risks. For each transaction, we evaluate the operating environment, contractual structures, cash flows, sector-specific risks and climate risks. Based on this, we structure financing solutions suited to our borrowers' needs and the long-term durability of their assets.

We offer longer-tenor capital and tailored repayment structures. Where appropriate, we also offer fixed-rate financing. This reduces refinancing and interest-rate risks while strengthening the resilience of the infrastructure we finance. Our role also allows traditional lenders to recycle capital and creates a channel for long-term institutional investors to participate in India's infrastructure growth.

Financing Sustainable Infrastructure for a Transforming India reflects the purpose that guides us: deploying capital responsibly, strengthening operational infrastructure, and supporting assets that contribute to economic progress while embedding climate risk assessment into our financing approach. Through our capabilities, expertise and institutional partnerships, we seek to support infrastructure that remains productive over its operating life and contributes to a more resilient India.

Our Purpose and Role in Financing India's Infrastructure

Established in FY 2014, we operate as an Infrastructure Debt Fund (IDF) registered with the Reserve Bank of India (RBI), providing long-term financing to operational infrastructure projects and facilitating institutional capital flows into India's infrastructure sector.

Our Vision, Mission and Values guide our strategic direction, stakeholder engagement, opportunity assessment and operations.

VISION

Be the partner of choice to finance sustainable infrastructure for a transforming India.

MISSION

We offer sustainable infrastructure financing solutions that provide long-term value to all our stakeholders and to our society at large which is young, growing and taking a global leadership role.

VALUES

Alliance

We work and grow together while leveraging the collective strength of our people and partners to achieve shared goals and objectives.

Service

We develop deep relationships by consistently delighting our stakeholders through quick and efficient execution.

Passion

We bring energy, enthusiasm, and joy to our work every day. We are inspired and committed to delivering results.

Integrity

We function with fair and honest intent. Our thoughts and speech are aligned with everything that we do.

Responsible

We strive to function with the highest level of corporate governance and work ethics, are accountable for our decisions, actions, and behaviour while minimising the adverse impact on the environment.

Excellence

We continuously learn, upgrade our knowledge, and build expertise to provide effective solutions to our clients and stakeholders.

Financing Tomorrow's Infrastructure

NIIF IFL has been at the forefront of driving infrastructure development in India through innovative and sustainable financing solutions.

Strategic Role of Infrastructure Debt Funds (IDFs)

Infrastructure Debt Funds (IDFs) are an innovative business model conceptualised by the Government of India (GoI) to enable solutions to key challenges related to infrastructure financing:

- To enable a solution to the asset-liability mismatch (ALM) and group concentration issues of banks and other lenders.
- To enable channelisation of long-term funds (pension, provident, insurance) to operational infrastructure projects.
- To enable enhancement of viability of projects through innovative products, longer tenor loans and lower-cost debt.

Challenge

- Banks are not permitted to lend beyond a percentage of their owned funds, to a single borrower or single group of borrowers.
- Many banks have reached the above-mentioned limits and are unable to lend any more.
- Additionally, banks provide long tenor loans to projects, while having shorter tenor liabilities (deposits).
- Pension, provident, insurance funds are uniquely suited to lend to infrastructure sectors, given their uniquely long-term focus. However, they are permitted by their regulatory norms to invest only in issuances by highly rated entities. Given that most infrastructure borrowers have ratings in the range BBB to A, such funds could not be channelised towards India's infrastructure.
- Traditionally banks have been providing floating rate loans to infrastructure projects. This has resulted in substantial interest-rate risk for projects, and thereby to lenders.

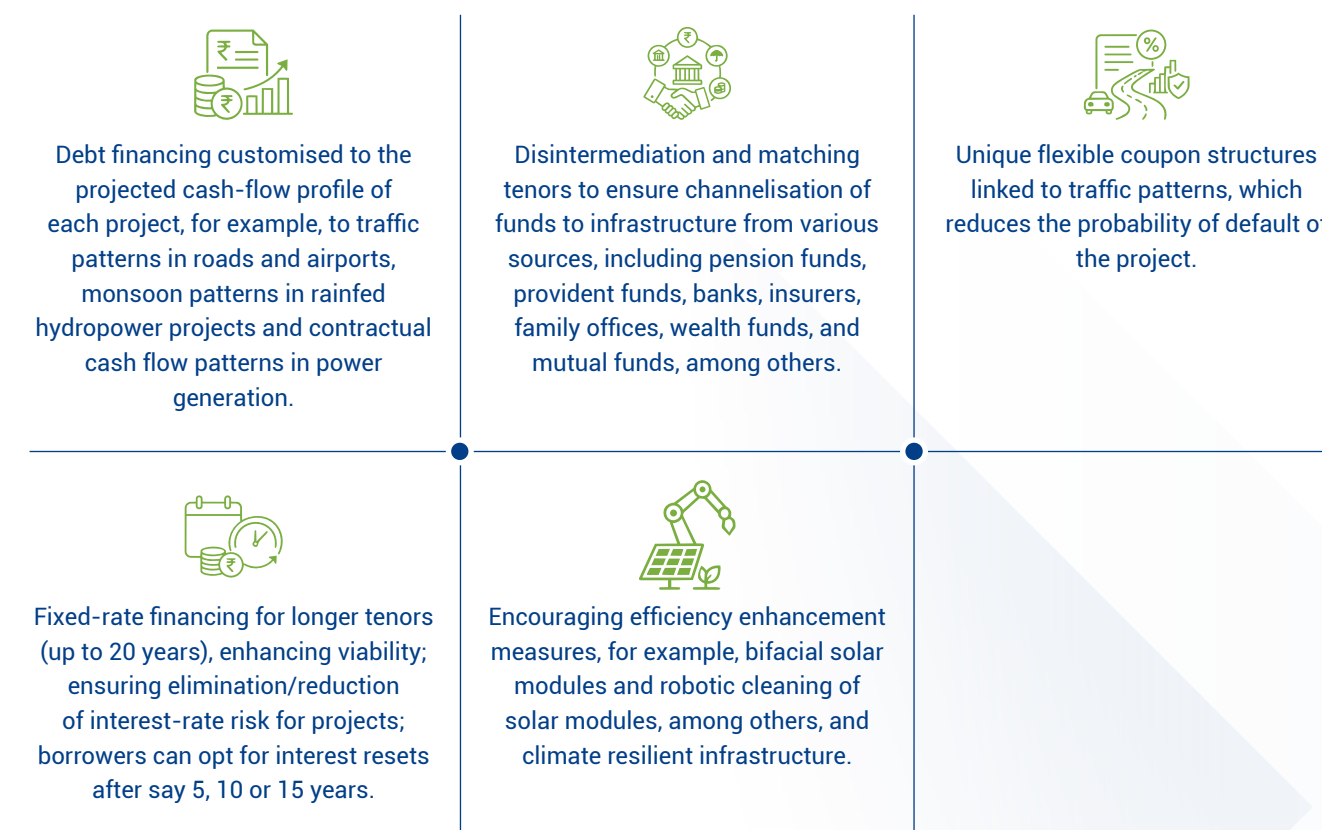
How Infrastructure Debt Funds Help

- A strategic shift of loans from banks to a new set of financiers (IDFs), was envisaged as a long-term solution to freeing up of group concentration limits of banks as well as enabling matching of asset and liability tenors.
- IDFs are uniquely structured to refinance only operational infrastructure projects, which have lower risk. Given this, IDFs have been able to obtain high credit ratings (AAA) for their debt instruments, thereby making them eligible investments for pension, provident and insurance funds. This enables channelising such India's infrastructure.
- Since IDFs are required by regulation to source funds through long tenor bonds (typically fixed-rate), they are uniquely suited to be able to lend fixed-rate debt for longer tenors than banks. This helps decrease/eliminate interest-rate risk of projects, thereby providing credit enhancement (i.e. increase in credit ratings) of such projects.
- Higher rated projects are also able to obtain lower cost of borrowing.

Ownership

NIIF IFL is majority-owned by NIIF Fund II which is anchored by reputed financial institutions and the Government of India. This ensures a robust and credible ownership structure for the Company. NIIF IFL's other shareholders include the Government of India, HDFC Bank Limited and Aseem Infrastructure Finance Limited (AIFL).

NIIF IFL's Value Proposition to Borrowers



Our Value Proposition to Bondholders

Safety

Debt instruments issued by NIIF IFL provide the highest level of SAFETY (AAA-rated), available in the corporate bond category. NIIF IFL has a pristine track record of 0% Non-Performing Assets since inception in FY 2014.

Choice of Tenors

Tenors from 5 to 20 years for their long-term investments in debt instruments issued by NIIF IFL.

Superior Returns

AAA rated zero-coupon bonds (specifically permitted by the Government of India for IDF NBFCs) can be issued by NIIF IFL, which could provide superior returns to investors, while at the same time, providing the highest level of safety.

Choice of Investment Structures

- Green/sustainability bonds (fixed and floating).
- Plain vanilla bond with bullet redemption.
- Bonds with amortising redemption schedules.
- Redeemable preference shares with customised redemption schedules.
- Tax-efficient zero-coupon bonds.
- External commercial borrowings (ECB).
- Public issue of Bonds.

Milestones that Shaped Our Journey

Our journey has been shaped by a series of strategic milestones that reflect the continued evolution of NIIF IFL and our role in supporting India's infrastructure financing ecosystem.

2014

- Incorporated as one of India's first Infrastructure Debt Funds.

2015

- Commenced operations with a long-term loan to an Information Technology Park of Mindspace Business Parks Private Limited, an entity owned and developed by the K. Raheja Corp. group.

2016

- Crossed ₹ 1,000 crores loan book with 0% NPA.

2019

- Change of control from IDFC to NIIF Fund II, with substantial equity infusion and a stronger balance sheet.
- Crossed ₹ 5,000 crores loan book, with 0% NPA.

2021

- Capital infusion from the Government of India, enabling large-ticket financing in India's infrastructure development.

- Doubled loan book in 2 years, crossing ₹ 10,000 crores, with 0% NPA.

2023

- Doubled loan book yet again in 2 years, crossing ₹ 20,000 crores, with 0% NPA.

- NIIF IFL commenced one of India's first real-time monitoring of infrastructure portfolio, through a unique dashboard that leverages technology SCADA system.

- The Finance Minister of India, during the 5th meeting of the Governing Council of National Investment and Infrastructure Fund (NIIF), recognised and appreciated the loan book growth of NIIF IFL with 0% NPA.

2024

- One of India's first flat-coupon products customised and provided for a long toll-road project.

- Benchmark 15-year INR bond issuance to new investors, led by the provident fund of India's largest infrastructure conglomerate.

- First debt-listed entity to publish an Integrated Annual Report.

- Declared maiden dividend to equity shareholders.

2025

- Crossed ₹ 25,000 crores loan book with 0% NPA.
- Implemented SAP Loan Management System.

2026

- Crossed ₹ 31,000 crores loan book with 0% NPA
- Crossed ₹ 27,000 crore borrowings

Focused Sectors

Our financing portfolio spans key infrastructure sectors that contribute to India's economic growth and infrastructure development.

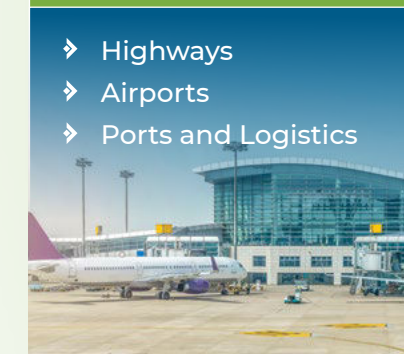
Renewable Power

- Solar
- Wind



Transport

- Highways
- Airports
- Ports and Logistics



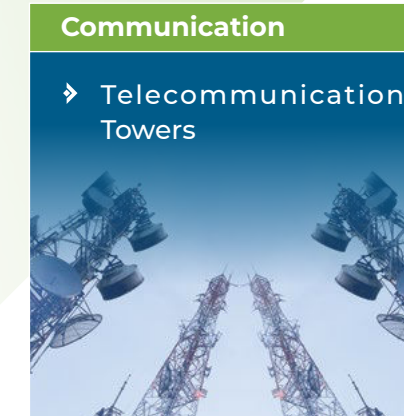
Digital Infrastructure

- Data Centres
- Digital Connectivity



Communication

- Telecommunication Towers



Commercial Infrastructure

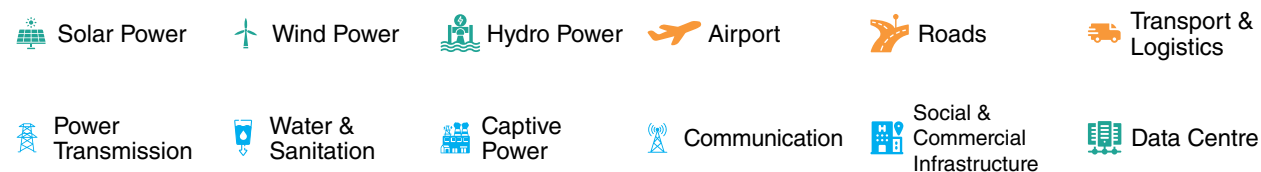
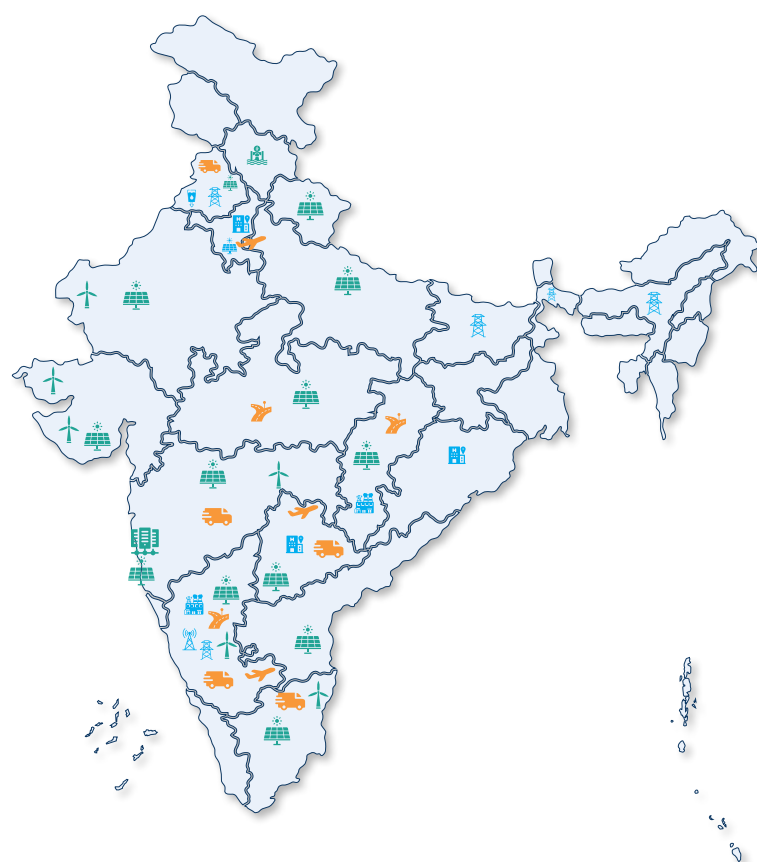
- Healthcare
- Education



Empowering Growth

As India continues to expand its infrastructure base, NIIF IFL remains focused on enabling long-term financing for operational infrastructure assets across the country. During FY 2026, we continued to support infrastructure development through financing solutions across renewable power, roads, airports, transmission, communications, logistics, data centres, water and sanitation, and social and commercial infrastructure.

Our outstanding loan book stood at ₹ 31,782 crores as of March 2026, covering 250 infrastructure borrowers. This portfolio reflects our role in connecting long-term capital with critical infrastructure assets that support India's economic growth, energy transition, connectivity and social development priorities.



Disclaimer:

This map is a generalised illustration for ease of understanding. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position and is not intended to be to scale.

FY 2026 at a Glance



Financial Highlights

₹ **31,782** crores
Loan Book

2.04%
Return on Assets (RoA)

5.7 Times
Debt-to-Equity Ratio

13.05%
Return on Equity (RoE)

₹ **600.25** crores
Profit After Tax (PAT)

20.6%
Capital Adequacy Ratio



Non-Financial Highlights

250
Total number of borrowers outstanding as on March 31, 2026

13,861
Supported employment in portfolio companies as on March 31, 2026

1,004.5 hours
Total employee training hours in FY 2026

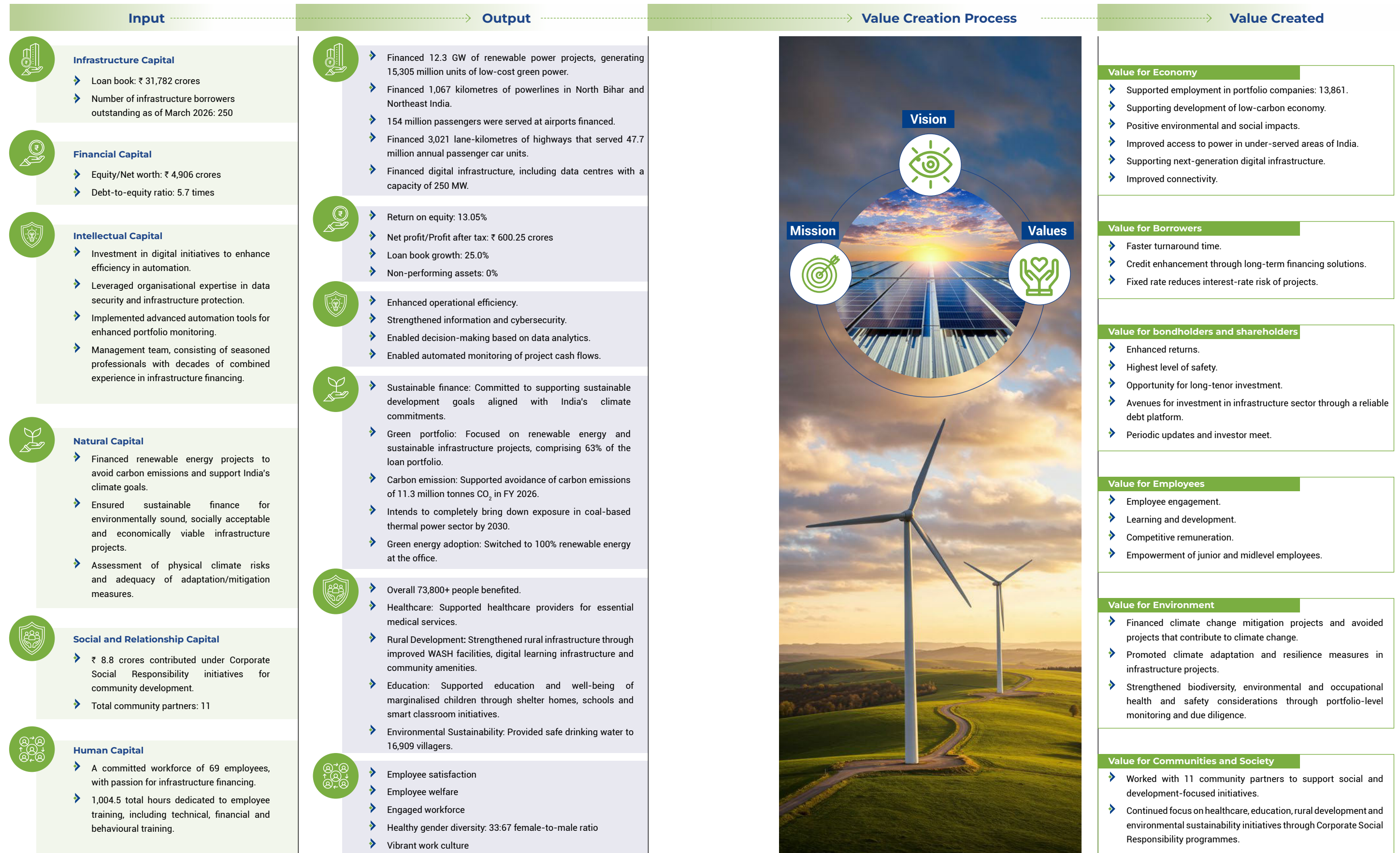
11.3 million tonnes
Supported Carbon emissions avoidance

15,305 million units
Low-cost green power generated from renewable projects in FY 2026

₹ **8.8** crores
Total CSR spent in FY 2026

33:67
Gender Diversity Ratio as of March 31, 2026 (Female:Male)

Value Creation Business Model



Our Strategic Advantages

We support infrastructure development in India through a strategic focus on sectors aligned with the country's energy transition and broader infrastructure requirements. While renewable energy remains a significant part of our portfolio, we continue to broaden our presence across roads, ports, airports, power transmission, logistics, healthcare and other eligible infrastructure sectors.

Our strategic approach focuses on identifying relevant opportunities (capital recycling, advisory), improving operational efficiency (use of AI in credit appraisal and monitoring) and maintaining disciplined risk management (new sector opportunity/guardrails). Together, these priorities support our Return on Equity (RoE), thereby creating value for our shareholders.

Our Strategic Approach

Strategic Partnerships and Collaborations



Our Approach

Our partnership strategy supports both capital mobilisation and the expansion of our financing capabilities.



Investor Diversification

We continued to diversify our investor base during the year. Insurance companies' share of our total borrowings rose from approximately 20% in FY 2023 to approximately 44% in FY 2026.



Co-Lending and Syndication

On the lending side, we partner and co-lend with other financial institutions, offering both fixed-rate and floating-rate financing structures. Our in-house syndication team undertakes arranger mandates and structured sell-downs, allowing us to expand origination beyond our balance sheet and generate income through arranging, syndication and sell-down activities.



Institutional Collaboration

In 2026, we entered into a Memorandum of Understanding with the National Bank for Agriculture and Rural Development (NABARD) to accelerate investment in India's green infrastructure. This collaboration combines our expertise in operational infrastructure financing, risk structuring and fixed-rate lending with NABARD's institutional capabilities and rural reach, creating opportunities across sectors such as green logistics, sustainable warehousing, green data centres, e-waste management and water-treatment infrastructure.



Client Relationships

Client engagement remains a key part of our partnership strategy. We draw on existing relationships to identify new financing opportunities and originate advisory mandates that create additional avenues for value creation.



Building Future Capabilities

We are also developing a Centre of Excellence to strengthen processes, establish opportunity and risk guardrails for new sectors, and build additional fee-based capabilities in mergers and acquisitions and environmental and social advisory services.

Supporting Sustainable Infrastructure Financing

We continue to finance infrastructure that supports India's transition towards a lower-carbon economy.

As of March 31, 2026, our green portfolio, comprising solar, wind and hydropower exposure, represented approximately 63% of our outstanding loan book.

Alongside our established renewable energy portfolio, we continue to evaluate innovative and client-specific financing opportunities in new-age and emerging infrastructure sectors that complement our existing business and align with our risk appetite.

Disciplined Credit and Risk Management

Disciplined credit appraisal and risk management remain central to our financing approach, with each proposal assessed against defined financial, operational, contractual, legal, environmental, social and sector-specific criteria before approval. This discipline extends beyond approval into ongoing monitoring.

During FY 2026, we assessed climate-related physical and transition risks across all 250 borrowers in our outstanding loan portfolio, while continuing to track borrower performance, sector developments and macroeconomic conditions that could affect portfolio quality. This rigour was reflected in our results, with nil Non-Performing Assets maintained through the year, continuing our record since inception.

Our risk framework spans sector selection, transaction structuring, pricing, and portfolio growth. In sectors where risks are well understood and cash flows are relatively predictable, we pursue higher volumes at lower spreads; in areas with limited competition, we draw on our expertise to build focused market positions. The Centre of Excellence under development will strengthen this approach further, establishing opportunity parameters and risk guardrails for new sectors.

We also kept pace with the evolving risk environment. During the year, we monitored regulatory developments, including changes to the treatment of quarterly profits within Tier I capital, continued the revalidation of our Expected Credit Loss model, and assessed global macroeconomic developments for their potential implications on asset quality.

On the funding side, we managed liquidity and optimised returns by maintaining high-quality liquid infrastructure bonds within our liquidity portfolio, keeping commercial paper issuance within board-approved limits, and using interest-rate swaps to manage mismatches between

fixed-rate and floating-rate assets and liabilities. We also continued to explore joint-lending arrangements with insurance companies and mutual funds to diversify our funding base across different maturity profiles.

Diversifying Our Infrastructure Portfolio

We continued to broaden our sectoral footprint during FY 2026.

We expanded our roads portfolio by refinancing five operational road projects and continued to finance distributed renewable energy portfolios at scale. We also diversified into ports and logistics and healthcare infrastructure.

During the year, we disbursed ₹ 11,025 crores. Approximately 89% of these disbursements were to counterparties rated A and above, comprising:

- 6% to AAA-rated counterparties;
- 40% to AA-rated counterparties; and
- 43% to A-rated counterparties.

The remaining 11% was disbursed to BBB-rated counterparties.

This diversification supports our objective of broadening our addressable market while maintaining disciplined credit selection and portfolio quality.

Sector Knowledge and Market Understanding

Our sector knowledge is anchored in the infrastructure-financing experience of our management team, sector-specific due diligence capabilities, specialised internal expertise and structured database management. This foundation supports rigorous, evidence-based analysis. For selected wind and solar transactions, our resource-risk assessments draw on approximately 15 years to 20 years of satellite-derived data, supporting our assessment of resource availability, operating assumptions and potential variability in project performance. Our sector specialists and internal databases further enable us to maintain coverage of relevant market, regulatory and operating developments across infrastructure sectors.

Our market understanding is reflected in how we define and size our addressable opportunity. We assess this by reviewing the total operational infrastructure market and progressively adjusting it for factors such as Infrastructure Debt Fund eligibility, existing exposure, related-party and group-level constraints, pricing considerations and risk appetite. We use the resulting target market to establish our gross disbursement objectives for the following year.

Creating Value through Our Capitals

Our strategic advantage lies in the way we combine our six capitals, Financial, Infrastructure, Intellectual, Human, Natural, and Social and Relationship Capital, to create and preserve value over time.

Financial Capital supports our ability to mobilise and deploy long-term funds. Infrastructure Capital represents the operational assets and systems supported through our financing. Intellectual and Human Capitals strengthen our ability to assess, structure and monitor complex transactions. Natural Capital considerations strengthen our approach to climate and environmental risks, while Social and Relationship Capital reflects the stakeholder relationships and partnerships that support our business and community programmes.

Strategic Advantages across Capitals



Financial Capital

Our financial performance in FY 2026 reflected sustained growth across key metrics. Profit after tax increased to ₹ 600.25 crores and net worth reached ₹ 4,906.00 crores. Our outstanding loan book expanded to ₹ 31,782 crores, approximately 25% growth year-on-year and more than double the ₹ 14,201 crores recorded in FY 2022, representing approximately 124% growth over four years. This performance was underpinned by consistently strong asset quality and capital strength. We maintained 0% Non-Performing Assets, continuing our record since inception, and this was supported by a capital adequacy ratio of 20.59% and an AAA Stable rating from ICRA, CARE and CRISIL.

We also continued to diversify our liability franchise and strengthen institutional partnerships. Insurance companies' share of our total borrowings rose from approximately 20% in FY 2023 to approximately 44% in FY 2026, while our annual Bond Investor Conference grew from 125 to over 150 attendees across 75 to 90 institutions. We also entered a Memorandum of Understanding with NABARD to accelerate investment in India's green infrastructure, opening opportunities across green logistics, sustainable warehousing, green data centres, e-waste management and water treatment systems.



Infrastructure Capital

Infrastructure Capital is the direct expression of our strategic advantage – the physical assets and systems our financing enables. It contributes to business growth through portfolio diversification and expansion into new sectors and geographies, a strategy reflected clearly in our activity during FY 2026.

During the year, we broadened our sectoral footprint with our entry into the roads sector, refinancing five operational road projects following regulatory changes by the RBI and CBDT. We also continued to strengthen borrower credit profiles through structuring solutions across our renewable energy portfolio, while financing distributed renewable energy portfolios at scale. Further diversification came through our entry into new infrastructure sub-sectors, including ports and logistics and healthcare infrastructure.



Intellectual Capital

During FY 2026, we continued to operate our SAP S/4HANA enterprise resource planning platform, implemented an integrated Asset Liability Management and Treasury Management System, progressed the development of an Integrated Portfolio Monitoring capability, and advanced our transition towards a Zero Trust cybersecurity architecture.



Human Capital

During FY 2026, we continued to invest in building future-ready teams, anchored in our core values (ASPIRE) and a meritocratic, performance-oriented culture. We introduced the 'Expert Hour' series, giving employees access to industry specialists across sectors, and delivered 1,004.5 training hours across functional, technical and behavioural domains, alongside specialised workshops on risk management and regulatory compliance.

Our Diversity, Equity and Inclusion initiatives included targeted programmes to develop our women's cohort, covering professional growth, flexible work arrangements for new mothers and conscious hiring practices. We also strengthened employee well-being through wellness initiatives, offsites and town halls, and completed our migration to a new Human Resources Management System to improve HR service delivery.



Natural Capital

During FY 2026, our financed renewable energy portfolio reached approximately 12.31 GW of cumulative capacity, up from 9.3 GW in the previous year, generating approximately 15,305 million units of renewable electricity. We integrated climate considerations into portfolio decisions, including curtailing exposure to carbon-intensive assets within a borrower group in favour of renewable energy assets of the same group, and assessed climate-related physical and transition risks across 250 borrowers representing our full outstanding exposure.

We also extended our environmental due diligence to biodiversity considerations, including assessing financed renewable energy assets for their interaction with habitats of the critically endangered Great Indian Bustard. Subsequent to the close of FY 2026, our Board approved the NIIF IFL Climate Risk Policy in July 2026, formalising our approach to climate governance, risk assessment and financial resilience.



Social and Relationship Capital

During FY 2026, our community investment programmes focused on four areas: strengthening healthcare infrastructure, promoting inclusive and technology-enabled education, enabling rural development through community infrastructure, and supporting environmental sustainability.

Initiatives included partnering with GRAVIS to upgrade eye care and healthcare facilities in rural Rajasthan, supporting Divyajyoti Trust's surgical facilities in Surat, installing Health ATMs across Border Security Force outposts in Jaisalmer with Manav Vikas Sanstha, strengthening thalassemia treatment services in Bengaluru with Sankalp India Foundation, and expanding eye care access in Bihar with Nav Bharat Jagriti Kendra.



Risk Management

Risk management is central to safeguarding our debt investments and supporting the responsible financing of infrastructure projects.



GRI 2-12, 2-13

Incorporating Internal Capital Adequacy into Risk Management

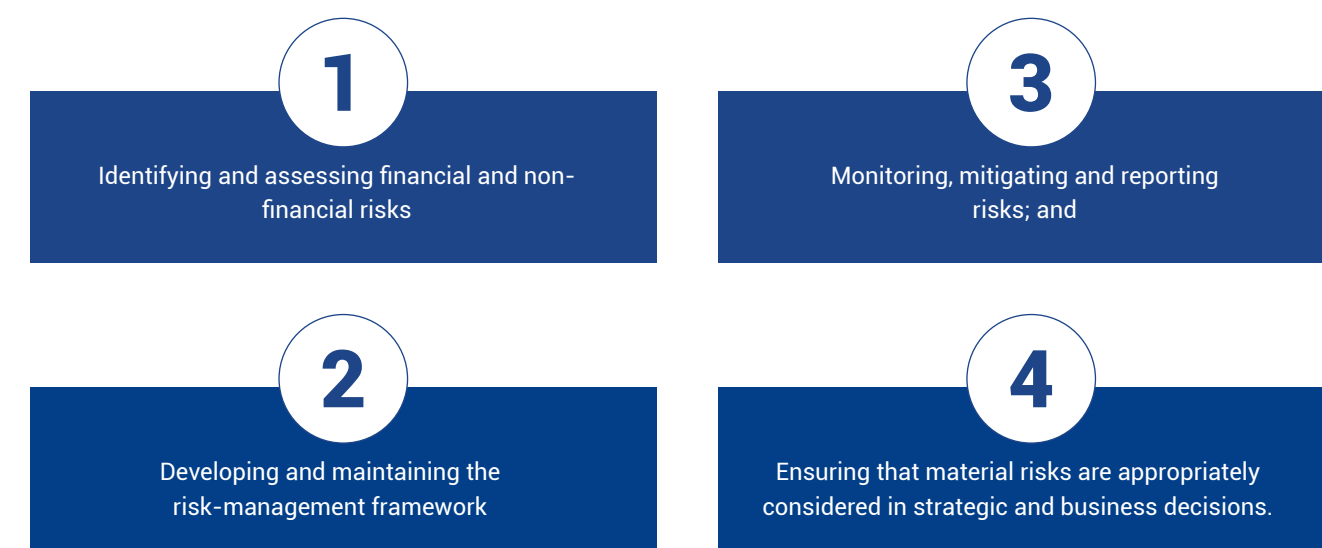
To identify, evaluate, measure and mitigate risks that may affect our capital adequacy, we maintain an Internal Capital Adequacy Assessment Process Policy, built around capital planning, risk assessment and the relationship between risk and capital. This process does not operate in isolation: it is supported by our Capital Management and Risk Management frameworks, which work together through established policies and monitoring mechanisms to translate risk assessment into capital decisions.

Central to this process is our annual internal capital adequacy assessment, through which we determine the capital required for current and future business needs. Stress testing forms an important part of this assessment, helping us evaluate extreme scenarios that could adversely affect our risk profile and capital position, and ensuring that our capital planning remains grounded in a realistic view of downside risk.

Role of the Chief Risk Officer (CRO)

The Board-appointed Chief Risk Officer is responsible for developing and implementing our risk-management strategy, strengthening risk culture and maintaining an effective risk-governance framework.

The Chief Risk Officer's responsibilities include:



GRI 2-12, 2-13



Strategies Adopted to Mitigate Risks

A Proactive, Growth-Aligned Risk Framework

Our risk framework plays a proactive role in fostering growth while safeguarding financial and portfolio outcomes, guiding where and how we deploy capital.

We identify sectors where risks are well understood and cash flows are relatively predictable, enabling us to calibrate volumes and pricing while maintaining portfolio stability. Alongside this, we identify areas with limited competition where our sector knowledge and financing capabilities can support focused market positions. To extend this approach into new sectors, we are establishing a Centre of Excellence to guide our assessment of opportunities and define appropriate risk guardrails.

Diversification of Portfolio

We diversify our portfolio across geographical regions, sectors, promoter groups and off takers to manage concentration risk. This diversification strategy is reflected clearly in our activity during FY 2026, when we broadened our portfolio through enhanced exposure to the roads sector and our foray into ports and logistics and healthcare sectors, supporting a gradual reduction in our relative concentration in the power sector over time.

Further details are provided in the Infrastructure Capital chapter.

Compliance with Regulatory Standards

We adhere to all relevant laws, regulatory requirements and guidelines ensuring a 'no divergence' track record.

GRI 2-27



Liquidity and Interest Rate Risk Management

We manage liquidity and interest-rate risk through a combination of measures. We hold high-quality liquid infrastructure bonds that can be sold when required, providing liquidity without materially disrupting our funding position. Commercial paper is used selectively, within Board-approved limits, to address short-term cash-flow requirements rather than as a primary source of funding.

To further limit liquidity risk, management maintains a policy of managing assets with liquidity in mind, monitoring future cash flows and liquidity on a monthly basis. We have developed internal control processes and contingency plans for managing liquidity risk, and assess our liquidity position by setting exposure limits and monitoring performance against them.

We are also exploring joint-lending arrangements with insurance companies and mutual funds, whose differing investment horizons could enable us to structure funding across a wider range of maturities.

Strategic Partnerships and Collaborations

We establish partnerships with institutional investors to broaden access to capital and explore risk-sharing opportunities. This strategy was reflected in two key developments during the year.

The first was our collaboration with institutions such as NABARD, which allows us to combine our sector expertise and financing capabilities with the reach and mandate of established development institutions, opening access to new pools of capital and new areas of opportunity.

The second was the continued diversification of our investor base. Insurance companies increased their share of our total borrowings from approximately 20% in FY 2023 to approximately 44% in FY 2026, reflecting growing participation from long-term institutional investors and reducing our reliance on any single category of lender.

Environmental & Social and Climate Risk Function

Our risk framework incorporates environmental & social and climate risk management, supported by the Chief Risk Officer and overseen by relevant management committees and the Board. This structure enables the function to identify, assess and mitigate environmental & social, and climate risks associated with our financing activities, while supporting alignment with applicable regulatory requirements and relevant international standards.

Embedding ESG Considerations into Responsible Infrastructure Finance

We recognise that the operations of our borrowers may adversely affect the environment and society, and that such impacts can, in turn, affect the long-term viability of the assets we finance. We therefore integrate Environmental and Social considerations into our financing approach at every stage.

This supports responsible credit decisions, strengthens portfolio resilience and helps manage risks associated with the assets we finance, well beyond disbursement. This integration is anchored in our Environmental and Social Risk Policy, which incorporates Environmental and Social risk assessment into credit appraisal, loan disbursement and post-lending monitoring.

Rather than a one-time check at approval, the Policy ensures these considerations remain part of our engagement with borrowers throughout the life of a loan. It is benchmarked against the International Finance Corporation Performance Standards and supported by applicable World Bank Group Environmental, Health and Safety Guidelines, sector-specific requirements and local regulatory requirements, giving it both international credibility and local relevance.

Climate change caused by global warming poses a serious threat to our economy. We therefore extend this framework to address both acute physical and transition risks, helping us build a portfolio that remains resilient as climate conditions and regulatory expectations evolve.

ESG Integration across the Financing Lifecycle

Monitoring and Reporting

Integration Point

Post-disbursement monitoring of compliance and performance

Key Activities

Monitor compliance; undertake site visits and office-based reviews; track action-plan implementation; include relevant updates in management information systems and periodic reporting.

Credit Decision and Documentation

Integration Point

Incorporation of environmental and social and climate requirements into financing decisions and documentation

Key Activities

Present relevant Environmental and Social and climate findings to the decision-making forum and incorporate agreed action plans or covenants into loan documentation.

Preliminary Screening

Integration Point

Early identification of Environmental and Social and climate risks

Key Activities

Collect preliminary project information; undertake internal categorisation; apply the exclusion list, where relevant.

Due Diligence and Action Planning

Integration Point

Detailed Environmental and Social and climate review

Key Activities

Conduct Environmental and Social and climate due diligence, including site visits where required, management discussions and preparation of an Environmental and Social Action Plan, if applicable.

GRI 2-23, 2-24, 2-25

FY 2026 Focus Areas

Focus Area	FY 2026 Update	Why It Matters
 Climate Risk Integration	Assessed climate-related physical and transition risks across 250 borrowers, representing full outstanding exposure.	Helps identify assets exposed to climate hazards and transition-related risks and supports more informed credit and portfolio decisions.
 Biodiversity-Sensitive Due Diligence	Consequent to final SC order on conservation of critically endangered species NIIF IFL mapped its financed renewable energy assets in sensitive geographies and directed our borrowers to comply with the verdict.	Strengthens screening of ecosystem-related risks linked to infrastructure assets.
 Climate Action	Subsequent to the close of FY 2026, the Board approved the NIIF IFL Climate Risk Policy in July 2026.	Formalises the approach to climate governance, risk assessment and financial resilience.

Governance for ESG and Climate Risk Oversight

Environmental and Social risk integration is supported by governance structures that connect policy, appraisal, credit decisions and portfolio monitoring into a single, coherent process. Oversight is exercised at multiple levels, with the Board of Directors, Risk Management Committee, Credit Committee, Chief Executive Officer, senior management, Chief Risk Officer and Environmental and Social Risk Officer each fulfilling distinct responsibilities within this framework.

Governance Level	Role in ESG Integration
Board of Directors	Provides overall oversight and approval for key policies and frameworks.
Risk Management Committee	Oversees periodic review of risk management practices, including Environmental, social, and climate-related risks.
Credit Committee	Reviews relevant environmental, social, and climate-related considerations in new financing proposals.
Chief Executive Officer and Senior Management	Supports implementation of strategy, policies, and management actions.
Chief Risk Officer	Provides portfolio-level oversight of risk, including climate and Environmental and Social risk considerations.
Environment and Social Risk Officer	Supports implementation of Environmental and Social risk assessment, due diligence, and monitoring processes.

GRI 2-12, 203-1, 203-2, 304-2, 305-5

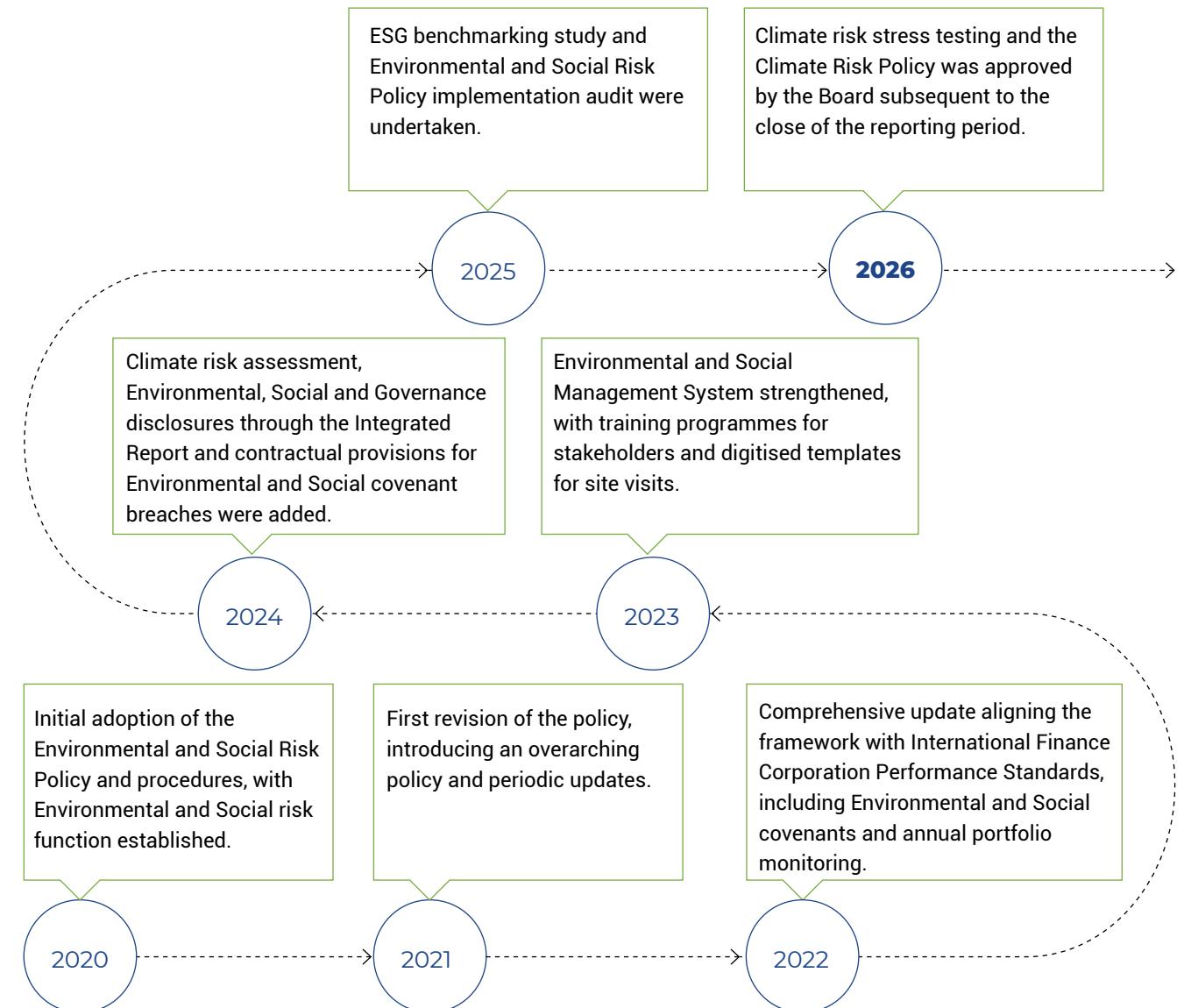
Key Responsibilities of the Environmental and Social Risk Function

Responsibility Area	Description
 Policy and Framework Development	Develop and update Environmental and Social policies, standards and frameworks for financing activities.
 Proposal Review	Review financing proposals for alignment with Environmental and Social risk requirements.
 Risk Assessment and Monitoring	Monitor Environmental and Social risks across the portfolio through periodic reviews, site visits and borrower engagement.
 Management Reporting	Prepare periodic updates on Environmental and Social risk assessment outcomes and portfolio-level observations.
 Stakeholder Engagement	Engage with borrowers and relevant stakeholders on Environmental and Social issues, mitigation actions, and action-plan implementation.
 Implementation Support	Collaborate with internal teams to strengthen the implementation of Environmental and Social risk frameworks across the financing lifecycle.

GRI 2-13, 2-29



Responsible Financing Journey



Looking Ahead

We will continue to strengthen the integration of Environmental, Social and climate considerations across credit appraisal, disbursement and portfolio monitoring, building on the frameworks and governance structures already in place. As our portfolio grows and diversifies across sectors, this integration will become increasingly central to how we assess risk and structure financing.

Our focus will remain on improving data quality, strengthening borrower engagement, enhancing climate

and biodiversity risk assessment, and using portfolio-level insights to support responsible infrastructure financing. We will also continue to track evolving regulatory expectations and international standards, ensuring our approach remains robust and forward-looking. Taken together, these efforts will help us build a portfolio that is not only financially resilient but also aligned with India's long-term sustainability priorities.

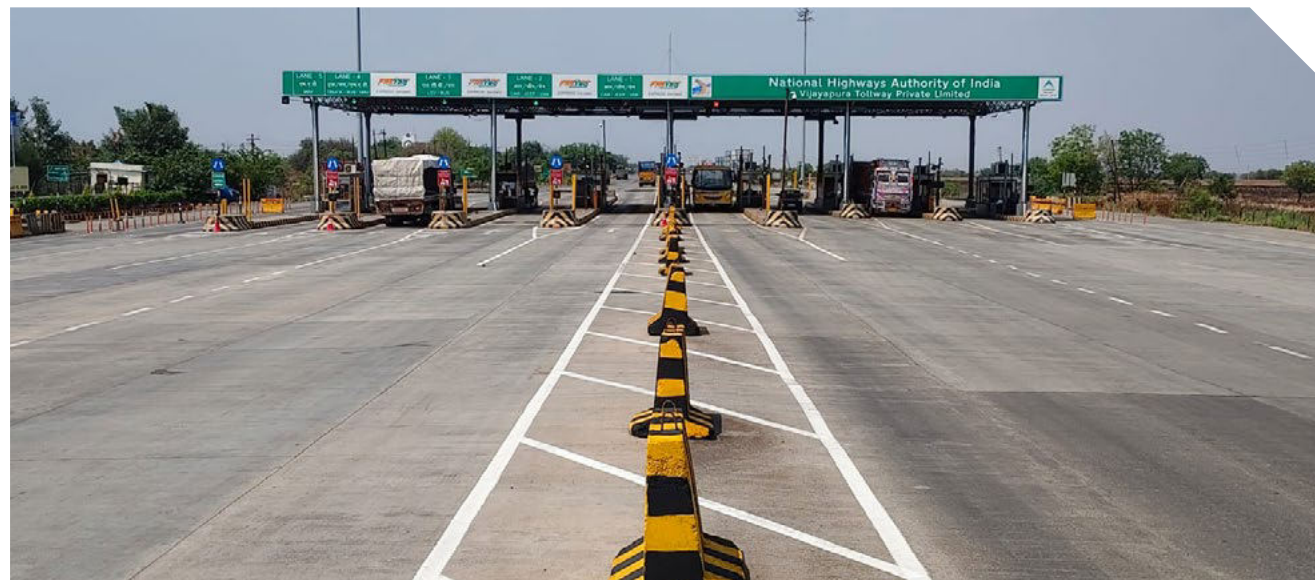
Powering Partnerships for Infrastructure Growth

Our stakeholders play an important role in how we finance infrastructure across India, and their perspectives inform decisions at every stage of our business. We engage with them through multiple channels and seek to communicate relevant information clearly and transparently. These engagements help us understand stakeholders' expectations, gather feedback, improve our operations and maintain long-term relationships built on trust, spanning investors, borrowers, regulators, employees and the communities in which we operate.

We also regularly seek feedback from our employees to ensure that their perspectives inform relevant organisational decisions, recognising that a motivated and engaged workforce is central to delivering on our commitments to all other stakeholders. This structured approach to stakeholder engagement helps us remain responsive, accountable and aligned with the expectations of those who have a stake in our performance.

Internal Stakeholders

Stakeholder Category	Stakeholder Expectations	Frequency of Engagement	Channels of Communication	Key Topics Discussed
 Employees	Opportunity for career growth; regular employee engagement; learning and development; work-life balance; remuneration as per market standards	Continuous (daily/weekly) engagement with employees; annual performance evaluation; planned training	Continuous dialogues with senior management; townhalls; informal interaction during recreational activities during the festive season; annual employee surveys	Career development, learning and skill-building, workplace well-being
 Shareholders	Consistent business growth; Return on Equity (RoE); asset quality	Monthly/periodic update; AGMs/EGMs; online meetings	Annual General Meetings (AGMs); quarterly financial results announcements through the stock exchanges; annual reports	Business performance, capital allocation, risk management



External Stakeholders

Stakeholder Category	Stakeholder Expectations	Frequency of Engagement	Channels of Communication	Key Topics Discussed
 Regulators	Play a critical role in infrastructure development of the country; follow the fair practice code; ensure sound corporate governance; follow prudent business practices	Monthly/quarterly engagement through meetings and during annual and ongoing audit	Feedback on circulars through email; face-to-face interactions; timely filing of information and reports/returns as per regulatory requirements	Regulatory compliance, governance standards, prudential norms
 Customers	Low cost of borrowing and long-tenor debt; fair practices in lending; faster turnaround time; effective customer grievance redressal mechanism; maintaining customer data privacy and security	Intense (daily) interaction during due diligence/appraisal; monthly/quarterly follow-up meetings at different levels for strengthening relationship and effective monitoring	Face-to-face meetings; virtual meetings via video conference (VC); site visits (at least once a year); email	Lending terms, turnaround time, data privacy and security
 Bondholders	Safety of investment and return; regular updates on business and market outlook; regular payment of coupon and redemption; long-term business performance; liquidity	Periodic updates and quarterly/half-yearly meetings; bondholder conference; half-yearly email communication on our performance	Quarterly financial results announcements through stock exchanges; company website	Financial performance, credit risk, liquidity position
 Vendors	Ensure timely payment of contractual obligations; fulfil contractual obligations; transparent, ethical and long-term business relations	Periodic (monthly/quarterly) meetings; due diligence during vendor onboarding	Emails; face-to-face interactions; phone calls/VC; periodic assessments of services	Contractual terms, payment timelines, ethical business conduct

Identifying Material Drivers of Sustainability

Double Materiality Assessment¹⁶

Building on the stakeholder engagement described in the preceding section, we conducted a Double Materiality Assessment during FY 2026 to identify and prioritise the Environmental, Social and Governance topics most relevant to our business and stakeholders.

The assessment considered:

- the actual and potential positive and negative impacts of our operations, financing activities and business relationships on the economy, environment and people; and

- The potential effects of sustainability-related risks and opportunities on our financial performance, financial position and long-term value creation.

GRI 3-1

The assessment was conducted in alignment with the principles and disclosure expectations of the Corporate Sustainability Reporting Directive, European Sustainability Reporting Standards, IFRS S1, GRI Standards 2021, Business Responsibility and Sustainability Reporting requirements and relevant Sustainability Accounting Standards Board Standards.

Assessing Materiality from Two Perspectives

We assessed each sustainability topic independently from impact-materiality and financial-materiality perspectives.

Impact Materiality (Inside-out perspective)

Impact materiality considers the actual and potential positive and negative impacts of our operations, financing activities and business relationships on the economy, environment and people.

We assessed actual and potential negative impacts based on their scale, scope and irremediable character. We also considered likelihood for potential negative impacts. Positive impacts were assessed based on their scale and scope, with likelihood considered where the impact was potential.

Financial Materiality (Outside-in perspective)

Financial materiality considers how sustainability-related risks and opportunities affect, or could reasonably be expected to affect, our revenues, costs, cash flows, access to resources, access to finance, cost of capital, business continuity and enterprise value.

We assessed potential financial effects based on their magnitude and likelihood across the short, medium and long term.

Together, these perspectives help us understand how sustainability matters relate to our impacts, business performance and long-term resilience.

How We Determined Material Topics

Our Double Materiality Assessment follows a structured four-step process.

1

Identifying the Topic Universe

We developed an initial universe of sustainability topics through a review of our business model, operations, financing activities and business relationships.

The process also considered:

- applicable laws and regulatory requirements;
- sustainability-reporting standards;
- peer disclosures and benchmarking;
- infrastructure-financing and market developments;
- stakeholder expectations; and
- existing enterprise risks and opportunities.

This review resulted in a consolidated universe of 15 environmental, social and governance topics relevant to our business.

2

Assessing and Prioritising Topics

We assessed the identified topics through a structured online survey involving internal stakeholders from nine functions across the organisation.

The consultation considered:

- the actual and potential impacts of our business and financing activities on the economy, environment and people; and
- the sustainability-related risks and opportunities that could affect our financial performance and long-term resilience.

We supplemented these internal perspectives with secondary research, peer benchmarking and a review of relevant sustainability frameworks and industry developments.

Stakeholder responses were weighted based on the relevance, expertise and proximity of each participating function to the topic being assessed. Each topic was independently evaluated from impact-materiality and financial-materiality perspectives.

3

Validation and Approval

We consolidated and internally validated the assessment outcomes, including the methodology, weighted scores, prioritised topics and Double Materiality Matrix.

The final assessment results were reviewed and approved by the Management Committee.

Integration and Monitoring

We map material sustainability topics against relevant enterprise risks and opportunities to identify connections with:

- business continuity;
- regulatory compliance;
- portfolio resilience;
- stakeholder relationships;
- operational performance; and
- long-term value creation.

The results reflect our sustainability approach, management practices, performance indicators, targets and public disclosures. Relevant business functions and governance bodies periodically monitor the identified topics and their associated impacts, risks and opportunities.



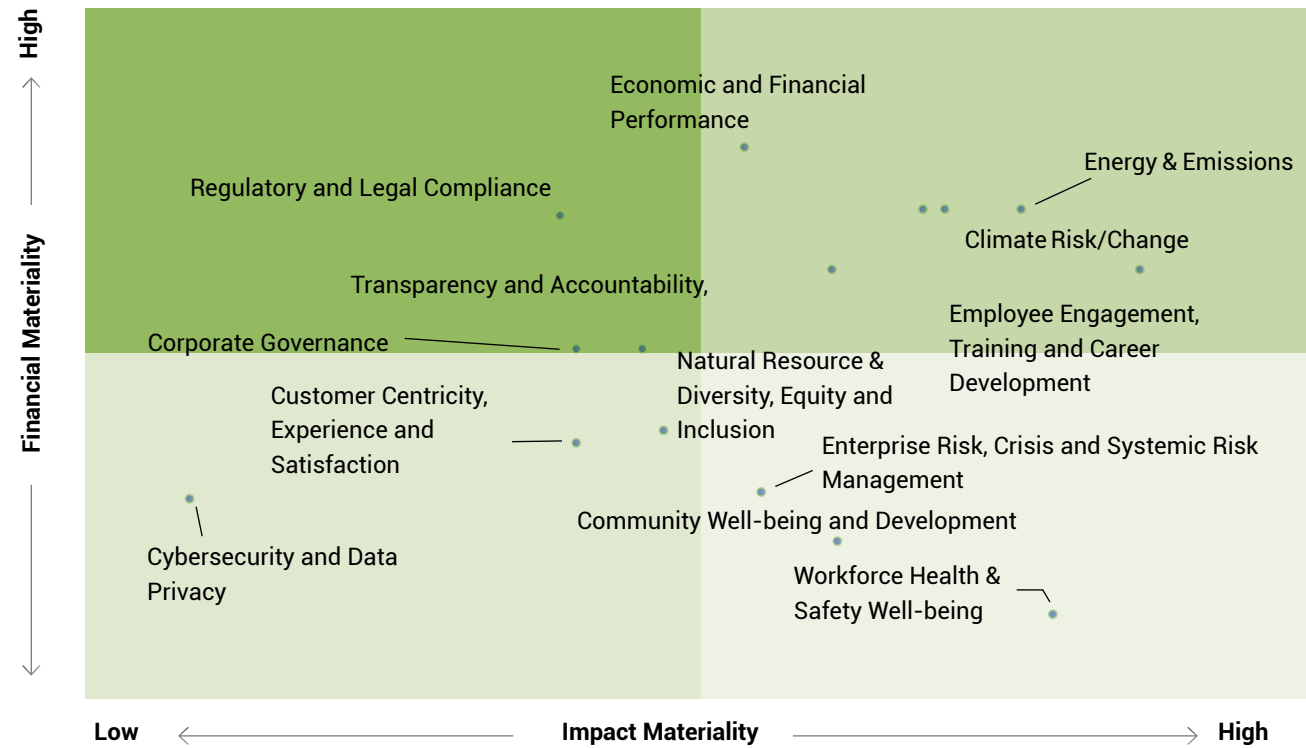
Double Materiality Matrix

Impact Materiality and Financial Materiality scores were normalised to a common scale of 1 to 5 and plotted independently on the Double Materiality Matrix.

- **Y-axis:** Financial Materiality
- **X-axis:** Impact Materiality

A topic qualifies as material when it meets or exceeds the defined threshold under either dimension. The matrix illustrates whether a topic is material primarily because of its impacts on people, society or the environment, its potential financial effects on the business, or both.

The ranking represents the relative prioritisation of the topics for strategic and management purposes. It does not override the principle that a topic may qualify as material under either Impact Materiality or Financial Materiality independently.



How Our Material Topics Influence Impact and Value Creation

Materiality assessment is a crucial component of NIIF IFL's sustainability strategy. The process helps identify key ESG issues, enabling the Company to focus on matters that have a meaningful impact on its business and stakeholders.

Material Issues	Type of Impact	Impact/Aspect	Management Approach	SDGs	Linkage with GRI
Economic and Financial Performance	Positive	Strong financial performance enables NIIF IFL to expand long-term infrastructure financing, support economic growth and maintain its capacity to fund future opportunities.	➤ Maintain disciplined credit underwriting, capital and liquidity management and portfolio monitoring to support sustainable growth.	 	GRI 201: Economic Performance

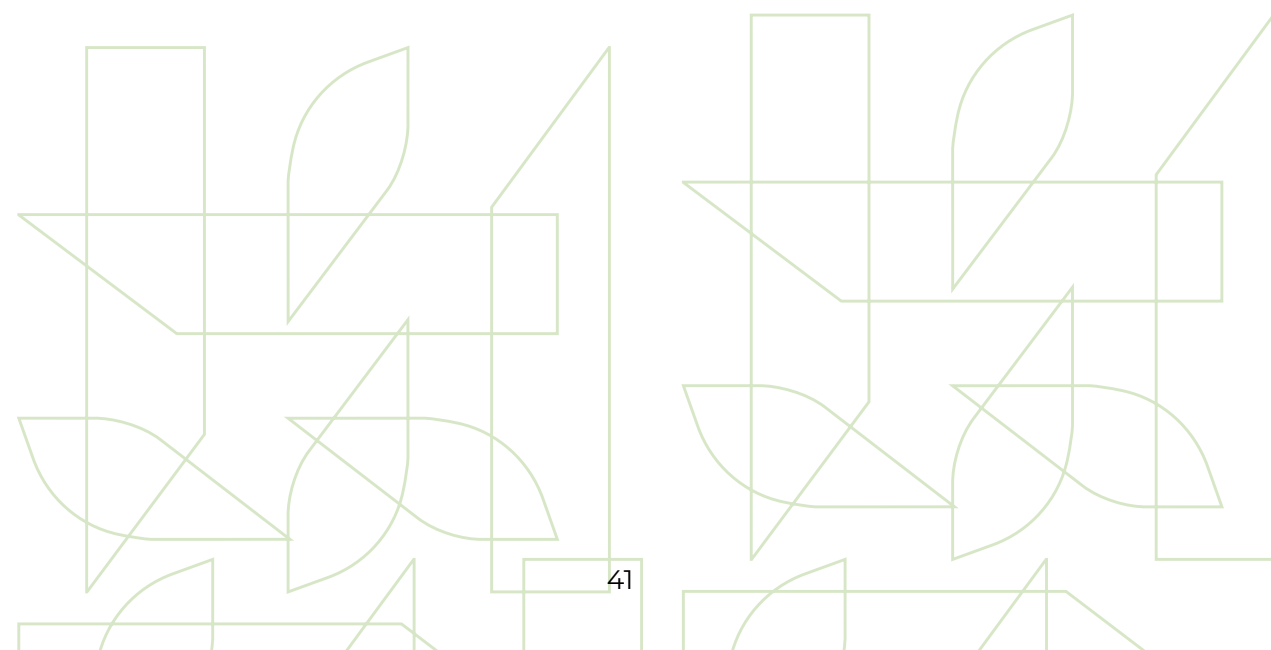
Material Issues	Type of Impact	Impact/Aspect	Management Approach	SDGs	Linkage with GRI
	Negative	Margin pressure, deterioration in asset quality, funding constraints or weaker infrastructure demand may affect profitability and lending capacity.	➤ Monitor asset quality, profitability, liquidity, capital adequacy and sectoral concentration through established financial and risk-management processes.	 	GRI 201: Economic Performance
Energy and Emissions	Positive	Financing renewable and low-carbon infrastructure supports clean energy capacity addition and contributes to the displacement of fossil fuel-based power.	➤ Continue financing renewable and low-carbon infrastructure and assess opportunities to increase exposure to eligible green projects.	 	GRI 302: Energy; GRI 305: Emissions
	Negative	A slowdown in renewable project development or changes in policy and market support may constrain the pipeline of green financing opportunities.	➤ Monitor energy-transition policies, market developments and portfolio exposure while maintaining diversification across infrastructure sectors.	 	GRI 302: Energy; GRI 305: Emissions
Sustainable and Responsible Finance	Positive	Integration of ESG considerations into financing decisions helps direct capital towards sustainable infrastructure and strengthens NIIF IFL's positioning as a responsible lender.	➤ Integrate ESG considerations into project appraisal and monitoring and align relevant financing with recognised sustainable finance frameworks.	 	GRI 203: Indirect Economic Impacts
	Negative	Changes in sustainable finance definitions, taxonomies or eligibility criteria may reduce the pool of qualifying projects or create risks of misalignment.	➤ Periodically review financing criteria and monitor evolving regulatory and market expectations for sustainable finance.	 	GRI 203: Indirect Economic Impacts
Climate Risk/Change	Positive	Growing demand for climate-resilient and low-carbon infrastructure creates opportunities for NIIF IFL to expand financing while supporting climate action.	➤ Integrate climate considerations into financing and portfolio monitoring and progressively assess physical and transition risks.		GRI 201: Economic Performance; GRI 305: Emissions

Material Issues	Type of Impact	Impact/Aspect	Management Approach	SDGs	Linkage with GRI
	Negative	Extreme weather may damage financed assets, disrupt operations and affect borrowers' repayment capacity, while transition requirements may create additional regulatory and financial pressures.	➤ Assess climate vulnerability of material exposures, evaluate mitigation and insurance measures and monitor climate-related regulatory developments.		GRI 201: Economic Performance; GRI 305: Emissions
Regulatory and Legal Compliance	Positive	Strong compliance supports regulatory confidence, responsible business conduct and NIIF IFL's standing as a credible financial institution.	➤ Maintain regulatory monitoring, governance oversight, compliance controls and employee awareness programmes.		GRI 2: General Disclosures
	Negative	Non-compliance or delayed adaptation to evolving regulations may result in penalties, restrictions, additional costs or reputational damage.	➤ Track regulatory developments and periodically update policies, procedures and internal controls.		GRI 2: General Disclosures
Transparency, Accountability, Reporting and Disclosures	Positive	Transparent, accurate and timely reporting strengthens confidence among investors, lenders, regulators and other stakeholders.	➤ Maintain review and governance processes supporting accuracy, consistency, traceability and accountability across disclosures.		GRI 2: General Disclosures
	Negative	Incomplete, inconsistent or inaccurate disclosures may weaken stakeholder confidence and adversely affect regulatory standing, ratings or funding conditions.	➤ Strengthen data controls, documentation, review mechanisms and accountability for material disclosures.		GRI 2: General Disclosures
Corporate Governance, Business Ethics and Code of Conduct	Positive	Effective governance and ethical conduct strengthen accountability, responsible decision-making and stakeholder confidence.	➤ Maintain Board and Committee oversight, ethical conduct policies, conflict-of-interest controls and mechanisms for reporting concerns.		GRI 2: General Disclosures; GRI 205: Anti-Corruption
	Negative	Governance failures, unethical conduct or unmanaged conflicts of interest may result in regulatory scrutiny, reputational damage and reduced investor confidence.	➤ Strengthen governance controls, ethics awareness, monitoring and mechanisms for escalation and resolution of concerns.		GRI 2: General Disclosures; GRI 205: Anti-Corruption

Material Issues	Type of Impact	Impact/Aspect	Management Approach	SDGs	Linkage with GRI
Natural Resource and Biodiversity Management	Positive	Considering biodiversity and natural-resource impacts in financing decisions can support environmentally responsible infrastructure and improve long-term project resilience.	➤ Assess material environmental and biodiversity risks during due diligence and incorporate appropriate mitigation and monitoring requirements.		GRI 304: Biodiversity
	Negative	Biodiversity impacts, land-use concerns or environmental clearance delays may affect project implementation, costs and borrowers' repayment capacity.	➤ Review environmental approvals and borrower mitigation measures and monitor significant environmental risks over the financing lifecycle.		GRI 304: Biodiversity
Diversity, Equity and Inclusion	Positive	A diverse and inclusive workforce broadens perspectives, supports better decision-making and strengthens the organisation's ability to attract and retain talent.	➤ Promote equal opportunity, inclusive workplace practices and awareness initiatives and monitor workforce diversity indicators.	 	GRI 405: Diversity and Equal Opportunity
	Negative	Limited progress on workforce diversity and inclusion may affect talent attraction, employee engagement and stakeholder perceptions.	➤ Periodically review diversity outcomes and strengthen inclusive recruitment, development and workplace practices.	 	GRI 405: Diversity and Equal Opportunity
Employee Engagement, Training and Career Development	Positive	Training, upskilling and career development strengthen specialist capabilities, improve employee engagement and support succession readiness.	➤ Provide technical and behavioural learning, leadership development and structured career-development opportunities.	 	GRI 401: Employment; GRI 404: Training and Education
	Negative	Loss of specialised employees or insufficient development of capability may weaken institutional knowledge, underwriting capability and business continuity.	➤ Monitor retention and critical roles and strengthen succession planning and targeted capability-development programmes.	 	GRI 401: Employment; GRI 404: Training and Education

Material Issues	Type of Impact	Impact/Aspect	Management Approach	SDGs	Linkage with GRI
Enterprise Risk, Crisis and Systemic Risk Management	Positive	Effective risk management strengthens resilience, protects asset quality and reinforces confidence among investors, lenders and counterparties.	➤ Maintain independent risk oversight, portfolio monitoring, stress testing, risk limits and appropriate capital and liquidity buffers.		GRI 201: Economic Performance; GRI 2: General Disclosures
	Negative	Credit deterioration, sector concentration, liquidity stress or wider financial disruption may affect portfolio performance and counterparty confidence.	➤ Monitor concentration, credit, liquidity and market risks and undertake scenario analysis and stress assessments.		GRI 201: Economic Performance; GRI 2: General Disclosures
Customer Centricity, Experience and Satisfaction	Positive	Responsive and transparent engagement strengthens borrower relationships, supports repeat business and contributes to a sustainable deal pipeline.	➤ Understand borrower requirements, maintain transparent communication and provide timely coordination throughout financing and monitoring.		GRI 2: General Disclosures
	Negative	Service gaps, delayed structuring or inadequate communication may weaken borrower relationships and reduce repeat business or referrals.	➤ Monitor borrower feedback, identify service gaps and improve turnaround and coordination across relevant functions.		GRI 2: General Disclosures
Community Well-Being and Development	Positive	Infrastructure financing can improve connectivity and access to energy, healthcare and other essential services, supporting wider socioeconomic development.	➤ Finance infrastructure with positive socioeconomic outcomes and consider relevant community impacts during project appraisal and monitoring.		GRI 413: Local Communities
	Negative	Community concerns or inadequate stakeholder engagement associated with financed projects may lead to delays, additional costs or reputational impacts.	➤ Review material social and community risks and monitor borrower stakeholder-engagement and mitigation measures where relevant.		GRI 413: Local Communities

Material Issues	Type of Impact	Impact/Aspect	Management Approach	SDGs	Linkage with GRI
Workforce Health, Safety & Well-Being	Positive	Health and well-being initiatives support employee productivity, engagement, morale and retention.	➤ Provide employee health and well-being initiatives, appropriate benefits, workplace support and awareness programmes.		GRI 403: Occupational Health and Safety
	Negative	Inadequate attention to employee well-being may contribute to stress, absenteeism, reduced productivity and attrition.	➤ Monitor employee well-being and provide access to appropriate preventive and support measures.		GRI 403: Occupational Health and Safety
Cybersecurity and Data Privacy	Positive	Effective cybersecurity and data governance protect sensitive information, support operational resilience and strengthen stakeholder trust.	➤ Maintain cybersecurity systems, access controls, data-governance policies, incident-response processes and employee awareness programmes.		GRI 418: Customer Privacy
	Negative	Cyber incidents, data breaches or system disruptions may interrupt operations, create regulatory or legal exposure and damage stakeholder confidence.	➤ Periodically assess cyber risks, test controls and strengthen incident response, recovery and employee training.		GRI 418: Customer Privacy

¹⁸GRI 3-3


Leadership and Governance

Leading with Responsibility and Vision

At NIIF IFL, strategic direction and visionary leadership guide our approach to driving infrastructure financing and achieving sustainable long-term results. The leadership is committed to steering the Company towards a future of sustainable growth and innovation by setting ambitious goals and crafting forward-thinking strategies.



Mr. Ashwani Kumar
(Independent Director)

Mr. Ashwani Kumar is a seasoned banker with around 37 years of experience. He was the Chairman and Managing Director of Dena Bank for a term of 5 years w.e.f. January 01, 2013 to December 31, 2017.

Before being elevated to the post of CMD Dena Bank he was an Executive Director in Corporation Bank. He was appointed by the Government of India as a Director on the Board of Life Insurance Corporation of India (LIC) where he was a Director for a little more than 5 years. He was also the Chairman Audit Committee and Risk Management Committee, Member of the Investment Committee, Executive Committee of LIC. As the Chairman of Indian Banking Association (September 2015-October 2016), Mr. Kumar effectively liaised

with the Reserve Bank of India, Government of India and other statutory bodies to promote sound and progressive banking practices. He was the President of Indian Institute of Banking & Finance (IIBF), Chairman of Institute of Banking Personnel Selection (IBPS). He was also a member of Board of Supervision NABARD.

Mr. Ashwani Kumar is a Certified Associate of the Indian Institute of Bankers. He holds a master's degree in science from Lucknow University. He has attended number of training programmes notably at Kellogg School of Management Chicago, NIBM and other reputed institutions. He has also attended on-the-job training in Bullion at Nova Scotia London and Societe Generale Paris.



Ms. Rosemary Sebastian
(Independent Director)

Ms. Rosemary Sebastian is a former career central banker with 38 years of professional track record. She was the Executive Director of the Reserve Bank of India in charge of its financial supervision function (NBFCs and Cooperative Banks). During her career she has handled various responsibilities in central banking, regulation and supervision of banking and non-banking entities, financial inclusion, consumer protection, public debt management and internal audit, among others.

She has been associated with the work and recommendations of important Committees of the Reserve Bank. She has served as the Reserve Bank's Nominee Director on the Board of a large public sector bank. Ms. Rosemary Sebastian is a post graduate from Osmania University and has a law degree from Mumbai University. She is currently on the Boards of three reputed Companies, as an Independent Director.



Mr. Prashant Kumar Ghose
(Independent Director)

Mr. Prashant Kumar Ghose has nearly five decades of experience in finance and industry having worked across sectors including steel, cement, fertilisers, chemicals and consumer. He worked at Tata Steel, where he became Chief Financial Controller (Corporate) and then Chief of Strategic Finance, before moving to Tata Chemicals as Chief Financial Officer.

In Tata Chemicals he was elevated to the Board as Executive Director and CFO. He has worked on multiple M&A and fund-raising transactions, domestically and internationally, and he was recognised as CFO of the Year three times, twice by IMA and once by CNBC TV18. Mr. Ghose has held multiple board positions including for Tata Chemicals across Europe, North America and Africa, Infinity Retail, Tata Consulting Engineers, Air Asia India and Tata Services.

He has also been on international boards - IMACID Morocco and JOil Singapore. Prior to his joining Tata Chemicals, he had been in the boards of TAYO (erstwhile Tata Yodogawa), Tata Pigments, Stewart's & Lloyd and others. Mr. Ghose also was the advisor to the Group Chairman of the Tata Group for over 2 years. He is a member and trustee of the CFO Board.

He is a B.Com. (Hons) graduate, a member of the Institute of Cost & Works Accountants and the Institute of Company Secretaries, India, and an alumnus of the Advanced International General Management Program of CEDEP, INSEAD. He has attended the Financial Management programme at Wharton School and Strategy at Harvard Business School.



Mr. Abhay Rangnekar
(Independent Director)

Mr Abhay Rangnekar is a Project Finance specialist banker with over 45 years of experience across the Asia-Pacific region, specialising in project and corporate finance, syndicated debt, M&A, leveraged finance, and credit risk, with recent expertise in private-side credit insurance.

He has held regional leadership roles in international banks, built and led high-performing deal origination and execution teams, and advised extensively on infrastructure and project finance. He has worked with various banks such as Standard Chartered Bank, ANZ Banking Group, Barclays Bank, Chase Manhattan Bank and State Bank of India.

His experience spans project finance across Australia, the ASEAN region and South Asia with deep sectoral

expertise in energy, infrastructure, telecommunications, and transportation. Following his retirement from Standard Chartered Bank, he most recently led the Political Risk business unit at AIG Asia Pacific in Singapore.

During his long career, he had also set up and headed the majority owned, Indian NBFC of the ANZ Banking Group for approximately 4 years. He was also engaged as a Senior Consultant by the Asian Infrastructure Investment Bank (AIIB) for ~2 years in their Social Infrastructure business vertical.

Abhay holds dual degrees in Science and General Law from the University of Bombay, achieving 3rd rank in General Law.



Mr. Nilesh Shrivastava
(Non-Executive Nominee Director - Nominee of National Investment and Infrastructure Fund II)

Mr. 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 \$4 billion 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.



Management Team - Pillars of Success and Excellence

NIIF IFL's accomplished management team drives success and excellence through its strategic vision, industry experience and firm commitment to achieving the desired goals.



Mr. Ajay Chaudhary
Chief Executive Officer

Ajay Chaudhary is a seasoned infrastructure finance leader with 27 years of experience across project finance, structured lending, and energy-transition investments. He brings deep expertise in building and scaling infrastructure finance platforms, strengthening governance, and delivering sustainable, risk-adjusted returns.

Over his career, Ajay has led the origination and management of large and diversified infrastructure portfolios across renewable energy, transportation, transmission, and city gas distribution. He has a strong track record in capital allocation, portfolio optimisation, asset churn, and return enhancement, while maintaining robust risk management and compliance standards.

Prior to this role, Ajay held senior leadership positions at L&T Infrastructure Finance, EnTranz Finance, and Think Gas, working closely with Boards, regulators, investors, and developers. His leadership philosophy emphasises disciplined growth, strong governance, and long-term institutional value creation aligned with India's infrastructure and energy-transition priorities.



Ms. Darshpreet K. Gill
Chief Business Officer

Ms. Darshpreet K. Gill has over 25 years of distinguished experience across corporate banking, structured finance, infrastructure lending, aviation asset finance, and treasury solutions. Throughout her career, she has successfully built and scaled high-value business portfolios, pioneered new business verticals, structured complex financing solutions, and driven sustainable growth across leading institutions including Barclays Bank, YES Bank, GE Capital, ICICI Bank, and ITC Limited.

Known for her strategic vision, client-centric approach, and deep understanding of financial markets, Ms. Darshpreet Gill has consistently delivered impactful outcomes by fostering innovation, strengthening client relationships, and leading high-performing teams. Her extensive experience in infrastructure and corporate financing aligns strongly with the Company's mission of supporting India's infrastructure growth and development.



Mr. Srinivas Upadhyayula
Chief Compliance Officer & General Counsel

At present, **Mr. Srinivas Upadhyayula** serves as the Chief Compliance Officer and General Counsel at NIIF Infrastructure Finance Limited.

Srinivas has worked in banking and financial institutions for over three decades, specialising in project finance documentation, corporate and infrastructure financing, regulatory and legal compliance risk management, governance, litigation and resolution, and recovery management.

Prior to this assignment, Srinivas was a Senior Director (Legal & Compliance) in IDFC Limited's Special Situations Management Group (SSMG). He has over three decades of experience in legal, project and non-project finance documentation, corporate finance, and infrastructure finance documentation, as well as litigation and recovery management in the banking and financial sectors. He is experienced in managing overdue accounts, recovery planning, and frequent reviews of the loan portfolio's non-performing assets to detect patterns and major changes for successful recovery, financial restructuring, and loan structuring.

He has vast expertise in NBFC regulatory and legal compliance, as well as risk assessment and mitigation strategies. He is well-versed in evaluating compliance and regulatory risks and developing strategies to mitigate them, as well as in ensuring that NBFCs comply with all applicable laws and regulations. He also specialises in guiding stakeholders on governance concerns.

In his previous role as Senior Vice-President and Group Head - Legal, Srinivas worked for Asset Reconstruction Company (India) Limited (Arcil), the first ARC in India and a major participant in the distressed assets market, before joining IDFC Limited.

In the early years of his profession, Srinivas worked as an advocate for the parties involved in civil and labour cases at the Vizianagaram and Visakhapatnam district courts.

His subsequent employment included stints as a law officer at Canara Bank and Deputy General Manager (Legal) (large corporate division) at IDBI Bank Limited, as well as Sterling Tree Magnum (India) Limited, a Sterling group firm.

He pursued a Bachelor of Laws degree at Andhra University, with a specialisation on Banking and Company Law. He obtained a postgraduate diploma in Industrial Relations and Personnel Management from Bharatiya Vidyabhavan. Furthermore, he has completed his CAIIB from Indian Institute Banking and Finance (IIBF).

He likes reading journals, papers, and case laws regarding litigation, as well as keeping up with the financial market.



Mr. Ajay Singh
Chief Risk Officer

Mr. Ajay Singh has ~25 years of experience in risk, credit and business functions in the infrastructure finance sector. He started his career in infrastructure financing at IDFC Limited, handling Business Development and Credit Risk Function in the Project Finance team covering power, transport, telecom and commercial & industrial infrastructure sectors. In his career at IDFC Limited from during 2001 to 2012, he held various positions, final designation being Director – Credit. Post 2012, he worked in Aditya Birla Finance Limited (ABFL) for 11 years, heading Credit Risk and Compliance for Infrastructure vertical, where he was responsible for managing Risk and Compliance function of infrastructure loan portfolio including developing risk framework, portfolio monitoring and regulatory compliance. He has joined NIIF IFL in year 2023 as Chief Risk Officer.

Ajay has completed his Postgraduate Degree in Management from Indian Institute of Management, Indore and is a graduate in Mechanical Engineering from Indian Institute of Technology, Kharagpur. He also has around 3 years of experience in Larsen & Toubro Limited after his B.Tech.



Mr. Sudeep Bhatia
Chief Financial Officer

Mr Sudeep Bhatia is the Chief Financial Officer (CFO) of NIIF Infrastructure Finance Limited (NIIF IFL) where he is responsible for supporting the CEO, Management Committee and Board of Directors through comprehensive strategic, financial and operational advice and help integrate business objectives with on-ground execution to achieve sustained profitable growth.

Sudeep is an experienced Chartered Accountant, Cost Accountant and Certified Public Accountant with over 25 years of rich, well-rounded experience in full spectrum of business-finance areas across corporate finance, investor relations, fundraising, private equity, mergers and acquisitions, Business planning and strategy, financial control, taxation and regulatory compliance.

Sudeep started his career with Deloitte and gained extensive experience in key finance roles working with IL&FS, Unilever, GE Capital, Citi Financial, Tata Capital, Macquarie and Lendingkart Technologies at progressive levels of responsibility, within and outside India. His last assignment before joining NIIF IFL was Chief Financial Officer of Protean Technologies (erstwhile NSDL e-Gov Infrastructure), promoted by National Stock Exchange and several large Domestic and International banks, with its vision to build Digital Public Infrastructure supporting Government of India, enabling digital transformation and citizen-centric services at population scale.

During his professional career, Sudeep has led multiple initiatives driving key aspects of Investor relations, IPO, capital market borrowings, structured instruments, foreign investments, co-lending partnerships, strategy and business planning, regulatory, legal and corporate governance, leveraging his past experience and industry relationships to bring well-rounded perspective to these verticals.

Sudeep provides general direction and rigor in deployment of financial management across the organisation. He is responsible for providing leadership in development and enforcement of systems of internal control and management reporting.

Sudeep leads investor relations to drive growth opportunities and to represent the Company to potential private and public equity investors and financial partners including financial institutions, public officials, investment banks leveraging his industry experience to meet growing capital requirements of business and heightened business visibility in the capital markets.

Corporate Information

BOARD OF DIRECTORS

Mr. Ashwani Kumar
Independent Director

Ms. Rosemary Sebastian
Independent Director

Mr. Prashant Kumar Ghose
Independent Director

Mr. Abhay Rangnekar
Independent Director
(appointed w.e.f. April 6, 2026)

Mr. Nilesh Shrivastava
Non-Executive Director (Nominee of NIIF Fund II)

MANAGEMENT TEAM/ KEY MANAGERIAL PERSONNEL

Mr. Ajay Chaudhary
Chief Executive Officer
(appointed w.e.f. December 8, 2025)

Ms. Darshpreet K. Gill
Chief Business Officer
(appointed w.e.f. August 1, 2026)

Mr. Srinivas Upadhyayula
Chief Compliance Officer & General Counsel

Mr. Ajay Singh
Chief Risk Officer

Mr. Sudeep Bhatia
Chief Financial Officer

Mr. Ankit Sheth
Company Secretary and Compliance Officer

JOINT STATUTORY AUDITORS

GM Kapadia & Co
Chartered Accountants

Manohar Chowdhry & Associates
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Rathi & Associates
Practising Company Secretaries

INTERNAL AUDITOR

Ms. Archana Moghe
Head of Internal Audit

REGISTRAR & SHARE TRANSFER AGENT

For Equity Shares
MUFG Intime India Private Limited
(formerly Link Intime India Private Limited)
Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083
Tel: +91 22 4918 6000
Email: benpos@in.mpms.mufg.com

For Debentures and Commercial Paper
MCS Share Transfer Agent Limited
Address: 3B3, 3rd Floor, B-Wing, Gundecha Onclave Premises Co-op. Society Limited, Kherani Road, Saki Naka, Andheri (E), Mumbai - 400 072
Tel: +91 98 3347 2293
Email: cprabhu@mcsregistrars.com

DEBENTURE TRUSTEES

IDBI Trusteeship Services Limited
Address: Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001
Contact: 022-4080 7007
Email: itsl@idbitrustee.com

CREDIT RATING AGENCIES

CARE Ratings Limited
Address: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022
Email: Vineet.Jain@careedge.in
Website: <https://www.careratings.com>

ICRA Limited
Address: 3rd Floor, Electric Mansion Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025
Email: shivakumar@icraindia.com
Website: www.icra.in

CRISIL Ratings Limited
Address: Lightbridge IT Park, Saki Vihar Road, Andheri East, Mumbai, Mumbai - 400 072, Maharashtra, India
Email: crisilratingdesk@crisil.com
Website: www.crisilratings.com

REGISTERED & CORPORATE OFFICE

NIIF Infrastructure Finance Limited (NIIF IFL)
Registered Address: 3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
CIN: U67190MH2014PLC253944
Tel: 022-68591300
Email: info@niiffl.in
Website: www.niiffl.in



Ensuring Corporate Governance

i. AUDIT COMMITTEE

Name	Position	Status
Mr. Prashant Kumar Ghose	Chairperson	Independent Director
Mr. Ashwani Kumar	Member	Independent Director
Ms. Rosemary Sebastian	Member	Independent Director
Mr. Nilesh Shrivastava	Member	Non-Executive Director

ii. NOMINATION AND REMUNERATION COMMITTEE

Name	Position	Status
Mr. Ashwani Kumar	Chairperson	Independent Director
Ms. Rosemary Sebastian	Member	Independent Director
Mr. Nilesh Shrivastava	Member	Non-Executive Director

iii. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Name	Position	Status
Mr. Ashwani Kumar	Chairperson	Independent Director
Ms. Rosemary Sebastian	Member	Independent Director
Mr. Nilesh Shrivastava	Member	Non-Executive Director
Mr. Rajiv Dhar	Permanent Invitee	-

iv. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Name	Position	Status
Mr. Ashwani Kumar	Chairperson	Independent Director
Mr. Prashant Kumar Ghose	Member	Independent Director
Mr. Nilesh Shrivastava	Member	Non-Executive Director
Company Secretary	Permanent Invitee	-

v. RISK MANAGEMENT COMMITTEE

Name	Position	Status
Mr. Ashwani Kumar	Chairperson	Independent Director
Mr. Prashant Kumar Ghose	Member	Independent Director
Mr. Nilesh Shrivastava	Member	Non-Executive Director
Chief Executive Officer	Member	-
Chief Risk Officer	Member	-

vi. IT STRATEGY COMMITTEE

Name	Position	Status
Ms. Rosemary Sebastian	Chairperson	Independent Director
Mr. Prashant Kumar Ghose	Member	Independent Director
Mr. Nilesh Shrivastava	Member	Non- Executive Director
Chief Executive Officer	Member	-
Chief Risk Officer	Member	-
Chief Financial Officer	Member	-
Head IT/Chief Technology Officer	Member	-
Chief Information Security Officer	Permanent Invitee	-

vii. IT STEERING COMMITTEE

Name	Position	Status
Chief Executive Officer	Member	-
Chief Risk Officer	Member	-
Chief Compliance Officer & General Counsel	Member	-
Chief Business Officer	Member	-
Chief Financial Officer	Member	-
Head IT/ Chief Technology Officer	Member	-
Chief Information Security Officer	Permanent Invitee	-

viii. ASSET-LIABILITY MANAGEMENT COMMITTEE

Name	Position	Status
Chief Executive Officer	Chairperson	-
Chief Business Officer	Member	-
Chief Risk Officer	Member	-
Chief Financial Officer	Member	-
Director – Resources	Member	-

ix. CREDIT COMMITTEE

Name	Position	Status
Mr. Abhay Rangnekar	Chairperson	Independent Director
Mr. Nilesh Shrivastava	Member	Non-Executive Director
Chief Executive Officer	Member	-
Chief Business Officer	Member	-
Chief Risk Officer	Member	-
Chief Financial Officer	Member	-
Chief Compliance Officer & General Counsel	Permanent Invitee	-

Capitals Framework



Financial Capital

NIIF IFL continues to play a pivotal role in India's infrastructure financing ecosystem. Financial capital remains central to its mandate of channelling long-term, patient capital into commercially viable and sustainable infrastructure projects, underpinned by disciplined resource mobilisation, prudent AssetLiability Management (ALM), effective liquidity planning, efficient fund deployment and robust portfolio monitoring.

This financial discipline is reflected directly in asset quality. Supported by strong underwriting standards and a rigorous monitoring framework, NIIF IFL has maintained 0% Non-Performing Assets (NPA), underscoring its financial discipline and portfolio strength. Sustaining this performance depends on a well-structured approach to raising and managing capital, which this disclosure sets out.

This disclosure outlines NIIF IFL's debt capital strategy, covering liability management, calibrated diversification of funding sources, adoption of a broader range of capital market instruments, engagement with a diverse investor base and ongoing efforts to strengthen ALM practices. Building on this foundation, NIIF IFL's funding approach continues to evolve, with emphasis on prudent financial management, deeper engagement with domestic and international investors, and efficient capital deployment to support its infrastructure financing objectives.



Value Proposition to Bondholders

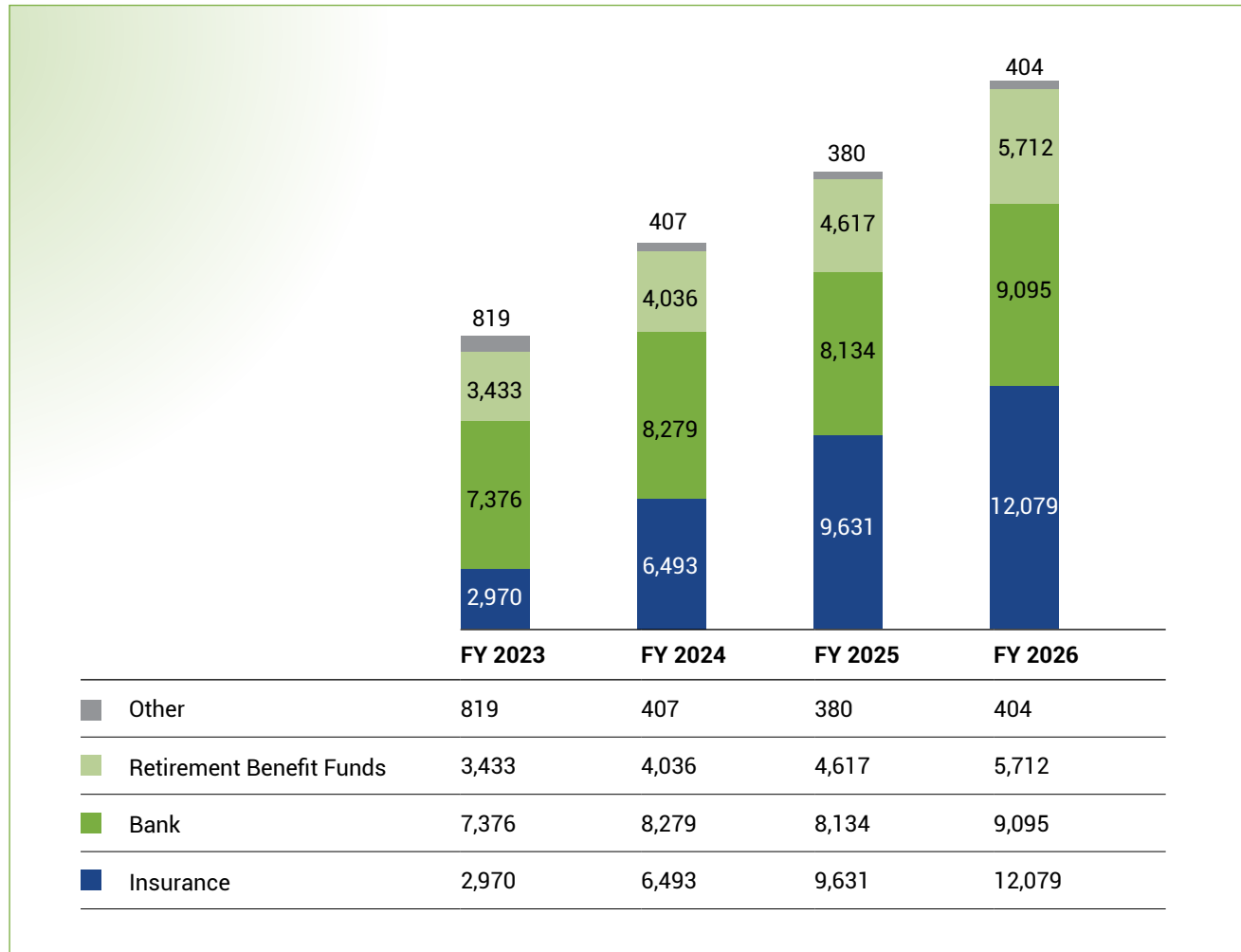
NIIF IFL offers bondholders a compelling proposition rooted in financial stability, asset quality, and public-purpose infrastructure impact. With a AAA rating from leading rating agencies (ICRA, CARE, and CRISIL) in India, NIIF IFL envisages to structure debt profile that aligns with infrastructure cash flows typically long-tenor, stable and predictable.

Bondholders Benefit from:

- 1** Strong governance, supported by experienced management
- 2** A low-risk portfolio of fully operational, cash-generating infrastructure assets
- 3** Rated AAA, with a track record of nil NPAs since inception in FY 2014
- 4** Instruments (NCDs, FRBs, Subordinated Debt, NCRPS and Public Bond Issuance) tailored to different risk-return preferences and term (5-20 years) structure
- 5** A consistent track record of well-matched Asset-Liability Management (ALM)
- 6** Regular investor engagement, including annual Bond Investor Conference

NIIF IFL's focus on transparency, ESG-aligned frameworks and disciplined credit underwriting adds to the assurance that bondholders seek in today's volatile market.

BORROWING DIVERSIFICATION: FY 2023-FY 2026 COMPARISON



All in ₹ crores, unless otherwise specified.

Key Inferences

1 Strong Growth in Insurance Participation

- The investment by Insurance companies has more than doubled from 20% in FY 2023 to 44% in FY 2026. This reflects rising institutional confidence in NIIF IFL's credit profile and alignment with their preference for long-term and stable instruments.

2 Stable Retirement Benefit Fund Allocation

- Participation by retirement and pension funds remains steady (~20–24%), showcasing NIIF IFL's alignment with conservative, long-term institutional mandates.
- Opportunity exists to deepen this channel further with tailored products and ESG-linked instruments for both insurance companies and retirement benefit funds.

3 Partnering with Banks

- NIIF IFL has engaged treasury trading desks and Primary Dealers (PDs) who actively create a secondary market for NIIF IFL's listed NCDs, enhancing market liquidity and investor confidence.
- **Syndicated deals:** Partnering with banks to structure and participate in large-scale, multilender transactions that support complex infrastructure projects.

This shift aligns with NIIF IFL's objective to optimise liability tenor, reduce cost of borrowing, and reach out to new set of investor class.

Future Outlook

1 Deepening Participation by Insurance Companies and Retirement Benefit Funds

- Given their rising share and long-tenor appetite, NIIF IFL will continue prioritising these investors with tailored, risk-adjusted instruments.
- Continued engagement via investor conferences and structured mandates.

2 Diversification of Products

- Instruments like External Commercial Borrowings (ECBs), Floating Rate Bonds (FRBs), Subordinated Debt, Non-Convertible Redeemable Preference Shares (NCRPS), will help NIIF IFL in diversifying its investor base like multilaterals, family offices and HNIs.
- Simplified structures, strong credit ratings, and liquidity-enhancing approach will be NIIF IFL's continued focus.

3 Channelising Multilateral Institutional Funds into Indian Infrastructure Financing

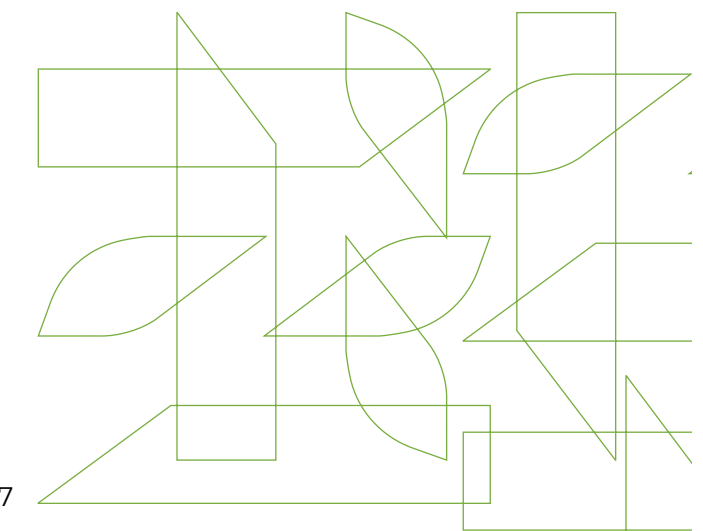
- New investor classes, like Multilateral institutions/development financial institutions and impact funds offer untapped pools of debt capital for NIIF IFL.
- This would be in alignment with the Government of India's objective of bringing in long-term foreign capital into sustainable Indian infrastructure financing.

4 Green and Impact-Focused Instruments

- With the adoption of sustainable financing framework, ESG-focused institutional and international investors may contribute to further diversification of investor class.
- Diversification of Liability Franchise.
NIIF IFL plans to broaden its liability franchise by leveraging a wider range of capital market and funding instruments in addition to its traditional plain-vanilla NCD borrowings. The objective is to diversify funding sources, expand the investor base, optimise the liability profile, and better align funding structures with NIIF IFL's Asset Liability Management (ALM) requirements.

Key Instruments:

- **Non-Convertible Redeemable Preference Shares (NCRPS):** Offer flexible repayment schedules, better post-tax yields, ideal for family offices and HNIs.
- **Floating Rate Bonds (FRBs):** Offer interest rate-linked returns, attracting institutional investors while enabling NIIF IFL to better match asset-liability profiles in a dynamic rate environment.
- **External Commercial Borrowings (ECBs):** Provide access to long-tenor global capital at competitive pricing, enabling NIIF IFL to diversify funding sources and support infrastructure lending at scale.
- **Pass-Through Certificates (PTCs):** Facilitate asset securitisation, enabling NIIF IFL to recycle capital efficiently while offering investors structured exposure to infrastructure loan cash flows.
- **Public Bond Issuance:** Broadens investor participation including retail investors, while providing NIIF IFL with a scalable and market-visible long-term funding platform.
- **Subordinated Debt (Sub Debt):** Strengthens capital buffers and enhances loss-absorbing capacity for NIIF IFL while offering investors higher-yielding long-term investment opportunities.
- **Partly Paid Debentures:** Enable long-term liability solutions for NIIF IFL and long-term investment solutions for insurance companies, resulting in better forecasting for both.



Major Achievements FY 2026

FY 2026 has been a landmark year for NIIF IFL across key investor engagement and capital management parameters.

Achievements Summary:

- Added 7 new private sector insurers in the prestigious list of investors in NCDs issued by NIIF IFL.
- Continued support from existing investors. ~20% of the money raised in FY 2026 was from investors who were new entrants.
- Maintained a well-matched ALM: average borrowing tenor of ~6 years.
- Continued to be rated AAA (Stable) by ICRA, CARE and CRISIL on a standalone profile with positive commentary on ALM, portfolio quality, risk and governance.
- Successfully conducted the 7th Bond Investor Conference:

- a. 150+ attendees
- b. Close to 90 institutions (both offline and online)



Channelising Non-Traditional Capital to India's Infrastructure: Supporting Customers with Lower Cost of Borrowing

1 Non-Convertible Redeemable Preference Shares ("NCRPS")

NIIF IFL continues to explore innovative financing avenues to deepen its impact on India's infrastructure financing landscape. One such key initiative is the planned issuance of Non-Convertible Redeemable Preference Shares ('NCRPS') a tax-efficient, non-traditional instrument that aligns with the Company's broader objective of delivering affordable, long-tenor and sustainable financing to infrastructure developers.

Benefits to Key Stakeholders:

As India targets ambitious infrastructure development over the next decade, NIIF IFL remains committed to being a catalyst for innovative capital mobilisation and delivering tangible benefits to all stakeholders involved.

Stakeholder	Benefits
Investors	➤ Higher post-tax returns. ➤ Portfolio diversification. ➤ Long-duration products with predictable payout structures.
Borrowers	➤ Lower borrowing costs, improved project viability, and enhanced financial ratios.
NIIF IFL	➤ Broader funding base (UHNIs, Family Offices, Wealth Funds, Multilateral and DFIs) ➤ Competitive pricing advantage. ➤ Greater resilience to market volatility ➤ Improved duration matching.
Government	➤ Increased capital flow to infrastructure. ➤ Support for national growth and development priorities.
Economy	➤ Boost in infrastructure buildout, job creation and long-term productivity gains.

2 External Commercial Borrowings ('ECBs')

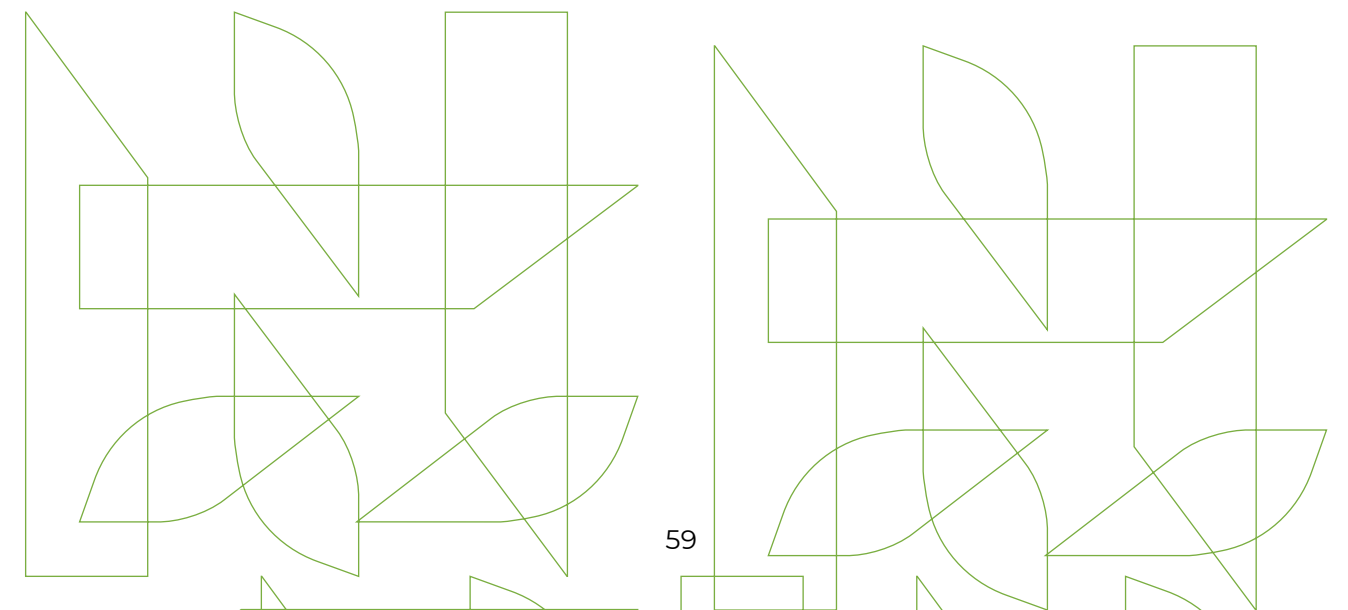
NIIF Infrastructure Finance Limited (NIIF IFL) is actively exploring the route of ECBs as part of its medium to long-term strategy to diversify funding sources and optimise its capital structure. NIIF IFL views ECBs as a promising channel in the context of India's evolving macroeconomic landscape and growing global investor interest.

Stakeholder	Benefits
Investors	➤ India is emerging as a high-priority investment destination. Sovereign wealth funds, multilateral lenders, and ESG-focused institutions are showing increasing interest in India's infrastructure story.
NIIF IFL	➤ Narrowing cost gap between ECBs and domestic borrowings makes ECBs viable for long-tenor infrastructure loans. ➤ Broadens lender base beyond domestic bond markets. ➤ Channels long-term foreign debt capital into Indian infrastructure.
Government	➤ Supports India's commitments under Conference of Parties (COP) agreements.
Economy	➤ Green and sustainability-linked ECBs can finance climate-resilient and environmentally sustainable infrastructure.

3 Floating Rate Bonds ('FRBs')

NIIF Infrastructure Finance Limited (NIIF IFL) is considering Floating Rate Bonds as a strategic funding avenue to broaden its investor base, enhance funding flexibility, and strengthen asset-liability management. Given the increasing demand for floating-rate instruments among institutional investors and the need for diversified long-term capital sources, FRBs offer NIIF IFL an opportunity to efficiently mobilise resources for infrastructure financing while mitigating interest rate risks.

Stakeholder	Benefits
Investors	➤ Floating-rate structure provides protection against rising interest rates ➤ Opportunity to participate in long-term infrastructure growth with attractive risk-adjusted returns
Borrowers	➤ Greater availability of financing products ➤ Customised funding structures aligned with project cash flows ➤ Improved access to long-tenor, flexible financing
NIIF IFL	➤ Diversifies the liability franchise ➤ Broadens investor base ➤ Strengthens presence in domestic bond markets through regular issuance
Government	➤ Deepens domestic capital markets ➤ Promotes innovative financing instruments aligned with infrastructure policy goals
Economy	➤ Channels long-term savings into productive infrastructure investments ➤ Contributes to economic growth, employment, and improved infrastructure quality



4 Public Bond Issuance

NIIF Infrastructure Finance Limited is considering public bond issuances as part of its long-term funding strategy to diversify its liability franchise, broaden its investor base, and strengthen its presence in the domestic capital markets. Public bond issuances would provide access to a wider pool of retail and institutional investors, enhance funding flexibility, and support the mobilisation of long-term capital for infrastructure financing. Establishing a presence in the public bond market is also expected to improve market visibility, create benchmark issuances, and support NIIF IFL's long-term growth objectives.

Stakeholder	Benefits
Investors	➤ Diversified fixed-income investment with exposure to long-term infrastructure development ➤ Enables broader public participation in financing critical infrastructure assets ➤ Retail investors gain access to India's infrastructure growth story through a regulated debt instrument
NIIF IFL	➤ Diversifies funding sources ➤ Broadens investor base beyond existing institutional lenders ➤ Strengthens market presence and brand recognition
Borrowers	➤ Increased certainty of funding ➤ Improved access to stable financing throughout market cycles
Government	➤ Supports the development of India's corporate bond market ➤ Encourages retail and institutional participation ➤ Facilitates private capital mobilisation towards national infrastructure priorities
Economy	➤ Channels household and institutional savings into productive infrastructure investments ➤ Strengthens capital market intermediation ➤ Supports economic growth, employment, and infrastructure creation

5 Pass through Certificates (PTCs)

NIIF Infrastructure Finance Limited (NIIF IFL) is evaluating the use of Pass-Through Certificates (PTCs) as a strategic tool to optimise Asset Liability Management (ALM), enhance balance sheet efficiency, and improve portfolio management flexibility. Through securitisation of eligible loan assets, PTCs would enable NIIF IFL to recycle capital, manage portfolio concentrations, and create additional lending capacity while maintaining a balanced asset profile. The use of PTCs is expected to support efficient balance sheet management, facilitate the redeployment of capital into new infrastructure projects, and strengthen NIIF IFL's securitisation capabilities.

Stakeholder	Benefits
Investors	➤ Access to diversified infrastructure-backed investment opportunities. ➤ Exposure to underlying cash flows from operational infrastructure assets. ➤ Access to asset-backed instruments with varying risk-return profiles.
NIIF IFL	➤ Enables capital recycling and balance sheet optimisation. ➤ Improves Asset Liability Management through active portfolio management. ➤ Frees up capital for new lending without waiting for loan amortisation. ➤ Facilitates management of portfolio concentrations and maturity profiles. ➤ Strengthens securitisation capabilities.
Borrowers	➤ Improved availability of financing as capital is recycled. ➤ Enhanced access to long-tenor financing. ➤ Greater capacity within NIIF IFL to support large-scale infrastructure transactions.
Government	➤ Supports development of India's securitisation and structured finance markets. ➤ Encourages private capital participation in infrastructure financing.
Economy	➤ Facilitates efficient recycling of capital into productive infrastructure investments. ➤ Deepens debt capital and securitisation markets. ➤ Supports economic growth through enhanced infrastructure investment.

6 Subordinated Debt

NIIF Infrastructure Finance Limited (NIIF IFL) is exploring the issuance of subordinated debt as part of its diversified capital structure strategy to strengthen its overall funding profile and support long-term infrastructure financing. Subordinated debt instruments would enhance NIIF IFL's capital base, improve regulatory capital adequacy metrics, and provide greater flexibility in managing its liability structure. This instrument is expected to complement existing funding sources by attracting long-term investors seeking higher-yielding instruments while reinforcing NIIF IFL's ability to scale its lending operations sustainably.

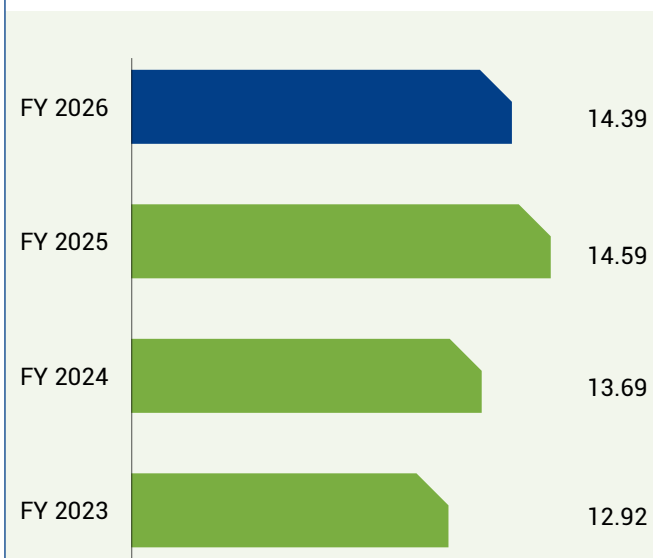
Stakeholder	Benefits
Investors	➤ Opportunity to invest in higher-yielding fixed-income instruments linked to a strong infrastructure-focused financial institution.
NIIF IFL	➤ Strengthens capital structure and improves capital adequacy. ➤ Diversifies funding sources and broadens investor base.
Borrowers	➤ Strengthened capital base enables greater lending capacity. ➤ Improved stability and continuity of financing support. ➤ Enhanced ability to undertake larger, longer-tenor infrastructure exposures.
Government	➤ Supports development of deep and diversified corporate debt and hybrid capital markets. ➤ Encourages long-term private capital mobilisation. ➤ Aligns with financial system deepening objectives.
Economy	➤ Enhances availability of long-term capital for infrastructure. ➤ Strengthens financial system stability through improved capital buffers. ➤ Supports efficient allocation of capital to productive infrastructure assets.



ANCHORED IN LONG-TERM, SUSTAINABLE INFRASTRUCTURE FINANCING

Tenor on Lending Side: Extending Project Viability

NIIF IFL has consistently extended its average maturities of loan assets each year:



These long-duration loans align with the typical life cycles of infrastructure assets like highways and renewable energy, ensuring debt tenure matches cash flow generation.

Tenor of Borrowings

NIIF IFL optimises its liability profile in line with the tenor of its lending portfolio to support effective Asset Liability Management (ALM), ensuring better alignment between asset cash flows and liability outflows.



By optimising its borrowing profile, NIIF IFL ensures stable, cost-effective liabilities to support its asset base.

Strategic Rationale: Asset-Liability Alignment

- **ALM discipline:** Matching borrowing profiles with its lending portfolio supports infrastructure financier's ALM.
- **Project viability:** Infrastructure projects often require 10-20 year horizons; by matching tenors, NIIF IFL supports feasible debt servicing.
- **Investor appeal:** NIIF IFL's AAA bonds attract long-term patient capital, while liability extension anchors sustainability.

Strategic Partnerships: NIIF IFL and NABARD Collaboration

In alignment with the Government of India's vision for sustainable development, NIIF Infrastructure Finance Limited (NIIF IFL) entered into a landmark Memorandum of Understanding (MoU) with NABARD to jointly accelerate investments in India's rapidly expanding green infrastructure market. This strategic alliance brings together NIIF IFL's specialised expertise in operational infrastructure, risk structuring and interest-rate-mitigating fixed-rate lending with NABARD's scale, rural reach and deep developmental heritage.

Building on this combined strength, the partnership looks beyond traditional wind and solar power to address the financing needs of high-growth, climate-positive sectors, including green logistics, sustainable warehousing, green data centres, e-waste management and water treatment systems.

By bringing together these complementary institutional strengths, NIIF IFL reinforces its commitment to delivering larger, more stable financing solutions that drive environmental sustainability and inclusive growth across the nation.





Infrastructure Capital

Infrastructure Capital represents the portfolio of infrastructure assets and systems that we support through our financing, spanning renewable energy, roads, airports, ports and logistics, transmission, digital connectivity, data centers, and healthcare infrastructure. As an Infrastructure Debt Fund–Non-Banking Financial Company (IDF-NBFC) sponsored by the National Investment and Infrastructure Fund (NIIF), we finance operating infrastructure assets across India, enabling their continued operation, resilience and contribution to economic, environmental, and social outcomes.

This Infrastructure Capital is built on structuring expertise, disciplined credit appraisal and a robust Environmental and Social (E&S) risk framework benchmarked to the IFC Performance Standards. Working closely with sponsors, co-lenders and rating agencies, we design financing solutions that improve the bankability of infrastructure assets, even where conventional asset security is limited.

This approach came to the fore in FY 2026, as we entered the roads sector, refinancing five operational road projects following regulatory changes by the RBI and CBDT, while continuing to strengthen borrower credit profiles through innovative structuring across our renewable energy portfolio.

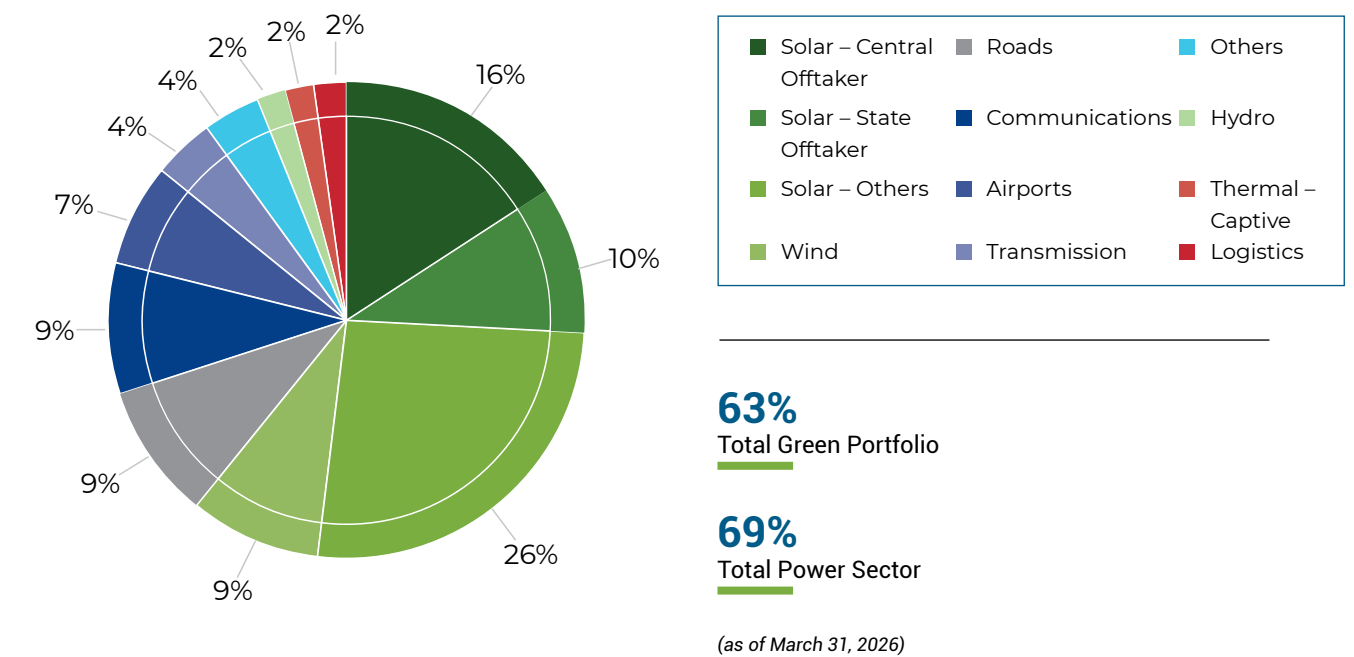


Our Portfolio

The Table Below Summarises The Key Parameters of our Infrastructure Financing Portfolio as of March 31, 2026.

Metric	FY 2026
Number of Borrowers	250
Outstanding Loan Book (₹ crores)	31,782
Green Portfolio (% of loan book)	63
Power Sector (% of loan book)	69
Renewable Power Capacity Financed (GW, cumulative)	12.3
Green Power Generated (million units)	15,305
Highway Financed (lane km)	3,021
Annual Passenger Car Units Served by Highways Financed (million)	47.7
Airport Passenger Traffic Supported (million)	154
Digital Infrastructure Financed (MW/Data Centre capacity)	250
Power Transmission Lines Financed (km)	1,067
Employment Supported through Portfolio Companies	~13,861

Portfolio Diversification by Sector



Strengthening Credit Profiles Across Our Portfolio

During FY 2025 and FY 2026, we disbursed approximately ₹18,000 crores across multiple borrowing structures. Of this, a rating-change analysis covering 53 Special Purpose Vehicles (SPVs) across 11 corporate groups, aggregating approximately ₹3,557 crores, showed a change in external credit rating following NIIF IFL's financing structure

Our cash pooling structures enabled the aggregation of cash flows across multiple projects, reducing concentration

risk and providing greater comfort for debt structuring. Extended tenors and fixed-rate loans further mitigated refinancing and interest rate risks.

These structures supported improvements in the credit profiles of selected borrower portfolios. Rating movements ranged from the BBB/A category to AA/A+.

Corporate Group	SPVs Financed	Amount Disbursed (₹ crores)	Prior External Rating (range)	Current External Rating (range)
Ampin	6	509	BBB+ to A (mixed agencies)	AA-
Avaada	3	188	A-	A
Cleanmax	4	93	BBB+	A- / A
Radiance	9	243	A-	A
Fourth Partner	15	689	BBB+ / A-	A
Neo Energy	6	259	BBB / BBB+ / A+	AA-
Inox	9	477	A-	A+
Masaya	1	1,100	BBB+	A
Total	53	3,557		

Expanding Our Footprint in the Roads Sector

The Reserve Bank of India (RBI)'s revised Infrastructure Debt Fund (IDF)-NBFC framework, issued in August 2023, made tripartite agreements optional for refinancing of Public-Private Partnership (PPP) road projects, removing a requirement that had previously constrained execution due to dependence on authority approvals. This was followed by changes to tax rules by the Central Board of Direct Taxes (CBDT) in February 2025. Together, these developments expanded our addressable opportunity set in the roads sector, while increasing reliance on transaction structuring and the strength of concession agreements for lender protection.

This regulatory relaxation enabled us to refinance five operational road projects aggregating over ₹ 2,000 crores, representing approximately 20% of our total disbursements during FY 2026, against nil road-sector disbursements in FY 2025. This included our largest single disbursement of the year – ₹1,200 crores to Vijayapura Tollways Private Limited (IJM Group), for refinancing the borrower's existing debt. This growth in the roads sector is also a contributing factor to the change in our sector-wise portfolio composition and the decline in Green Portfolio share from 65% to 63% between FY 2025 and FY 2026.

We mitigated risk through robust cash flow controls, including Trust and Retention Account (TRA)/escrow mechanisms and Debt Service Reserve Account (DSRA) provisions, reliance on concession-backed rights such as termination and substitution, and calibrated exposure limits with portfolio diversification.



Financing Distributed Renewable Energy Portfolios

We finance portfolios of distributed solar generation assets, including rooftop and behind-the-meter projects spread across multiple states, sponsors and offtakers, where other infrastructure lenders have stayed away.

During FY 2026, we financed two such portfolios: Fourth Partner Energy (FPEL), covering approximately 318 megawatt-peak (MWp) across 20 states, and Inox Neo Energies, covering approximately 188 MWp across 14 states. Both portfolios operate under long-term Power Purchase Agreements (PPAs) of 10 to 25 years with their respective offtakers.



Parameter	Fourth Partner Energy	Inox Neo Energies
Facility amount (₹ crores)	780	508
Capacity financed (MWp)*	~318	~188
Number of Special Purpose Vehicles (SPVs)	24	12
Number of projects	~556 rooftop and behind-the-meter projects	~76 ground-mounted and rooftop projects
Geographic reach	20 states	14 states
Offtaker base	~170 diversified industrial and commercial offtaker groups	~69 diversified commercial and industrial offtakers, majority rated A or above

*A megawatt-peak (MWp) measures the maximum power output of a solar installation under standard test conditions.

Key Challenge:

Aggregating, monitoring and enforcing cash flows across geographically dispersed and operationally fragmented portfolios with diverse counterparties, given the limited availability of traditional asset security.

Financing Solution:

We structured cash-flow-driven, covenant-led facilities for both portfolios, using portfolio-level cash flow pooling, enforced deleveraging through cash sweep and debt resizing mechanisms, and downside protection via sponsor-backed put options and mandatory prepayment triggers. This contractual cash flow control, together with contingent sponsor support, substituted for traditional asset security, making both transactions bankable.

For the Inox Neo Energies portfolio in particular, this structure supported cash-flow visibility and reduced counterparty risk, delivering a consolidated Debt Service Coverage Ratio (DSCR) of 1.19x and a Loan Life Coverage Ratio (LLCR) of 1.21x.

GRI 203-1

Diversifying into new infrastructure sub-sectors

Beyond renewable energy and roads, we continue to broaden our sectoral footprint into ports and logistics, and healthcare infrastructure – sectors that require differentiated structuring approaches given their distinct cash flow, regulatory and competitive characteristics.



Visakha Container Terminal Private Limited – Ports and Logistics

Transaction background

We financed Visakha Container Terminal Private Limited (VCTPL), which operates two container terminals and one container freight station at Visakhapatnam Major Port.

Key challenge

Approximately 90% of the cargo handled at the container terminals is export-import in nature, exposing container volumes to volatility arising from factors affecting cross-border trade. Additional container terminal capacity being planned along the east coast of India is intensifying competition for volumes. Tariffs at the terminal also continue to be regulated by the Tariff Authority for Major Ports (TAMP), which limits tariff-setting flexibility relative to certain competing terminals.



Financing Solution

We conducted thorough due diligence of container traffic at the terminals, including an evaluation of historical traffic, commodity mix, customer mix, hinterland connectivity, cluster analysis, and tariff-setting flexibility. Our debt structuring aligned VCTPL's debt service obligations with project cash flows while building in sufficient cushion to navigate business uncertainties. We also engaged third parties to assess competitive intensity from nearby ports and the adequacy of insurance coverage to manage financial exposure arising from climate-related physical risks associated with the project's location.

Benefits

The structure improved the credit profile of the project on a standalone basis, with minimal dependence on promoters or port authorities, while supporting the terminal's continued operation.

Marengo Asia Healthcare – Healthcare Infrastructure

Transaction Background

We provided an innovative financing solution to Marengo Asia Healthcare Private Limited (MAHPL), a specialty hospital based in Ahmedabad, structuring debt servicing around the hospital's cash flow profile.

Key Challenge

Competition from several large hospitals, geographical concentration risk, an intensive regulatory environment, and volatility in cash flows relative to other infrastructure assets.



Financing Solution

To address cash flow volatility and standalone geographical concentration risk, we structured the debt with back-ended repayment and a built-in accelerated deleveraging mechanism (cash sweep) that increases after a defined period; permitted indebtedness at the consolidated level, capping overall debt through a financial covenant; and secured a corporate guarantee from subsidiaries to mitigate geographical concentration risk.

Benefits

The structure improved the project's overall credit profile by linking debt servicing to actual cash generation, with accelerated deleveraging during periods of stronger cash generation. This alignment between cash flows and debt servicing mitigates default risk.

Client Appreciations

The strength of our Infrastructure Capital lies not only in the structures we build, but in the long-term relationships we maintain with our clients and partners. We share below excerpts of appreciation received from our clients on completion of transactions during the year.

Vijayapura Tollways Private Limited (IJM Group)



We are thankful for your unconditional support in successfully closing the transaction. We look forward to continuing the relationship with NIIF for any future opportunities."

– Vijay V (CFO)

Inox Neo Energies



We extend our sincere appreciation to the entire team for the successful conclusion of the transaction. Excellent work and a big thank you to all of you for relentlessly pursuing and completing this transaction."

– Kishan Kanodia (Head, Banking & Finance),



Bangalore International Airport Award



Intellectual Capital

NIIF IFL's Intellectual Capital is anchored by our highly experienced infrastructure finance team and our commitment to continuous professional development. It encompasses our sector expertise, financing and structuring capabilities, credit appraisal and risk assessment methods, digital systems, cybersecurity, and the way we manage and share knowledge across the organisation, together enabling us to finance infrastructure assets that are increasingly complex and constantly evolving.

This capability is built on the strength of our people. NIIF IFL's management team consists of seasoned professionals with over ten decades of combined experience in infrastructure financing, spanning engineering, finance, law, technology, Environmental, Social and Governance (ESG), and infrastructure sectors including renewable energy, roads and highways, airports, telecommunications, logistics and data centres.

This depth of experience is reinforced by rigorous, data-driven analysis. For instance, we use approximately 15–20 years of satellite-derived resource data for wind and solar resource-risk assessment as part of our renewable energy financing due diligence.



Key Initiatives

1 Digital Initiatives

Enterprise Platform (SAP S/4HANA)

We operate SAP S/4HANA as our enterprise resource planning (ERP) platform, providing an integrated and robust technology foundation that supports key business functions across lending, borrowing, treasury operations, finance, accounting and regulatory compliance. By consolidating critical business processes onto a unified platform, we have strengthened process standardisation, enhanced operational resilience and improved the overall efficiency of our operations.

Building on this foundation, the platform facilitates seamless data flow across finance and operations, reducing manual intervention, improving reconciliation accuracy and strengthening internal controls across the transaction lifecycle. Its embedded automated workflows further support faster processing, improved turnaround times and greater operational discipline, contributing to enhanced productivity.

Together, these capabilities reinforce NIIF IFL's focus on operational resilience, process efficiency and long-term growth, while supporting our commitment to strong governance and stakeholder value creation.

Asset Liability Management and Treasury Management System

As part of our ongoing commitment to strengthening financial risk management, liquidity planning and treasury governance, we have operationalised an integrated Asset Liability Management (ALM) and Treasury Management System. This implementation marks a significant milestone in our transformation journey, enhancing our ability to manage balance sheet risks effectively while supporting prudent financial decision-making.

Building on this foundation, the solution has strengthened our treasury operations by improving the management of borrowings, investments, liquidity deployment and funding strategies through enhanced visibility and control. Centralised data management, automated processing workflows and advanced reporting capabilities have reduced our operational dependencies, improved data accuracy and enhanced the timeliness of critical treasury and risk management information.

Together, these advances reinforce our commitment to technology-enabled controls and best practices in risk management, strengthening our overall financial resilience and operational effectiveness.

2 Automation Initiatives

Integrated Portfolio Monitoring

We are progressing towards the development of an integrated portfolio monitoring capability, aimed at providing a unified view across financial, operational and risk parameters. This initiative is expected to further enhance portfolio oversight, support early identification of emerging risks and strengthen management reporting.

Upon implementation, the platform is expected to significantly improve our ability to monitor and assess the performance of our lending portfolio across various dimensions, including asset quality, exposure concentrations, covenant compliance, operational performance, risk trends and key financial indicators.

Building on this, the Integrated Portfolio Monitoring framework is expected to substantially enhance our management reporting through real-time dashboards, advanced analytics and data-driven insights. These capabilities will enable senior management to make more informed strategic and operational decisions, while improving the effectiveness of our governance and oversight mechanisms.

Automation continues to be embedded across our technology landscape. Within the Enterprise Platform, automated workflows have reduced manual intervention, improved reconciliation accuracy and strengthened internal controls across the transaction lifecycle, while supporting faster processing and improved turnaround times.

Our Asset Liability Management and Treasury Management System similarly relies on automated processing workflows and centralised data management to reduce operational dependencies and improve the accuracy and timeliness of treasury and risk information. On the security side, we have deployed automated, real-time vulnerability scanning across our entire IT infrastructure, shortening the window of exposure to potential threats.



3 Key Cybersecurity Initiatives and Controls Implemented

Accelerating Digital Resilience: Our Transition to Zero Trust Architecture

In an era defined by sophisticated cyber threats and a hybrid workforce, safeguarding our corporate assets and associated data is paramount to protecting shareholder value. Over the past fiscal year, we accelerated our transition away from perimeter-based security models towards a modern Zero Trust Architecture, moving our defence framework from 'implicit trust based on location' to a strict model of 'trust, always verify'.

This shift ensures that authenticated users are securely connected only to the specific digital tools required for their roles, preventing lateral threat movement across our infrastructure. By keeping our internal applications entirely invisible on the public internet, we have also minimised our exposure to external discovery and cyberattacks.

Complementing this architecture is our commitment to continuous vulnerability assessment. Rather than relying on static, periodic snapshots of our IT infrastructure, we have deployed automated, real-time scanning across our entire IT environment, shortening the window of opportunity for bad actors and enabling our IT team to prioritise and remediate critical security gaps immediately.

Together, these measures mitigate systemic operational risk, ensure continuous compliance with evolving data regulations, and provide a frictionless digital experience that empowers our workforce to remain secure, agile and productive.



Human Capital

Our people remain central to the organisation's long-term growth and institutional resilience. We are committed to building a high-performing, inclusive and values-driven workplace by strengthening leadership, nurturing talent and creating opportunities for employees to grow alongside the organisation.

Through structured people practices, employee-centric policies and a balanced approach to learning, performance and well-being, we enable our workforce to adapt to evolving business priorities while delivering sustained value to stakeholders.

Our culture is anchored in our core values, represented by ASPIRE. These values guide conduct, decision-making and stakeholder engagement, providing a common foundation for responsible and principled business practices. Transparent performance management practices aligned with strategic objectives and Key Performance Indicators (KPIs) reinforce our meritocratic culture. This enables timely recognition of achievements, encourages accountability, and supports continuous improvement across the organisation.

GRI 3-3



Luncheon at Taj Lands End, Bandra, Mumbai on the occasion of Diwali

Learning and Capability Building

Skill enhancement and capability building continued to be our key priorities during the year as we expanded our learning and development interventions with a focus on functional expertise, leadership capability, risk awareness and regulatory understanding.

As part of our continuous learning agenda, we introduced the 'Expert Hour' series, a platform through which industry specialists from diverse sectors shared insights, experiences and best practices. These interactive sessions broadened employees' understanding of emerging industry trends and enabled meaningful engagement with external thought leaders.

During the year, we delivered about 1,004.5 training hours across functional, technical and behavioural domains, reinforcing our commitment to developing a future-ready workforce.

We also conducted specialised workshops on risk management and regulatory compliance to strengthen employee understanding of key obligations, enhance risk awareness and embed responsible decision-making in day-to-day operations.

Through these initiatives, NIIF IFL continued to encourage employees to undertake transformative projects that enhance capability, improve effectiveness and contribute to sustained performance.

14.6

Employee Average Training Hours

14.4

Male Average Training Hours

14.9

Female Average Training Hours

GRI 404-1, 404-2, 405-1

Diversity, Equity, and Inclusion

We continue to deepen our commitment to Diversity, Equity and Inclusion by fostering a workplace where employees feel respected, valued and empowered to contribute meaningfully. With a focus on building an inclusive culture, we strive to promote equal opportunity, encourage diverse perspectives and foster a sense of belonging.

This commitment translated into targeted initiatives during the year supporting the development of women employees, including programmes focused on professional growth, flexible work arrangements for new mothers, conscious hiring practices to improve representation, and efforts to strengthen gender balance across teams, functions and levels. We also celebrated occasions such as Women's Day and Mother's Day to recognise the contributions and achievements of women within the organisation.

Alongside these initiatives, ensuring a safe and respectful workplace remains a priority at NIIF IFL. We conduct regular Prevention of Sexual Harassment (POSH) training sessions to reinforce awareness, strengthen compliance and uphold expected standards of workplace conduct.

During the year, we continued to uphold our Vision Statement on Diversity, Equity and Inclusion: "Our organisation celebrates diversity, consistently fosters inclusivity and respect for all, resulting in a happy and empowered workforce."



Seed sowing activity on the occasion of World Environment Day.

People Highlights in FY 2026

37 years reflecting a balanced mix of experience and new talent

Average age of Employees

16.3%

Employee Turnover

20.7%

Employee Hire Rate

1,004.5 hours

Total hours dedicated to employee training

14.6 hours

Average training hours per employee

69

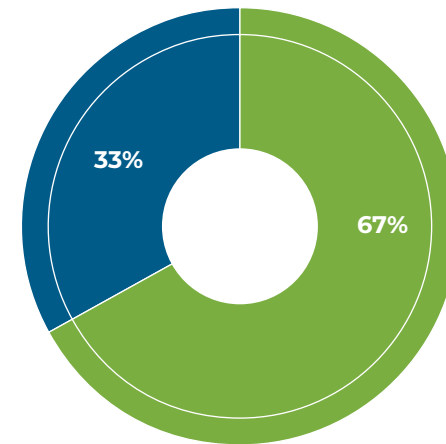
Total employees

7

Non-FTEs

Workforce Demographics

Gender Diversity



Male Employees
Female Employees

Diversity by Age

Age Categories	FY 2026
<30 years	13
30–50 years	49
>50 years	7
Total	69

GRI 405-1, 2-7, 2-8, 401-1, 404-1



NIIF IFL's senior management completed an expedition in Bhutan

Empowering Employee Well-Being and Motivation

During the year, employee well-being remained an important pillar of our people strategy. We supported employees through a range of wellness initiatives, including emergency assistance, doctor consultations, preventive health check-ups, health camps, wellness workshops and personalised support during times of need.

To foster a sense of belonging and interpersonal connections, we hosted offsites, outbound programmes and town halls. These forums enabled employees to engage beyond routine work interactions, build trust and strengthen collaboration across teams.

Workshops such as 'Finding Your Rhythm – Movement and Mindfulness' encouraged self-reflection, enhanced self-awareness and supported mental well-being, while promoting healthy work-life integration.

As part of our continuous improvement approach, we conducted the annual culture survey to understand employee perceptions of organisational culture. Insights from the survey helped identify cultural strengths and areas for improvement, leading to an organisation-wide improvement plan developed in collaboration with employees.

Further reinforcing our meritocratic philosophy, we launched a structured '**Reward and Recognition Programme**' aligned with our core values and business objectives. The programme recognises exemplary performance and behaviours that reflect organisational values, ensuring that achievements are acknowledged in a timely and meaningful manner.

Talent Acquisition and Workforce Planning

Talent acquisition remained a strategic priority during the year, with continued focus on attracting, assessing and onboarding new talent aligned with our values, business priorities and long-term growth agenda. Our hiring approach emphasised capability, cultural alignment, diversity and future readiness.

To support this, we strengthened our recruitment processes through structured interviews, role-based evaluation, timely stakeholder engagement and an enhanced focus on candidate experience. These efforts supported the development of a strong talent pipeline and ensured that the right capabilities were available to meet evolving business requirements.

Age Group	New Hires FY 2026
<30	3
30–50	10
>50	1
Total	14
Hiring Rate	20.7%

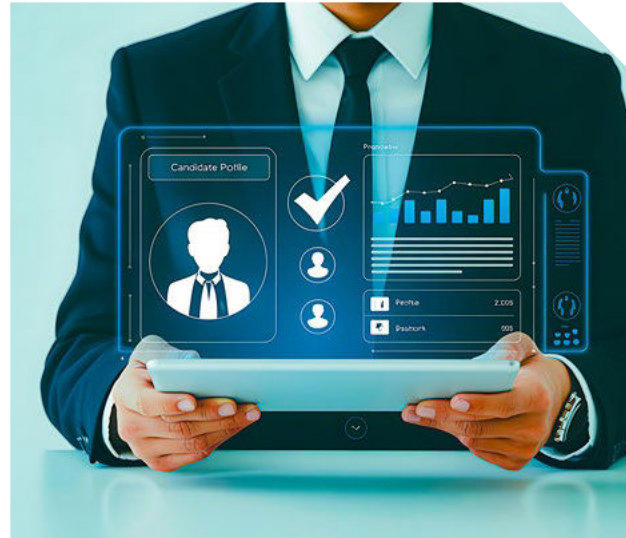


NIIF IFL team at offsite in Bhutan

Digital HR Platform

To enhance operational efficiency, improve data integrity and support informed decision-making, we migrated to a new Human Resources Management System. The platform was introduced to streamline key HR processes, improve automation and provide employees with a more engaging, user-friendly and informative interface.

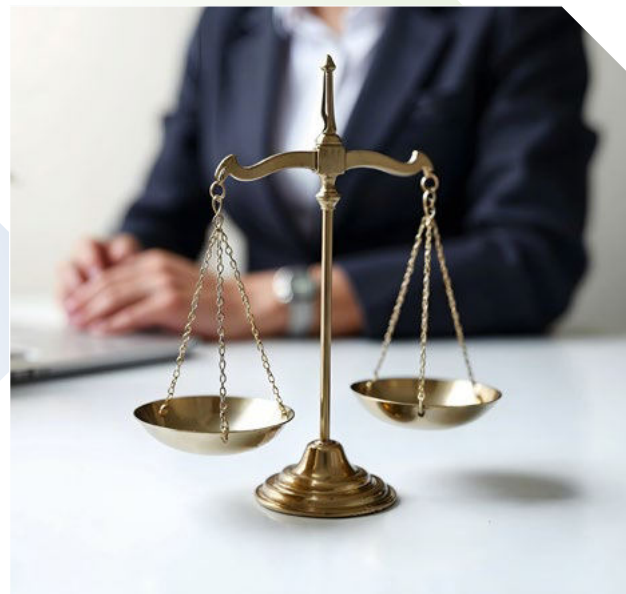
Digital transformation remains an ongoing priority, and we continue to enhance our system capabilities, improve user experience and drive greater efficiency across our HR functions.



Risk, Compliance, Ethics, and Integrity

Risk awareness, compliance, ethics and integrity remain integral to our operating philosophy. Integrity, one of our core values, guides conduct, decision-making and stakeholder engagement, ensuring that ethical behaviour remains central to our business operations.

During the year, we conducted regular awareness programmes and specialised workshops on risk management, regulatory compliance, ethics and workplace conduct, helping employees understand expected standards of conduct and reinforcing the importance of ethical behaviour in day-to-day work. These initiatives, together with robust policies and consistent communication, strengthened accountability and reinforced a culture of integrity and compliance across the organisation.



Employee Engagement Highlights

During the year, we continued to strengthen employee engagement through a structured calendar of initiatives spanning leadership communication, wellness, CSR activities, celebrations, team bonding and awareness-building. These initiatives enabled employees to connect beyond day-to-day work, stay informed about organisational priorities and participate in activities that promoted belonging, collaboration and a positive workplace culture.

Employees participated in town halls, strategy discussions, wellness interventions, festive celebrations, CSR initiatives and informal engagement forums during the year. Together, these activities strengthened communication, reinforced organisational values and created shared experiences across teams.



Key Engagement Initiatives during FY 2026

The engagement calendar for FY 2026 included multiple touchpoints that supported transparent communication, employee well-being, team bonding, social responsibility and cultural celebrations:

Theme	Employee Engagement Activities
 Pre-Strategy Meet at Amby Valley	➤ Pre-Strategy Meet ➤ Town Halls on Business Updates ➤ Appraisal Timelines ➤ LTIP and Appraisals ➤ NIIF Chairman's Address ➤ Leadership Change Discussion ➤ Coffee Chat
 Wellness and Health Awareness	➤ Wellness Wednesday ➤ Doctor on Campus ➤ Yoga Day ➤ First-aid and CPR Workshop ➤ Digital Fitness Analysis Camp ➤ Visit Health Care Application Awareness ➤ Diabetes Awareness Session
 CSR and Environmental Responsibility	➤ World Environment Day Awareness ➤ Earth Day Engagement ➤ Mangrove Clean-Up Activity, ➤ Plastic Pollution Awareness Mailer ➤ Joy of Giving: Flood Relief Donation Drive
 Employee Engagement and Team Bonding	➤ Coco Break - A Rainy Day, Coffee and Conversation ➤ Team Lunches ➤ Traditional Day Lunch ➤ Informal Employee Connection Activities
 Celebrations and Milestones	➤ Independence Day Celebration ➤ Navratri Celebration ➤ Diwali Team Lunch ➤ NIIF IFL 10-Year Completion Celebration
 Diversity, Equity and Inclusion (DEI) Awareness	➤ Interactive DEI quiz on WhatsApp to build awareness and encourage participation

Glimpses of our Engagement Calendar for FY 2026



Social and Relationship Capital

At NIIF IFL, we have consistently believed that business growth and profitability must go hand-in-hand with our responsibility towards society. Guided by this belief, we continue to invest in CSR initiatives in proximity to our portfolio projects by leveraging strategic partnerships and institutional networks.

During FY 2026, our CSR initiatives focused on strengthening healthcare infrastructure, promoting inclusive and technology-enabled education, enabling rural development through community infrastructure, and supporting environmental sustainability through improved access to safe drinking water.

Designed to address critical local development needs, these initiatives create measurable and long-term social impact contributing towards healthier, more resilient and empowered communities across India.



Board's visit to Tata Memorial Centre, Guwahati, Assam.

₹8.8 crores³¹
Total Amount Spent

73,800+
Total CSR Beneficiaries

12
Total Number of CSR Projects

18%
Employees Participated in CSR Activities

11
Total Community Partners

NIIF Infrastructure Finance Limited Social Capital–FY 2026



Promoting Healthcare

52%



Beneficiaries of Intervention, Beneficiaries of Emergency Medical Care Services and Hospitals Upgraded, among others.



Promoting Education

16.50%



Schools Supported, Students Impacted, Digital Classrooms Created, among others.



Environmental Sustainability

11.50%



Clean Drinking Water Set Up, Beneficiaries Covered, among others



Rural Development

15%

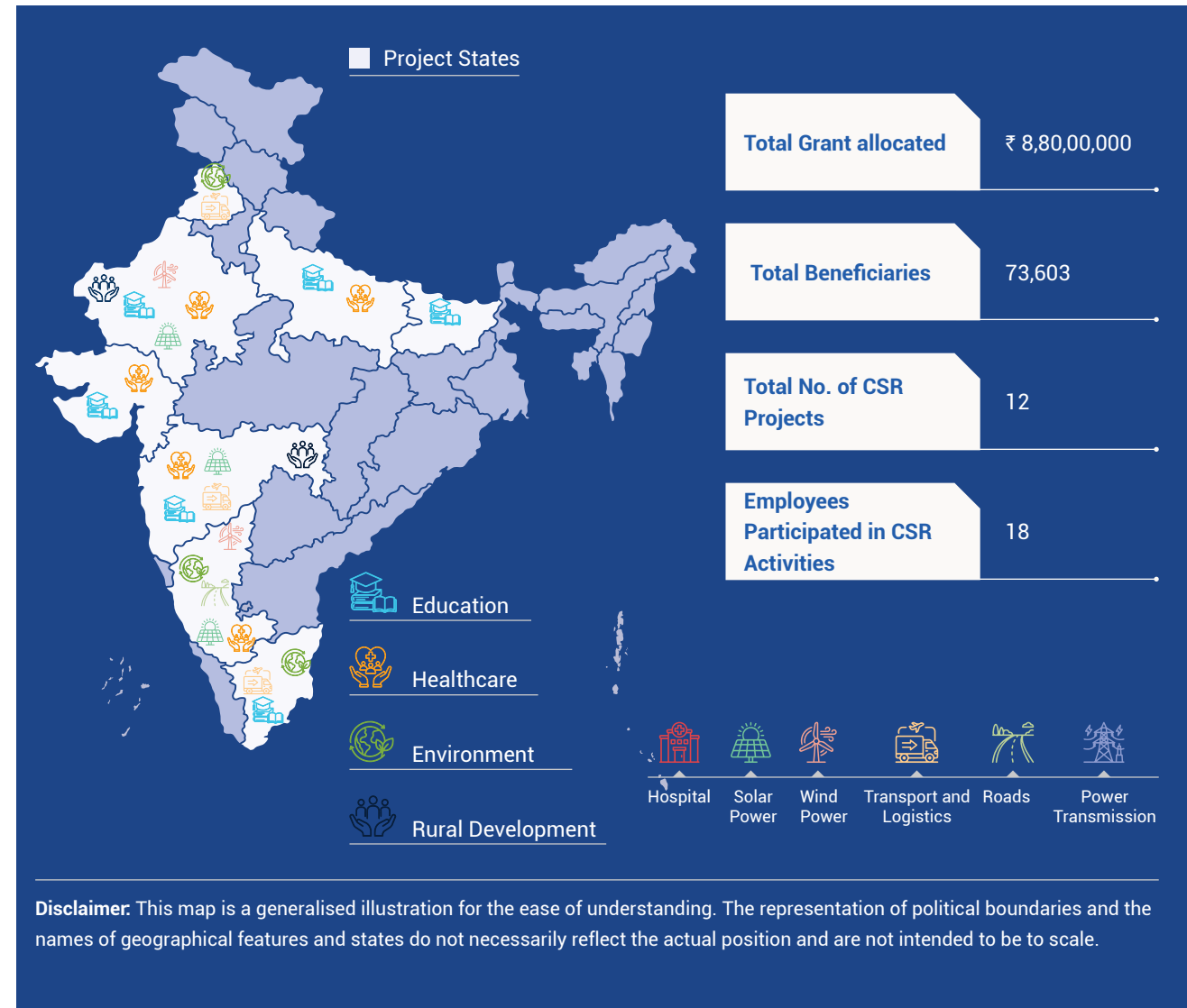


Clean drinking water setup established in villages and beneficiaries covered



NIIF Infrastructure Finance Limited Social Capital - 1 Year at a Glance

Geographic Reach in the Past 1 year:



Contribution towards Healthcare

01 Access to quality healthcare facilities, including eye care, for rural communities in Rajasthan through installation of advanced healthcare equipment at GRAVIS Hospital

Challenge:

Rural Rajasthan faces major gaps in healthcare access. The Thar region has one of the highest rates of preventable blindness in India, caused by untreated cataracts, diabetic retinopathy, and refractive errors. Communities also face high maternal and infant mortality rates, especially in the interior geographical regions. For many families, basic healthcare is out of reach as village-level services are limited. People often travel long distances for even simple treatments, losing valuable daily wages and sometimes delaying required medical care until conditions worsen.

Our Role:

NIIF IFL partnered with Gramin Vikas Vigyan Samiti (GRAVIS) to strengthen essential healthcare and eye care services for rural communities in the Thar region of Rajasthan. The project focused on improving the medical facilities at GRAVIS Hospital in the Tinwari block of Jodhpur, an area where villagers often struggle to access reliable and affordable treatment.

Under the project, we supported the upgradation of GRAVIS Hospital by installing key medical equipment, including a

phaco machine for cataract surgeries, an autorefractometer for accurate eye assessments, a silent generator to ensure uninterrupted power during surgeries, and an ambulance to support emergency transportation for patients, especially in pregnancy-related emergencies or accident cases. The project helped the hospital provide safer, faster, and more dependable medical services in that specific geographic region.

Details of Community Partner:

GRAVIS, established in the year 1983 under The Rajasthan Societies Registration Act (1958), is a not-for-profit organisation working towards the rehabilitation of the drought-affected and marginalised rural communities in the Thar region of Rajasthan. Till date, GRAVIS has worked in more than 2,000 villages in 10 districts of Rajasthan, Uttar Pradesh and Uttarakhand. It is one of the oldest in the region providing free-of-cost treatment to the rural population of Rajasthan through GRAVIS hospital. Along with Outpatient Department (OPD) and surgery facilities, medical outreach programme is considered as one of the core services of the hospital which enables them to reach out to the remotest and hard-to-access areas of Thar region.

Beneficiary Details: This initiative has benefited around 10,000 patients, supporting individuals and families from low-income and rural backgrounds across the region.

02 Enabling access to quality eye care for rural communities in Surat and surrounding districts through installation of surgical equipment to perform eye surgeries

Challenge:

In Gujarat, cataract and other avoidable eye conditions continue to be major health challenges. Various government assessment initiatives highlighted that Surat district has a particularly high rate of treatable visual impairment and preventable blindness.

Rural and tribal communities in the region often lack access to advanced eye care facilities and surgical equipment, resulting in delayed diagnosis and treatment. This gap increases the risk of long-term disability affecting the overall quality of life of vulnerable families.

Our Role:

To address this need, NIIF IFL partnered with Divyajyoti Trust to strengthen the surgical and diagnostic facilities at Tejas Eye Hospital in Surat.

Under this initiative, we supported the installation of key surgical equipment including a phaco machine, an operating microscope, and an autorefractometer, enabling the hospital to perform advanced cataract and retina surgeries. The objective of the project was to ensure that tribal and rural communities in Surat and nearby districts can access high-quality, affordable, and timely eye care services. The upgraded infrastructure allowed the hospital to expand its reach and improve treatment outcomes for patients with avoidable blindness.



Details of Community Partner:

Divyajyoti Trust, a 15-year-old organisation, provides high-quality eye care at zero or subsidised cost to underserved communities across South Gujarat. Tejas Eye Hospital, a 100-bed facility run by the Trust, is a leading provider of eye care services such as cataract surgery, diabetic retinopathy treatment, and community-based rehabilitation for people with incurable blindness.



Beneficiary Details: Approximately 1,500 patients undergoing surgeries have benefited from this initiative.

03 Enabling primary healthcare in the remote and hard-to-access border areas of Jaisalmer district, covering Border Security Force (BSF) personnel and villagers through installation of 'Health Automated Teller Machines' (Health ATMs) in multiple BSF units of Jaisalmer, Rajasthan

Challenge:

Rajasthan, particularly the border areas of Jaisalmer, faces several medical challenges due to difficult terrain and lack of healthcare facilities. The border area is highly remote, and primary healthcare services are still considered a challenge resulting in the unavailability of prompt medical care for the local villagers and BSF personnel. Even for basic medical assessments, patients often have to travel to Jaisalmer city, a journey of approximately 2–3 hours, delaying the overall healthcare process.

Our Role:

NIIF IFL, in partnership with Manav Vikas Sanstha, took an important step towards improving access to basic healthcare in the remote border areas of Jaisalmer, Rajasthan.

Under this initiative, Health ATMs were installed at nine locations, including BSF border outposts and a sector hospital in Jaisalmer. These Health ATMs helped in early detection of more than 45 common health problems by providing end-to-end basic health check-ups. This initiative ensured that the beneficiaries get a timely diagnosis and immediate basic care. In cases of serious illness or emergencies, patients can also be referred quickly to hospitals in nearby cities.

Beneficiary Details: The project has made a meaningful difference by reaching over 8,062 beneficiaries, including both BSF personnel and local villagers.

Details of Community Partner:

Manav Vikas Sanstha, established in 2000, works towards the overall development of underprivileged communities in Rajasthan. With a strong focus on healthcare and education, the organisation works to improve access to essential services, enhance quality of life, and empower communities towards greater self-reliance.



04 Enabling quality healthcare for children with thalassemia through installation of advanced medical equipment at Sankalp Bone Marrow Transplantation (BMT) centre in Bengaluru

Challenge:

India is called the 'thalassemia capital of the world' due to its high burden of thalassemia and one of the largest populations of affected children globally. This is driven by high carrier prevalence, genetic factors, and limited awareness and access to timely screening and specialised care.

Individuals with thalassemia require lifelong blood transfusions and medical treatment, placing a significant financial and emotional burden on families. For many economically weak households, the high cost of treatment can result in delayed or inadequate care. Bone marrow transplantation is currently the only potentially curative treatment for eligible patients, offering the possibility of a transfusion-free life and improved long-term health outcomes.

Our Role:

To address this critical need, NIIF IFL partnered with Sankalp India Foundation to strengthen thalassemia treatment services for children from rural and tribal communities in Karnataka and other southern states.

Through this initiative, we supported the Sankalp BMJH Centre for bone marrow transplantation (established by Sankalp India Foundation) by providing essential equipment, including 'Peripheral Blood Stem Cell' equipment for BMT procedures, Luminex equipment for donor matching and diagnostic testing and two ventilators. These advanced medical tools enhanced the hospital's capacity to perform an increased number of bone marrow transplantations and deliver life-saving care to children who otherwise may not have access to such specialised services.

Details of Community Partner:

Sankalp India Foundation, a 22-year-old organisation, works extensively in the areas of preventive healthcare and thalassemia management. They operate 28 free thalassemia care centres across India and have supported more than 3,000 children through BMT treatment. With two dedicated BMT centers in Bengaluru and Ahmedabad, Sankalp is among the few organisations in India offering comprehensive care for prevention and cure of thalassemia.

Beneficiary Details: This initiative has enabled approximately 500 children from low socio-economic backgrounds to access critical thalassemia treatment, helping reduce mortality and improve long-term health outcomes.



05 Enabling access to quality eye care for rural communities in Gaya and surrounding districts of Bihar through installation of surgical equipment to perform eye surgeries.

Challenge:

India has one of the world's largest populations affected by visual impairment, with nearly 80% of cases being preventable through timely diagnosis and treatment. In Bihar, where most people live in remote rural areas, access to affordable and reliable eye care services is extremely limited. Loknayak Jaiprakash Eye Hospital run by Nav Bharat Jagriti Kendra is the only major eye hospital within a 50-kilometre radius covering Gaya, Jehanabad, and Nawada districts. With growing patient demand, the hospital expanded its infrastructure by adding a new floor with 60 additional beds, increasing its capacity to serve approximately 25,000 patients annually. The hospital receives most of the cases such as cataracts, glaucoma, and corneal disorders, all of which require proper diagnostic and surgical facilities.

Our Role:

To strengthen eye care access for underserved communities, NIIF IFL supported Nav Bharat Jagriti Kendra by providing essential surgical and diagnostic equipment including a phaco machine, an operating microscope, an Argos biometer, and a Remidio screening kit for remote doorstep eye check-ups. These helped doctors deliver more accurate screenings, improve surgical quality, and ensure that underprivileged patients receive treatment free of cost. By reducing cost and accessibility barriers, the initiative enabled timely diagnosis and treatment for individuals who may otherwise delay seeking care due to financial constraints or distance.

Details of Community Partner:

Nav Bharat Jagriti Kendra has been working for over 50 years to uplift economically backward and tribal communities in Bihar and Jharkhand. From establishing one hospital in the year 2005, they now operate four eye hospitals that focus on providing affordable, accessible, quality eye care to rural populations.



Beneficiary Details: Around 30,000 people from remote communities of Gaya and surrounding districts of Bihar are expected to receive quality eye care services.



Contribution towards Quality Education

01 Enabling a learning environment and promoting job readiness by providing assistive laptops to the visually impaired students across colleges of Nashik, Nagpur, Coimbatore, Chennai, Tiruchirappalli, Tanjore, Lucknow and Delhi

Challenge:

According to WHO, India has the highest number of visually impaired people in the world. The number of visually impaired students is quite high and most of them drop out before completion of their secondary education. Many of these students come from low economic backgrounds which makes their situation more vulnerable. With proper technological support, the deserving students can complete their education which increases their livelihood opportunities.

Our Role:

NIIF IFL partnered with Help the Blind Foundation to support visually impaired students across Maharashtra, Tamil Nadu, Uttar Pradesh, Karnataka and Delhi. The aim of this initiative was to help these students become financially independent by improving their access to education and digital learning tools. As a part of the project, we provided assistive laptops equipped with special software designed for visually impaired users. These tools helped the students study more comfortably, access learning material independently, and build skills that can improve their future career opportunities.

Beneficiary Details: This initiative is expected to benefit approximately 191 youth with visual impairments from underserved communities.

Details of Community Partner:

Help The Blind Foundation has been working to uplift visually impaired youth across India since 2010. Their mission is to support visually impaired students, helping them complete their education with dignity and confidence. They are also among the few organisations in the country that offer scholarships specifically for people with disabilities. Through their continued efforts, many visually impaired students have been able to pursue higher education and secure better livelihoods.



02 Enhancing digital and job readiness skills for students from urban slum communities through refurbishment of Anudip's digital skilling centre in Thane, Maharashtra

Challenge:

In India, where approximately 65% of the population is under the age of 35, there is immense potential for economic advancement through skilling. The uneven distribution of digital resources and opportunities, especially among marginalised communities, contributes to the critical challenge of unemployment in the country along with a significant skill gap between industry demands and the skillsets acquired by young people.

Our Role:

In partnership with Anudip Foundation for Social Welfare, NIIF IFL refurbished Anudip's digital skilling centre in Thane, Maharashtra in alignment with the government's skilling initiative to promote job readiness by providing skill training and advanced digital learning equipment to students from economically weaker sections of the society.

Beneficiary Details: Approximately 450 students from low socio-economic backgrounds have benefited from this project in a year.

Details of Community Partner:

Anudip has been working in the areas of skilling, livelihood, and employment linked to job training for youth from low socioeconomic backgrounds since 2007. They have a proven track record of youth placement which has transformed lives of many deserving youths from marginalised communities.



03 Promoting quality education and creating a learning environment by providing mobility and accessibility for the children with special needs, in Mumbai, Maharashtra

Challenge:

According to Census 2011, India has over 2.68 crore people with disabilities, including a significant number of children between 0-14 years requiring specialised support. For children with disabilities, early intervention and a holistic approach covering education, therapy, skill development, and emotional support are essential for their overall growth. In the absence of timely and adequate support, these children may experience challenges in completing their education and achieving their full potential.

Our Role:

NIIF IFL partnered with Save the Children India (Vipla Foundation) to support children with special needs by improving their access to education and ensuring a safe, reliable transportation facility. The initiative enabled children with hearing impairments and intellectual disabilities to continue their education, attend therapy sessions regularly, and participate more effectively in learning and developmental activities.

The primary goal of this project was to ensure that no child with hearing impairments or intellectual disabilities drops out of the education system due to lack of transportation, as regular attendance helps them develop essential skills and improves their chances of living a better quality of life.

Beneficiary Details: This initiative supports around 250 children with special needs, enabling them to attend school regularly and continue their overall development.

Details of Community Partner:

Save the Children India (Vipla Foundation), established in 1988 by late Mrs. Vipula Kadri, has been working for the welfare of women and children from marginalised communities since inception. Their school for children with special needs continues to provide comprehensive support to children through education, therapy, skill development, and family engagement.



Contribution towards Environmental Sustainability

01 Ensuring safe drinking water for tribal low socio-economic communities through installation of solar-based clean drinking water units in villages of Udaipur district, Rajasthan

Challenge:

Access to safe drinking water remains a critical concern in the remote tribal villages of the Kotra block in Udaipur district, Rajasthan. Most of the existing drinking water sources are highly contaminated with iron levels exceeding permissible limits, making the water unsafe for drinking and increasing the risk of waterborne diseases, especially among children. Communities continue to face issues related to poor drinking water quality and lack of awareness about associated health risks.

Our Role:

NIIF IFL partnered with Self Reliant Initiatives Through Joint Action (SRIJAN) to ensure that remote tribal communities in the Kotra block of Udaipur district have reliable access to clean and safe drinking water. Through this initiative, we strengthened water infrastructure by installing 17 solar-powered water filtration units across 15 villages. These systems provided a sustainable and

environmentally friendly solution to long-standing water contamination challenges.

Details of Community Partner:

SRIJAN is a 28-year-old organisation working around holistic rural development including securing livelihoods for small and marginal farmers, especially rural women. SRIJAN has worked with 5,01,799 families residing in 5,430 villages in 39 backward districts of seven states (Rajasthan, Madhya Pradesh, Uttar Pradesh, Chhattisgarh, Odisha, Karnataka and Telangana) of India.



Beneficiary Details: This project directly benefits approximately 16,909 villagers from remote tribal communities, ensuring healthier lives through safe drinking water.



Contribution towards Rural Development

01 Development of a zero-waste uranium-removal water treatment plant in the uranium-affected villages of Farid Sarai, Shatabgarh and Jabbowal, Kapurthala district, Punjab

Challenge:

Uranium contamination has emerged as a significant public health concern, particularly in regions with heavy reliance on deep bore wells for drinking water in Punjab. Long-term exposure to uranium can lead to several health issues like cancer, kidney damage among others. In Farid Sarai and neighbouring villages, including Jabbowal and Shatabgarh, groundwater quality has become a growing concern due to elevated uranium concentrations resulting from a combination of intensive groundwater extraction and natural geological conditions. Uranium levels in parts of Farid Sarai exceed the World Health Organisation (WHO) guideline value of 30 micrograms per litre, highlighting the urgent need for effective water treatment solutions.

Our Role:

NIIF IFL partnered with IIT Madras to provide safe drinking water to communities affected by uranium contamination in Kapurthala district, Punjab. This initiative aimed to promote healthcare by installing a zero-waste water treatment unit that removes uranium from groundwater, ensuring safe water access at the community level. With a capacity of 0.3 million litres per day, this system ensured that households in Farid Sarai, Shatabgarh, and Jabbowal villages receive clean, uranium-free drinking water right at their doorstep.

Details of Community Partner:

IIT Madras, established in 1959 and recognised as one of India's leading technology institutions, has been actively working on innovative solutions for social well-being.

Through the International Centre for Clean Water (ICCW), IIT Madras has been supporting the development of sustainable water technologies across rural India. The water treatment system installed under this project is built on zero-waste technology, designed to last at least 20 years while ensuring environmental protection.

Beneficiary Details: This initiative is currently providing safe, clean drinking water to approximately 3,740 villagers, protecting them from the long-term health impacts of uranium contamination.



02 Village infrastructure development initiative to promote comprehensive community development in Bhandarwadi village, Dharashiv district of Maharashtra

Challenge:

Bhandarwadi village in Dharashiv district (formerly Osmanabad), part of the drought-prone Marathwada region, faces several development challenges. The district is recognised as an Aspirational District by NITI Aayog due to gaps in healthcare, nutrition, quality education, and basic infrastructure.

In Bhandarwadi village, communities continue to struggle with inadequate school facilities, limited access to safe drinking water, and insufficient community infrastructure. These issues directly affect children's learning outcomes, daily living conditions, and overall community well-being. There is a need to prioritise improved educational infrastructure, reliable water access, and better hygiene facilities to enable holistic rural development.

Our Role:

NIIF IFL partnered with Swayam Shikshan Prayog (SSP) to support holistic community development in Bhandarwadi village, located in Dharashiv district of Maharashtra. Through this initiative, we strengthened village infrastructure by creating smart classrooms, setting up a computer lab and a solar system, improving water, sanitation and hygiene (WaSH) facilities in 2 schools. The initiative also included the establishment of a community drinking water unit to provide safe drinking water. These efforts aimed to enhance education, promote better health and hygiene practices, and improve overall quality of life for villagers through sustainable infrastructure development.

Details of Community Partner:

Swayam Shikshan Prayog, with over 25 years of experience in women-led rural development, has been implementing climate-resilient agricultural practices, water resource management, and livelihood initiatives across Maharashtra, making them a trusted partner for inclusive grassroots development.

Beneficiary Details: This initiative has supported around 2,000 villagers, including 239 students, by strengthening essential community infrastructure.



Case Study 1: Help the Blind Foundation

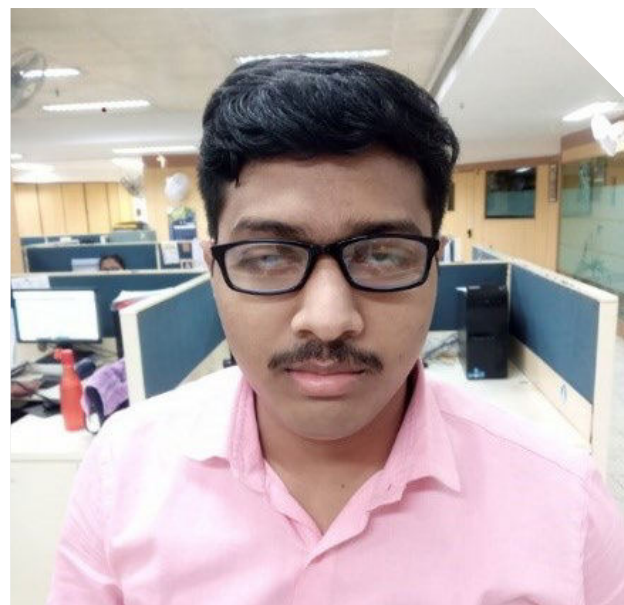
01 From Aspiration to Achievement: Suraj's Journey to Financial Independence

Suraj Bobate, a visually impaired youth, a farmer's son from Gadchiroli, one of Maharashtra's most underserved tribal districts, always believed that perseverance and a positive mindset could overcome any challenge. Driven by a desire for financial independence and a secure future, he remained determined despite scoring 75% in Grade 10 and 54% in Grade 12. Recognising the need to enhance his employability, he proactively sought opportunities to build his skills and advance his career.

A turning point in his journey came through the 'EMET' (Empowerment through Mobility and Education Training) programme, implemented by Help the Blind Foundation and supported by NIIF IFL in Nagpur. Through this initiative,

Suraj received academic support and structured training in computer literacy and employability skills. Access to digital resources at the Resource Centre enabled him to effectively engage with technology and significantly improve his learning experience. This intervention not only enhanced Suraj's technical competencies but also boosted his confidence and preparedness for the job market. As a result, Suraj has reached a significant milestone by securing employment with NABARD as an Assistant. He is now financially independent and actively contributes to supporting his family, marking a transformative change in his life.

Reflecting on his journey, Suraj shares: "With the right support and opportunities, dreams can be transformed into reality." He expresses sincere gratitude to NIIF IFL and the trainers and mentors of the EMET programme for their unwavering guidance and support in helping him turn his aspirations into achievements.



Case Study 2: Divyajyoti Trust

02 Restoring Vision and Hope

Mrs. Ruksanaben, a resident of Sevali village in Dhule district, Maharashtra, had been struggling with poor vision in both eyes for a long time. Due to financial hardships, she was unable to seek medical treatment and continued to endure her deteriorating eyesight. Her situation changed in December 2025, when a relative informed her about the Uchhal Vision Centre, prompting her to visit for an eye examination. Following the initial check-up, she was referred to Tejas Eye Hospital Mandvi (run by Divyajyoti Trust) for advanced evaluation.

In January 2026, a detailed examination revealed a serious diagnosis; her left eye had a detached retina requiring surgery, while her right eye had swelling that needed an immediate injection.

During the visit, an injection was administered for her right eye. Following consultation with her family, cataract surgery was performed on her left eye. On the subsequent day, laser treatment was conducted; silicone oil was administered, resulting in the successful reattachment of the previously detached retina and improvement in her eye condition.

The intervention was made possible through the phaco machine and microscope provided by NIIF IFL to the hospital. The surgery was conducted free of cost, reducing the burden on Ruksanaben. Today, Mrs. Ruksanaben's vision has improved significantly.

She expressed deep satisfaction with the treatment received and appreciated the compassionate support and guidance provided by the hospital staff.

This case highlights how accessible healthcare facilities, financial support mechanisms, and timely medical intervention can restore not just vision, but also dignity, confidence, and quality of life for individuals in underserved regions.



Case Study 3: Swayam Shikshan Prayog

Clean Water, Better Health for Bhandarwadi Village

Jayashri Salunkhe, a resident of Bhandarwadi village in Dharashiv district, lives with her family of six, including her young grandchildren. Like many households in the village, her family faced continuous challenges due to a lack of access to safe and reliable drinking water.

For years, the family depended on the village's water supply, which was frequently contaminated due to high Total Dissolved Solids (TDS) and iron in the water. The irregular and poor-quality water supply created daily difficulties and raised concerns about the health of children and elderly family members. Although Jayashri understood the importance of clean drinking water, purchasing a home filtration system was beyond the family's financial means.

A significant change came when Swayam Shikshan Prayog (SSP), with support from NIIF IFL, established a 'Community Water Filtration Unit' in Bhandarwadi. The unit was specifically designed to provide safe, affordable, and accessible drinking water to all residents, especially vulnerable families who could not afford private purification systems.

Since the facility became operational in February, Jayashri's family has been collecting around 40 litres of purified drinking water every day. The water is clean, easily accessible, and available at a cost that is affordable even for low-income households.

Jayashri observed a significant reduction in water-related health concerns among her grandchildren after the installation of the drinking water unit. The initiative has not only helped save time and household expenses but has also provided her with greater confidence that her family has access to safe and reliable drinking water.

Jayashri shares: "Earlier, frequent pipeline breakdowns meant that the water reaching our homes was often

contaminated. Today, we have access to safe drinking water right at our doorstep. Our family collects nearly 40 litres every day. This facility has not only made our daily lives easier but has also given us a sense of security and peace of mind."

The 'Community Water Filtration Unit' has become more than a local utility. It has strengthened the health and well-being of families, reduced the burden of unsafe water, and significantly improved the quality of life in Bhandarwadi village.



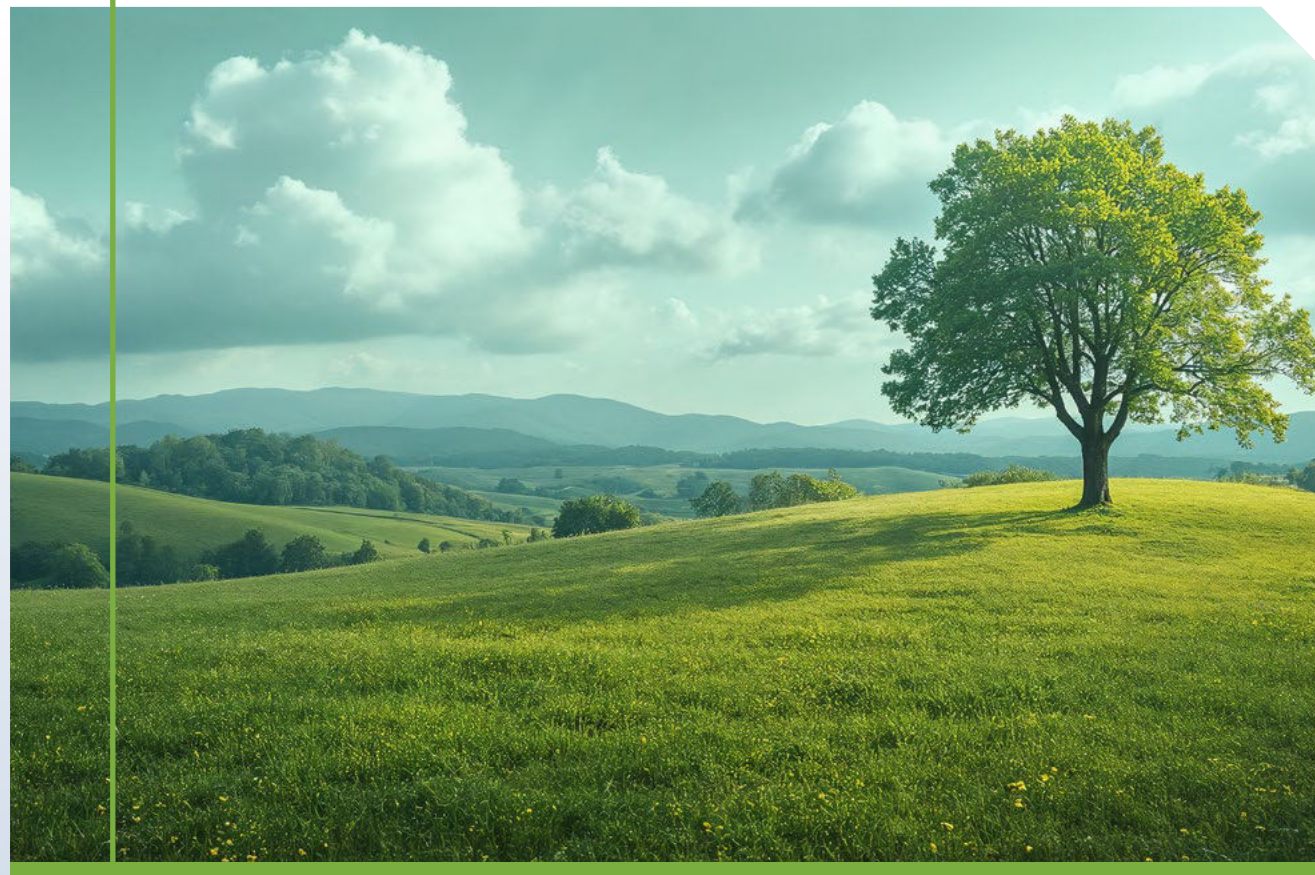


Natural Capital

India's infrastructure transformation is taking place against a changing environmental backdrop. Climate change, water stress, biodiversity loss and resource constraints can affect the long-term performance and resilience of infrastructure assets, while decisions on where and how capital is deployed can, in turn, influence the environmental footprint of infrastructure development over several decades.

For us, Natural Capital encompasses the natural resources, ecosystems and climatic conditions on which the infrastructure we finance depends, as well as the environmental impacts associated with our financing activities. As a long-term infrastructure financier, we recognise that we can be linked to these impacts through our relationships with borrowers and financed projects, even where the direct operational control of these assets rests with the respective project companies.

We therefore integrate environmental and climate-related considerations into our lending decisions, environmental and social due diligence and ongoing portfolio monitoring. Our approach focuses on supporting lower-carbon infrastructure, measuring emissions associated with our financing activities, managing physical climate risks, strengthening climate resilience and progressively integrating biodiversity considerations into our portfolio management processes.



Our Approach to Natural Capital

Priority	Our Approach
 Supporting the low-carbon transition	 Financing renewable and other lower-carbon infrastructure and progressively managing exposure to carbon-intensive sectors
 Measuring portfolio climate impacts	 Monitoring financed emissions and renewable electricity generation associated with our portfolio
 Strengthening climate resilience	 Assessing physical climate risks, adaptation measures and insurance adequacy across financed assets
 Protecting biodiversity	 Identifying financed assets, interacting with ecologically sensitive areas and engaging borrowers on mitigation
 Extending environmental stewardship	 Monitoring energy, water, waste and resource-management practices across relevant financed infrastructure
 Managing transition risks	 Considering changes in regulation, technology and markets in portfolio decisions

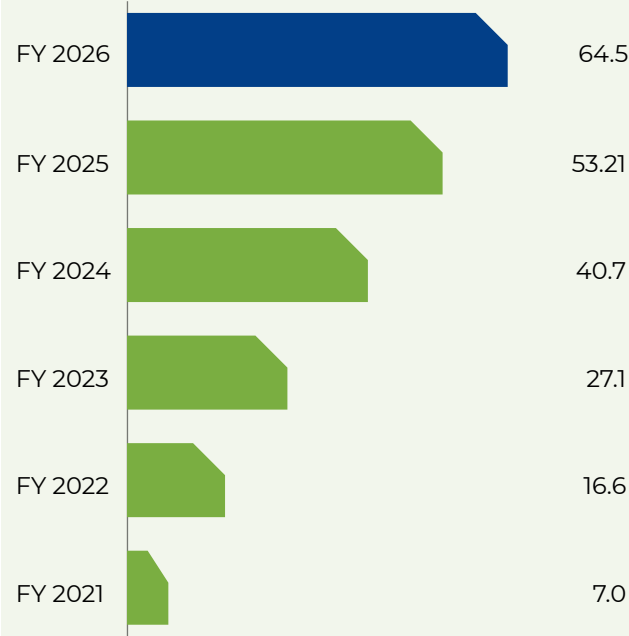
Supporting the Low-Carbon Transition

Renewable energy remains central to our infrastructure financing portfolio. As on March 31, 2026, solar, wind and hydropower assets accounted for approximately 63% of our outstanding loan book, representing approximately ₹19,940 crores of financing.

Our financed renewable energy portfolio represented approximately 12.3 GW of cumulative capacity during FY 2026, compared with 9.3 GW reported in the previous year. During the year, renewable energy assets within our financed portfolio generated approximately 15,305 million units of electricity. Based on the methodology applied for calculating displaced grid emissions, this generation was associated with approximately 11.3 million tonnes of estimated carbon emissions avoided during FY 2026.

For FY 2026, we estimated avoided emissions by applying the Indian grid Combined Margin emission factor of 0.7 tonnes of CO₂ per MWh to renewable electricity generation associated with the financed portfolio.

Supported Cumulative Carbon Emissions Avoidance (million tonnes CO₂)



Decarbonisation of Portfolio

We continued to integrate climate considerations into portfolio decisions during FY 2026. As part of this approach, we curtailed exposure to carbon-intensive assets within a large borrower group while deploying financing towards renewable energy assets of the same group, supporting a shift in our exposure towards infrastructure more closely aligned with the low-carbon transition.

Alongside this, we consider evolving transition risks arising from regulation, technology, market expectations and changing demand for lower-carbon infrastructure, with these considerations

complementing our environmental and social due diligence and credit assessment processes.

Subsequent to the close of the reporting period, our Climate Risk Policy further formalised this direction, setting out an approach to support sectors contributing to climate mitigation, including renewable energy, green buildings, green data centres and infrastructure supporting renewable power.

The Policy also sets out our intent to avoid exposure to coal-related sectors while increasing financing for commercially viable low-carbon infrastructure. The governance structure underpinning this Policy is set out later in this section.

Understanding the Emissions Associated with Our Financing

Given our business model, a significant part of our climate-related impact arises through the infrastructure assets and businesses we finance. We therefore measure emissions associated with our financed portfolio and continue to strengthen the consistency and coverage of our underlying data.

During FY 2026, we measured approximately 611,118.2 tonnes of carbon dioxide equivalent (tCO₂e), or 0.6 million tCO₂e, across the financed portfolio for which emissions data was available.

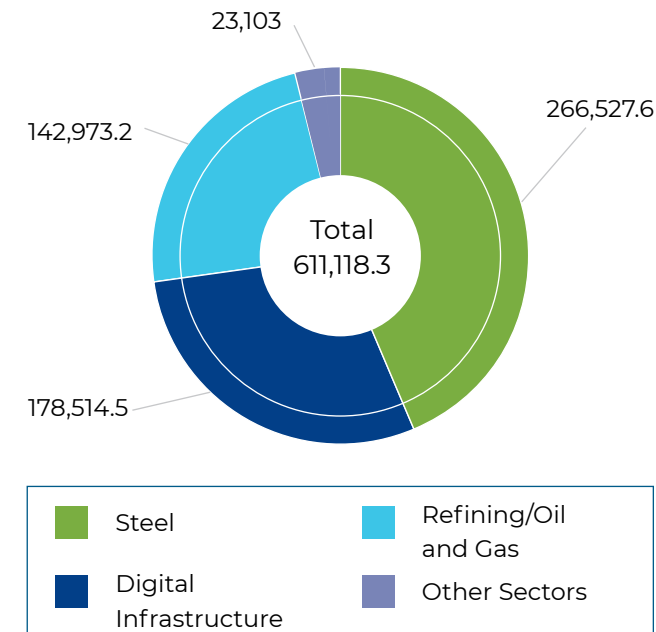
GRI 305-3

Financed Emissions, FY 2026

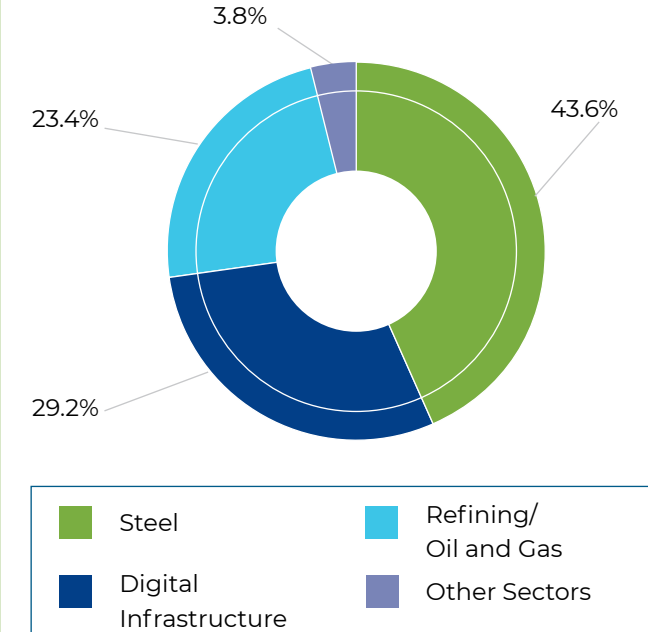
Category	Emissions
Total financed emissions (Scope 3) measured	611,118.3 tCO ₂ e

Financed Emissions by Sector

Financed Emissions (tCO₂e)



Share of Measured Financed Emissions



Our Financed Emissions Methodology

We use a combination of approaches based on the availability and quality of borrower-level data:

Method*	Application
Debt share-based approach	We attribute reported Scope 1 and Scope 2 emissions in proportion to our share of the borrower's total debt
Spend-based approach	Where activity data is unavailable, we estimate emissions associated with fuel consumption using expenditure information and apply the relevant debt share
Template-based approach	We collect direct and indirect emissions information from borrowers through standardised reporting templates

Further, we use emission factors from the Intergovernmental Panel on Climate Change (IPCC) for relevant direct emission sources, and Central Electricity Authority factors for purchased electricity. These standardised factors allow us to maintain consistency and comparability in our emissions estimates across a diverse borrower base. We continue to refine this methodology as borrower-level data availability and quality improve, with the aim of moving progressively towards more granular, asset-specific emissions reporting over time.

*The financed-emissions assessment currently combines borrower information based on different reporting periods depending on data availability. While most calculations use FY 2026 or the latest available information, selected inputs relate to calendar-year reporting periods or earlier periods. We continue to improve reporting-period alignment, portfolio coverage and methodological consistency across borrower-level calculations.

Managing Climate-Related Risks

The RBI's Credit Risk Management Directions, issued in April 2026, mandate NBFCs to consider the potential impact of calamities on borrowers as part of credit assessments. In this context, climate change can affect the infrastructure we finance through both physical and transition-related risks.

Physical risks can arise from acute events such as floods, cyclones, thunderstorms and landslides, as well as chronic changes including higher temperatures, drought and water stress. These risks can damage infrastructure, disrupt operations, affect resource availability and influence project cash flows. Transition risks, meanwhile, can arise from

changes in regulation, technology, market expectations and financing conditions as the economy moves towards lower-carbon pathways.

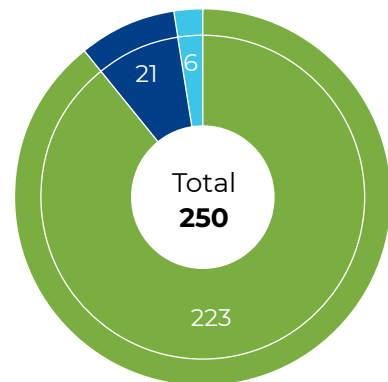
Given these exposures, we assess climate-related risks by considering location-specific hazard exposure, historical events, potential physical impacts and the availability of adaptation measures. Our assessment draws on the Vulnerability Atlas of India, the India Meteorological Department's Climate Hazard and Vulnerability Atlas, the World Bank Group's ThinkHazard platform and relevant district-level disaster management information.

Portfolio Climate Risk Assessment

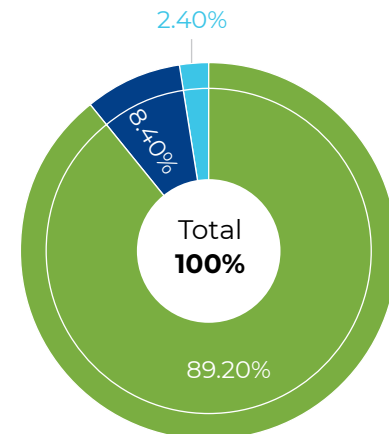
During FY 2026, we assessed climate-related risks across 250 borrowers, representing an outstanding exposure of approximately ₹31,782 crores.

Climate Risk by Number of Borrowers

Number of borrowers

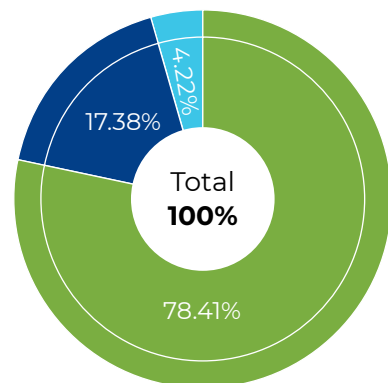


Share



Climate Risk by Outstanding Exposure

Share



The assessment indicates that 89.20% of borrowers were classified as low risk, accounting for 78.41% of outstanding exposure. Six borrowers were classified as high risk, representing 4.22% of outstanding exposure.

Our assessment considers hazard occurrence and potential physical impact alongside previous incidents and available adaptation measures. This allows us to prioritise assets requiring closer monitoring and additional resilience actions, including where physical vulnerability is most acute, decisions on the shape of the portfolio itself, discussed further below.

Strengthening Climate Resilience across the Portfolio

Where assets face material physical climate risks, we assess the measures implemented to manage their exposure and engage with borrowers where additional action may be required.

Climate Risk	Examples of Measures Implemented Across our Portfolio
Drought and Water Stress	Robotic dry cleaning, rainwater harvesting, groundwater recharge, wastewater treatment and reuse, and alternative water sourcing
Floods and Heavy Rainfall	Stormwater drainage, bunds, elevated project infrastructure and flood-protection measures
Cyclones and Strong Winds	Vibration and oscillation sensors, automatic wind-turbine shutdown systems, lightning protection and insurance
Extreme Heat	Equipment cooling and ventilation systems, heat-stress protocols and employee mock drills
Earthquakes and Landslides	Seismic design parameters, elevated infrastructure and structural safeguards
Business Interruption	Material damage and business interruption insurance and adequacy assessments for higher-risk assets

Our portfolio assessments show these measures being applied across different geographies and infrastructure types. For example, some assets exposed to cyclonic conditions use lightning protection, automatic turbine shutdown above cut-out speed and proper site drainage, while transmission infrastructure in earthquake-prone areas uses seismic design and elevated substations.

Managing Higher Physical Climate Risk

Not every physical risk can be addressed through adaptation measures alone. Where the underlying vulnerability of a location is severe, we also consider adjustments to the portfolio itself, extending our response beyond site-level measures to portfolio-level decisions.

This portfolio-level lens, however, is distinct from, and should not be read as part of, our decarbonisation strategy: a lower-carbon asset can still carry high physical climate risk, and we manage the two considerations separately.

This distinction is borne out in practice. During the year, we identified selected hydropower assets in Himachal Pradesh with elevated climate-related physical risks, and plan to progressively wind down exposure to these climate-sensitive assets as part of managing concentrations of physical climate risk. While hydropower is a lower-carbon source of electricity, this portfolio decision reflects the physical climate vulnerability of specific assets and locations, not a retreat from renewable energy financing more broadly.

Strengthening Climate Governance

Subsequent to the close of FY 2026, our Board approved the NIIF IFL Climate Risk Policy in July 2026. The Policy provides a structured framework for integrating climate considerations into lending decisions and portfolio management across the infrastructure sectors we finance, building on the sector-support and exclusion approach described earlier in this section.

Climate Governance Framework

Responsibility	Governance Authority
Overall Oversight and Approval	Board of Directors
Oversight and Periodic Review	Risk Management Committee
Review of Climate Risks in New Financing Proposals	Credit Committee
Strategy Implementation	Management Committee
Portfolio Climate-Risk Oversight	Chief Risk Officer
Implementation Support	Environment and Social Risk Group

Climate-related risks are considered as part of new credit proposals, while the Chief Risk Officer oversees their identification, assessment and mitigation across the portfolio. The Policy also establishes a structured

risk-evaluation approach considering hazard occurrence, impact severity, previous physical damage and business interruption incidents, and the availability of adaptation measures.

Strengthening Financial Resilience to Climate Risk

Climate-Related Financial Risk

i. Insurance Adequacy Assessment for High Climate Risk Projects. NIIF IFL shall carry out insurance adequacy assessments for high climate risk projects in its portfolio. This assessment shall be conducted with the support of a reputed Lender's Insurance Advisor and focus on evaluating the adequacy of insurance coverage for physical damage and business interruption losses due to climate incidents. The assessment shall also include appropriateness of deductible limits, cover for customer premises extensions, and indemnity period, among others.

ii. Climate Stress Testing: Financial risk metrics (PD, LGD, ECL) shall be estimated at the loan level (to propagate climate stress to the balance sheet). Further, NIIF IFL shall use proposed repository of RB-CRIS (Reserve Bank

– Climate Risk Information System) which will comprise datasets for climate hazards, damage vulnerability due to physical climate risks.



Protecting Biodiversity in Sensitive Landscapes

Our approach to environmental risk continues to expand beyond climate change to consider interactions between financed infrastructure and sensitive ecosystems.

During FY 2026, we assessed relevant renewable energy assets for their interaction with geographies important to the conservation of the critically endangered Great Indian Bustard (GIB). Following the Supreme Court of India's judgement dated 19 December 2025 in M.K. Ranjitsinh vs. Union of India, the identified GIB Priority Areas were revised to approximately 14,013 square kilometres in

Rajasthan and 740 square kilometres in Gujarat. The directions address risks associated with overhead power infrastructure within these sensitive habitats.

As part of our environmental due diligence and portfolio monitoring, we identified relevant financed assets interacting with these sensitive geographies. For identified assets, we have incorporated requirements within financing arrangements and continue to engage with borrowers on monitoring and mitigation actions.

Identified Portfolio Assets

Portfolio Asset	Transmission Infrastructure Within Revised GIB Priority Area	Status and Planned Measures
 Solar Project A	Approximately 16 kilometres of 220 kV overhead evacuation line	We continue to monitor actions as the borrower assesses applicable requirements in consultation with relevant technical and regulatory authorities
 Solar Project B	Approximately 6 kilometers of 33 kV overhead evacuation line	Applicable mitigation requirements are being assessed
 Wind Project C	Approximately 1.26 kilometers of 33 kV overhead evacuation line	The borrower has planned undergrounding, rerouting or insulation, as applicable, within prescribed timelines

Our monitoring requirements include tracking bird collision and mortality incidents and implementing measures such as undergrounding, rerouting, insulation or bird-diversion measures where applicable and directed by the competent authorities.

This strengthens our approach to identifying biodiversity-sensitive, financed assets and applying mitigation measures through borrower engagement and financing conditions.

GRI 101-2, 101-4, 101-5, 101-6

Extending Environmental Stewardship beyond Green Infrastructure

Our environmental considerations extend beyond assets classified as green. The examples below illustrate how this monitoring works in practice across sectors that are not typically considered part of a green portfolio, airports, data centres and hospitality, where we track environmental practices relating to decarbonisation, energy efficiency, water stewardship, waste management and climate resilience.

Airports

01 Delhi International Airport

Selected environmental measures include:

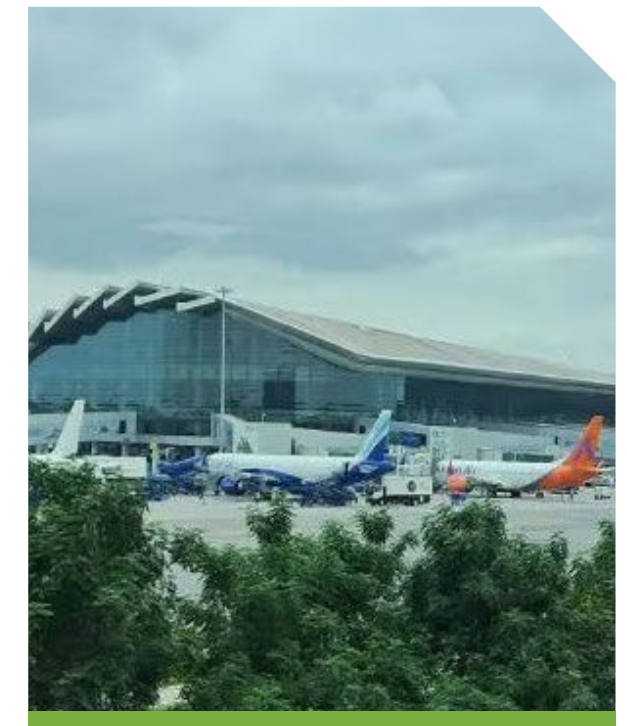
- ▶ a 16.6 million litres per day sewage treatment plant, supporting treated-water reuse;
- ▶ approximately 625 rainwater harvesting structures;
- ▶ approximately 98% diversion of solid waste from landfill;
- ▶ renewable electricity, energy-efficiency and electric-mobility initiatives; and
- ▶ Airport Carbon Accreditation Level 5.



02 GMR Hyderabad International Airport

The airport has:

- ▶ approximately 4,028 kilolitres per day of process water consumption, with approximately 1,226 kilolitres per day of treated water reused;
- ▶ two sewage treatment plants with capacities of 1,850 and 2,700 kilolitres per day;
- ▶ approximately 2.5 lakh kilolitres of rainwater harvesting capacity;
- ▶ approximately 694 acres of greenbelt;
- ▶ a 10 MW solar power plant meeting approximately half of its energy requirement, supplemented by green power procurement; and
- ▶ Airport Carbon Accreditation Level 3+.

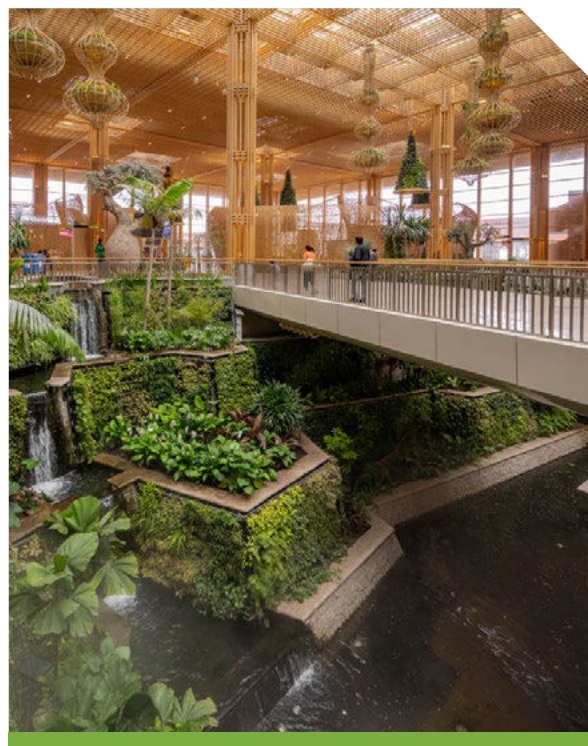


GRI 303-1, 306-1, 306-2

03 Bengaluru International Airport

Environmental and climate-smart features include:

- 315 groundwater recharge pits and a water positivity index of 2.36;
- 100% wastewater reuse and recycling;
- 10,494 square meters of skylights, representing approximately 12% of the roof area;
- 10,235 square meters of green walls, comprising more than 4,50,000 plants and 1,50,000 hanging plants;
- real-time monitoring of energy, water and environmental parameters;
- climate-resilient design and heat-island mitigation measures; and
- Airport Carbon Accreditation Level 5.



Across these assets, water reuse, renewable energy, waste diversion, environmental monitoring and climate-smart infrastructure help strengthen resource efficiency and environmental resilience.

Data Centres

Data centres have significant dependencies on electricity and water, making energy efficiency, cooling performance and water stewardship important considerations in our understanding of their environmental performance.



01 STT Global Data Centres

Based on the latest available FY 2025 information:

- renewable electricity represented 58.9% of electricity consumption, compared with 31.8% in FY 2021;
- more than 500 MW of renewable energy capacity had been secured through long-term partnerships;
- carbon footprint reduced by 8% year on year; and
- water Usage Effectiveness improved by 18% year on year and 56% compared with the FY 21 baseline.

The Company also focuses on Power Usage Effectiveness, advanced cooling systems, water reuse and Scope 3 emissions reporting.

02 Sify Technologies

Environmental initiatives include:

- approximately 231 MW of contracted renewable energy capacity;
- renewable energy contributing approximately 39% of the energy mix;
- approximately 27% improvement in Power Usage Effectiveness;
- approximately 20% reduction in energy leakage;
- wastewater treatment and reuse, including a 12 kilolitres-per-day sewage treatment plant at Rabale; and
- management of hazardous wastes through authorised vendors.

Hospitality Infrastructure

01 At Novotel Hyderabad Airport, environmental measures include:

- Green Key certification for the third consecutive year;
- 200 solar panels for water heating;
- more than 6,000 LED lights;
- 100% non-CFC cooling systems;
- water savings of up to 10,000 litres per day;
- elimination of approximately 30,000 plastic bottles per month through in-house glass bottling;
- conversion of organic waste into manure for a 2,500 square-foot herb garden; and
- electric vehicle charging and food-waste reduction initiatives.

Taken together, these examples across airports, data centers and hospitality show environmental stewardship. These examples reflect the environmental performance of selected portfolio companies and are not consolidated as NIIF IFL's own operational environmental performance.

Looking Ahead

We will continue to deepen the integration of climate, biodiversity and broader environmental considerations across our financing and portfolio-management processes.

Our Priorities are to:

- improve the consistency, coverage and data quality of financed-emissions measurement;
- monitor portfolio emissions annually and progressively align our approach with India's net-zero pathway;
- strengthen climate-risk assessment and progress towards loan-level financial stress testing;
- regularly review higher-risk assets and the adequacy of adaptation, resilience and insurance measures;
- increase exposure to commercially viable lower-carbon and climate-resilient infrastructure;
- integrate biodiversity screening more systematically into environmental due diligence and portfolio monitoring; and
- continue engaging with borrowers on environmental performance, mitigation and adaptation measures.



Our Climate Risk Policy establishes a framework for continued improvement in climate-risk management, financed-emissions measurement and portfolio monitoring as our internal capabilities and access to data evolve.



Tel: +91 124 4087 954

www.bdo.in

BDO India Services Private Limited
Magnum Global Park, Floor 21
Sector 58, Golf Course Extension Road
Gurugram, Haryana 122011



Limitations & exclusions

There are inherent limitations in assurance engagement, including, for example, the use of judgment and selective testing of data. Accordingly, there are possibilities that material misstatements in the sustainability information of the Report may remain undetected.

The assurance scope specifically excludes:

- Data and information outside the defined reporting period (1st April 2025 to 31st March 2026);
- Review of the 'economic and/or financial performance indicators' included in the Report, specifically, the financial information based on which such indicators are reported; we have been informed by the Company that these are derived from the Company's audited financial records;
- Sustainability indicators not mentioned in Appendix 1;
- The Company's statements and claims related to any topics other than those listed in the 'Scope and boundary of assurance';
- The Company's statements that describe qualitative/quantitative assertions, expression of opinion, belief, inference, aspiration, expectation, aim or future intention.

Our observations

We have reviewed the disclosures in the Report for the reporting period from 1 April 2025 to 31 March 2026. The disclosures of the Company covered under the 'Scope & boundary of assurance' are fairly reliable. However, the Company may consider further strengthening its ESG data management systems.

Our conclusions

Based on the procedures performed and evidence obtained, as defined under the 'Scope & boundary of assurance', nothing has come to our attention that causes us to believe that the disclosures of the Company are not presented fairly, in all material respects, in accordance with the limited assurance criteria of the applicable assurance standards.

Our assurance team and independence

BDO India Services Private Limited is a professional services firm providing services in Advisory, Assurance, Tax, and Business Advisory Services, to both domestic and international organizations across industry sectors. Our non-financial assurance practitioners for this engagement are drawn from a dedicated Sustainability and ESG Team in the organization. This team is comprised of multidisciplinary professionals, with expertise across the domains of sustainability, global sustainability reporting standards and principles, and related assurance standards. This team has extensive experience in conducting independent assurance of sustainability data, systems, and processes across sectors and geographies. As an assurance provider, BDO India is required to comply with the independence requirements set out in the International Federation of Accountants (IFAC) Code of Ethics for Professional Accountants. Our independence policies and procedures ensure compliance with the Code.

For BDO India Services Private Limited



Indra Guha
Partner | Sustainability & ESG Business Advisory Services
Gurugram, Haryana
2 September 2026

Independent Assurance Statement

To
NIIF Infrastructure Finance Limited
GN Block, 3rd Floor, UTI Tower, G Block
Bandra Kurla Complex, Bandra East,
Mumbai 400051, Maharashtra, India

Independent Assurance Statement on select sustainability disclosures in the Integrated Annual Report for the financial year 2025-26.

Introduction and objective of engagement

NIIF Infrastructure Finance Limited (the 'Company') has developed its Integrated Annual Report (the 'Report') for the financial year 2025-26. The reporting criteria have been derived from the Global Reporting Initiative (GRI) Standards, Partnership for Carbon Accounting Financials (PCAF) Standard, IFRS S2 - Climate-related Disclosures, Sustainability Accounting Standards Board (SASB) Standards, and Business Responsibility and Sustainability Reporting (BRSR) framework, as applicable to the select sustainability disclosures.

BDO India Services Private Limited (BDO) was engaged by the Company to provide independent assurance on select non-financial sustainability disclosures in the Integrated Annual Report (the 'Report') for the period 1st April 2025 to 31st March 2026.

The Company's responsibilities

The content of the Report and its presentation are the sole responsibilities of the Management of the Company. The Company's Management is also responsible for the design, implementation, and maintenance of internal controls relevant to the preparation of the Report, so that it is free from material misstatement.

BDO's responsibility

BDO's responsibility, as agreed with the Management of the Company, is to provide assurance on the select sustainability indicators as described in the 'Scope & boundary of assurance' section below. We do not accept or assume any responsibility for any other purpose or to any other person or organization. Any reliance a third party may place on the Report is entirely at its own risk.

Assurance standard and criteria

We conducted our assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), "Assurance Engagements Other than Audits or Reviews of Historical Financial Information", and ISAE 3410, "Assurance Engagements on Greenhouse Gas Statement", issued by the International Auditing and Assurance Standards Board.

We applied the criteria of 'Limited' Assurance for select non-financial sustainability disclosures as pre-agreed with the Company.

Scope & boundary of assurance

We have assured the select sustainability indicators (*as set out under Appendix 1 to this statement*), pertaining to the Company's non-financial performance for the period 1st April 2025 through 31st March 2026.

The reporting scope and boundary primarily cover the operations, activities and performance of the Company. The Company operates from its office in Bandra Kurla Complex (BKC), Mumbai, while the infrastructure assets financed by the Company are located across various regions of India.

Assurance methodology

Our assurance process entailed conducting procedures to gather evidence regarding the reliability of the disclosures covered in the assurance scope. The physical verification on sample basis was carried out at the Company's BKC office in Mumbai.

We conducted a review and verification of data collection, collation, and calculation methodologies, and a general review of the logic of inclusion/ omission of relevant information/ data in the Report. We used our professional judgement as Assurance Provider for selection of sample location/facilities of the Company and non-financial information for the verification and gathering evidence.

Our review process included:

- Evaluate and assess the appropriateness of the quantification methods used to arrive at the non-financial/sustainability information of the select sustainability indicators;
- Review of consistency of data/information within the Report as well as between the Report and source;
- Engagement through discussions with personnel at the corporate level who are accountable for the data and information presented in the Report;
- Execution of an audit trail of claims and data streams, to determine the level of accuracy in collection, transcription, and aggregation;
- Review of data collection and management procedures, and related internal controls.



Appendix 1

The sustainability non-financial indicators considered during the engagement are based on the relevant reporting standards/frameworks as follows:

A. GRI-aligned Sustainability Indicators

Sr. No.	GRI Topic / Disclosure	Parameter	Relevant GRI Standard
1	Emissions	Scope 1 Emissions	GRI 305-1: Direct (Scope 1) GHG emissions
2	Emissions	Scope 2 Emissions	GRI 305-2: Energy indirect (Scope 2) GHG emissions
3	Emissions	Scope 3 Category 15 (Financed Emissions)	GRI 305-3: Other indirect (Scope 3) GHG emissions
4	Customer Privacy	Complaints concerning breaches of customer privacy and losses of customer data	GRI 418-1: Substantiated complaints concerning breaches of customer privacy and losses of customer data
5	Material Topics	Process to determine material topics; List of material topics	GRI 3-1: Process to determine material topics; GRI 3-2: List of material topics
6	Diversity and Equal Opportunity	Board Diversity - Number of female directors; Number of directors with industry experience; Number of directors by age group	GRI 405-1: Diversity of governance bodies and employees
7	Diversity and Equal Opportunity	Gender Diversity Ratio	GRI 405-1: Diversity of governance bodies and employees
8	Training and Education	Employee training hours in FY 2025-26	GRI 404-1: Average hours of training per year per employee
9	Employment	Employee turnover ratio	GRI 401-1: New employee hires and employee turnover
10	Indirect Economic Impacts	Supported employment in portfolio companies	GRI 203-2: Significant indirect economic impacts
11	Indirect Economic Impacts	Infrastructure investments and services supported	GRI 203-1: Infrastructure investments and services supported
12	Indirect Economic Impacts	Total CSR beneficiaries	GRI 203-2: Significant indirect economic impacts

B. Additional Sustainability Indicators

Sr. No.	Parameter
1	Green portfolio (% of loan book aligned with renewable/sustainable infrastructure)
2	Renewable power projects financed
3	Supported Cumulative Carbon Emissions Avoidance through Renewable Energy Portfolio

GRI Content Index

Statement of Use	NIIF Infrastructure Finance Limited has reported the information cited in this GRI Content Index for the period from April 1, 2025, to March 31, 2026, with reference to the GRI Standards.
GRI 1 Used	GRI 1: Foundation 2021

General Disclosures

GRI Standard	Disclosure	Location	Page No.
GRI 2: General Disclosures 2021	2-1 Organisational details	Organisational Overview; Corporate Information	10-13
	2-2 Entities included in the organisation's sustainability reporting	About the Report	2
	2-3 Reporting period, frequency and contact point	About the Report; Corporate Information	2
	2-4 Restatements of information	About the Report	5
	2-5 External assurance	About the Report; Independent Limited Assurance Statement	4
	2-6 Activities, value chain and other business relationships	Organisational Overview; Our Strategic Advantages; Embedding ESG Considerations into Responsible Infrastructure Finance	16, 20
	2-7 Employees	Human Capital	76
	2-8 Workers who are not employees	Human Capital	76
	2-9 Governance structure and composition	Leadership and Governance; Ensuring Corporate Governance	42, 52
	2-10 Nomination and selection of the highest governance body	Ensuring Corporate Governance	52
	2-11 Chair of the highest governance body	Leadership and Governance	42
	2-12 Role of the highest governance body in overseeing the management of impacts	Risk Management; Governance for ESG and Climate Risk Oversight; Leadership and Governance	24, 29, 42
	2-13 Delegation of responsibility for managing impacts	Risk Management; Governance for ESG and Climate Risk Oversight	24, 29
	2-14 Role of the highest governance body in sustainability reporting	About the Report; Identifying Material Drivers of Sustainability; Leadership and Governance	2, 33, 42

GRI Standard	Disclosure	Location	Page No.
	2-15 Conflicts of interest	Ensuring Corporate Governance	52
	2-16 Communication of critical concerns	Ensuring Corporate Governance	52
	2-17 Collective knowledge of the highest governance body	Leadership and Governance	42
	2-18 Evaluation of the performance of the highest governance body	Ensuring Corporate Governance	52
	2-19 Remuneration policies	Ensuring Corporate Governance; relevant statutory disclosures	52
	2-20 Process to determine remuneration	Ensuring Corporate Governance	52
	2-22 Statement on sustainable development strategy	Message from the Chief Executive Officer; Strategy and Business Model	6, 18
	2-23 Policy commitments	Vision, Mission and Core Values; Embedding ESG Considerations into Responsible Infrastructure Finance; Ensuring Corporate Governance	11, 28, 52
	2-24 Embedding policy commitments	Embedding ESG Considerations into Responsible Infrastructure Finance; Ensuring Corporate Governance	28, 52
	2-25 Processes to remediate negative impacts	Embedding ESG Considerations into Responsible Infrastructure Finance; Responsible Infrastructure Finance; Ensuring Corporate Governance	28, 52
	2-26 Mechanisms for seeking advice and raising concerns	Ensuring Corporate Governance; Human Capital	52, 74
	2-27 Compliance with laws and regulations	Risk Management; Ensuring Corporate Governance	24, 52
	2-29 Approach to stakeholder engagement	Stakeholder Engagement; Social and Relationship Capital	80

Material Topics

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Identifying Material Drivers of Sustainability	33
	3-2 List of material topics	Identifying Material Drivers of Sustainability	33

Energy and Emissions Management

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Embedding ESG Considerations into Responsible Infrastructure Finance; Natural Capital	28, 92
GRI 305: Emissions 2016	305-3 Other indirect (Scope 3) GHG emissions	Natural Capital	92

Employee Engagement, Training and Career Development

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Human Capital	74
GRI 404: Training and Education 2016	404-2 Programs for upgrading employee skills and transition assistance programs	Human Capital	74

Climate Change and Climate Risk

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Risk Management; Embedding ESG Considerations into Responsible Infrastructure Finance; Natural Capital	24, 28, 92
GRI 201: Economic Performance 2016	201-2 Financial implications and other risks and opportunities due to climate change	Risk Management; Embedding ESG Considerations into Responsible Infrastructure Finance; Natural Capital	23, 28, 92

Sustainable and Responsible Finance

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Strategic Advantages; Embedding ESG Considerations into Responsible Infrastructure Finance; Infrastructure Capital; Natural Capital	20, 28, 64, 92
GRI 203: Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	Infrastructure Capital; Social and Relationship Capital	64, 80
	203-2 Significant indirect economic impacts	Infrastructure Capital; Social and Relationship Capital	64, 80

Economic and Financial Performance

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Financial Capital	54
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	Financial Capital; Social and Relationship Capital; Audited Financial Statements	54, 80

Transparency, Accountability, Reporting and Disclosures

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	About the Report; Identifying Material Drivers of Sustainability; Ensuring Corporate Governance	2, 33, 52

Regulatory and Legal Compliance

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Risk Management; Ensuring Corporate Governance	24, 52
GRI 2: General Disclosures 2021	2-27 Compliance with laws and regulations	Risk Management; Ensuring Corporate Governance	24, 52

Natural Resources and Biodiversity Management

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Embedding ESG Considerations into Responsible Infrastructure Finance; Natural Capital	28, 92
GRI 101: Biodiversity 2024	101-4 Identification of biodiversity impacts	Embedding ESG Considerations into Responsible Infrastructure Finance; Natural Capital	28, 64

Corporate Governance, Business Ethics and Code of Conduct

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Leadership and Governance; Ensuring Corporate Governance; Human Capital	42, 52, 74
GRI 205: Anti-corruption 2016	205-2 Communication and training about anti-corruption policies and procedures	Ensuring Corporate Governance; Human Capital	52, 74

Diversity, Equity and Inclusion

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Human Capital	74

Enterprise, Crisis and Systemic Risk Management

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Risk Management; Embedding ESG Considerations into Responsible Infrastructure Finance; Ensuring Corporate Governance	24, 52, 64

Customer-Centricity, Experience and Satisfaction

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Strategic Advantages	20

Community Well-Being and Development

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Social and Relationship Capital	80
GRI 203: Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	Infrastructure Capital; Social and Relationship Capital	64, 80
	203-2 Significant indirect economic impacts	Infrastructure Capital; Social and Relationship Capital	64, 80
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments and development programs	Social and Relationship Capital	80

Workforce Health, Safety and Well-Being

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Human Capital	74
GRI 403: Occupational Health and Safety 2018	403-6 Promotion of worker health	Human Capital	74

Cybersecurity and Data Privacy

GRI Standard	Disclosure	Location	Page No.
GRI 3: Material Topics 2021	3-3 Management of material topics	Intellectual Capital; Ensuring Corporate Governance	70, 52

IFRS S1: General Requirements for Disclosure of Sustainability-Related Financial Information

Disclosure Area	IFRS Reference	NIIF IFL Disclosure	Report Reference
Basis of Preparation	IFRS S1 – Para 20; Paras 59–69	Defines the reporting entity, reporting period, boundary, frameworks applied, assurance approach and basis of preparation.	About the Report
Material Information	IFRS S1 – Paras 17–19	The Double Materiality Assessment identifies and prioritises sustainability-related impacts, risks and opportunities relevant to the business and its stakeholders.	Identifying Material Drivers of Sustainability
Governance	IFRS S1 – Paras 26–27	Defines Board and management responsibilities for oversight of sustainability-related risks and opportunities.	Governance and Leadership; Ensuring Corporate Governance; Embedding ESG Considerations into Responsible Infrastructure Finance
Sustainability-related Risks and Opportunities	IFRS S1 – Paras 28–31	Identifies material sustainability topics and associated impacts, risks, opportunities and potential financial effects.	Identifying Material Drivers of Sustainability; Strategy and Business Model
Business Model and Value Chain	IFRS S1 – Para 32	Describes how financing activities, borrowers, infrastructure sectors, capital providers and portfolio companies connect to value creation and sustainability outcomes.	Strategy and Business Model; Our Strategic Advantages; Capitals Framework
Strategy and Decision-making	IFRS S1 – Para 33	Environmental, social and climate considerations are integrated into screening, appraisal, due diligence, credit decisions and portfolio monitoring.	Strategy and Business Model; Risk Management; Embedding ESG Considerations into Responsible Infrastructure Finance
Current and Anticipated Financial Effects	IFRS S1 – Paras 34–40	Identifies potential effects on asset quality, credit provisions, capital adequacy, funding, costs and revenue. Quantified effects are not consistently disclosed.	Identifying Material Drivers of Sustainability; Financial Capital; Risk Management
Resilience	IFRS S1 – Paras 41–42	Describes portfolio diversification, capital adequacy, risk mitigation, insurance, borrower engagement and stress-testing approaches.	Risk Management; Financial Capital; Natural Capital

Disclosure Area	IFRS Reference	NIIF IFL Disclosure	Report Reference
Risk Identification and Assessment	IFRS S1 – Paras 43–44(a)–(b)	Sustainability-related risks are identified and assessed through materiality assessment, Environmental and Social due diligence, credit appraisal and portfolio monitoring.	Risk Management; Identifying Material Drivers of Sustainability; Embedding ESG Considerations into Responsible Infrastructure Finance
Integration with Overall Risk Management	IFRS S1 – Para 44(c)	Material sustainability topics are linked to enterprise risks, with Environmental, Social and climate considerations integrated into credit and portfolio-risk processes.	Risk Management; Identifying Material Drivers of Sustainability
Metrics	IFRS S1 – Paras 45–50	Reports financial, portfolio, employee, community, environmental, technology and climate-related indicators.	FY 2026 at a Glance; Capitals Framework
Targets and Progress	IFRS S1 – Paras 51–53	Presents selected strategic priorities and forward-looking commitments. A consolidated set of quantified sustainability targets, baselines and progress is not currently presented.	Strategy and Business Model; Capitals Framework; Looking Ahead sections
Industry-based Metrics	IFRS S1 – Para 55(a); Para 58(a)	References SASB Standards and presents indicators relevant to infrastructure financing and financial services.	About the Report; SASB Disclosures
Connected Information	IFRS S1 – Paras 21–24	The Capitals Framework connects financing activities, risks, stakeholder relationships, portfolio outcomes and financial performance.	Strategy and Business Model; Capitals Framework
Comparative Information	IFRS S1 – Paras 70–71	Prior-year information is presented where relevant and available.	About the Report; FY 2026 at a Glance; Capitals Framework
Judgements, Estimates and Measurement Uncertainty	IFRS S1 – Paras 74–82	Discloses the use of estimates, borrower information, differing reporting periods and data limitations for selected sustainability indicators.	About the Report; Natural Capital

IFRS S2: Climate-Related Disclosures

Disclosure Area	IFRS Reference	NIIF IFL Disclosure	Report Reference
Governance	IFRS S2 – Paras 5–7	The Board provides overall oversight, supported by the Risk Management Committee, Credit Committee, senior management, Chief Risk Officer and Environmental and Social Risk function.	Governance and Leadership; Risk Management; Natural Capital
Climate-Related Risks and Opportunities	IFRS S2 – Paras 10–12	Identifies acute and chronic physical risks, transition risks and opportunities associated with renewable, lower-carbon and climate-resilient infrastructure.	Identifying Material Drivers of Sustainability; Risk Management; Natural Capital
Business Model and Value Chain	IFRS S2 – Para 13	Describes how climate risks can affect financed assets, borrower operations, project cash flows, repayment capacity and portfolio quality.	Our Strategic Advantages; Infrastructure Capital; Natural Capital
Strategy and Decision-Making	IFRS S2 – Para 14	Climate considerations inform project screening, appraisal, due diligence, portfolio monitoring, borrower engagement and selected portfolio decisions.	Strategy and Business Model; Risk Management; Natural Capital
Transition Plan	IFRS S2 – Para 14(a)(iv)	The Climate Risk Policy establishes a direction towards lower-carbon and climate-resilient financing. A formal quantified portfolio transition plan is not currently presented.	Strategy and Business Model; Natural Capital
Current and Anticipated Financial Effects	IFRS S2 – Paras 15–21	Links climate risks to asset quality, repayment capacity, credit provisions, insurance, costs, funding access and portfolio growth. Quantified climate-related financial effects are not separately disclosed.	Identifying Material Drivers of Sustainability; Risk Management; Natural Capital; Financial Capital
Climate Resilience and Scenario Analysis	IFRS S2 – Para 22	Describes adaptation measures, insurance adequacy, borrower engagement, portfolio monitoring and adjustments for higher-risk assets. A formal climate-related scenario analysis is not currently presented.	Natural Capital; Risk Management
Climate-Risk Identification and Assessment	IFRS S2 – Paras 24–25(a)–(b)	Assesses location-specific hazards, historical events, potential impacts, borrower controls, insurance and adaptation measures.	Risk Management; Natural Capital
Integration into Overall Risk Management	IFRS S2 – Para 25(c)	Climate considerations are integrated into screening, credit appraisal, due diligence, approval, documentation and post-disbursal monitoring.	Risk Management; Embedding ESG Considerations into Responsible Infrastructure Finance

Disclosure Area	IFRS Reference	NIIF IFL Disclosure	Report Reference
GHG and Financed Emissions	IFRS S2 – Para 29(a); Para 29(a)(vi)(2); Paras B58–B63	Reports selected renewable portfolio Scope 1 and Scope 2 emissions and financed emissions based on borrower-level information, together with methodology and data limitations. Full organisational and portfolio-wide Scope 1, Scope 2 and Scope 3 coverage is not currently available.	Natural Capital; About the Report
Climate-Related Transition Risks	IFRS S2 – Para 29(b)	Transition risks are described qualitatively. Separate quantitative exposure specifically vulnerable to transition risk is not currently presented.	Natural Capital; Identifying Material Drivers of Sustainability
Climate-Related Physical Risks	IFRS S2 – Para 29(c)	Reports climate-risk classifications by borrower count and outstanding exposure. Separate exposure specifically attributable to physical climate risk is not currently presented.	Natural Capital
Climate-Related Opportunities	IFRS S2 – Para 29(d)	Renewable power accounts for approximately 63% of the outstanding loan book, supported by portfolio-level renewable capacity and generation indicators.	Infrastructure Capital; Natural Capital
Capital Deployment	IFRS S2 – Para 29(e)	Reports the outstanding loan-book share associated with renewable power. Annual capital deployed specifically towards climate-related risks and opportunities is not separately disclosed.	Financial Capital; Infrastructure Capital; Natural Capital
Internal Carbon Price	IFRS S2 – Para 29(f)	No internal carbon price is currently disclosed.	–
Remuneration	IFRS S2 – Para 29(g)	No climate-linked executive remuneration metric is currently disclosed.	–
Industry-Based Metrics	IFRS S2 – Para 28(b); Para 32	Presents selected portfolio, credit, climate and sustainable-finance indicators and references relevant SASB disclosures.	SASB Disclosures; Financial Capital; Natural Capital
Climate-Related Targets	IFRS S2 – Paras 33–37	Presents priorities relating to financed emissions coverage, climate-risk assessment, lower-carbon financing and biodiversity screening, but does not currently present a complete set of quantified climate targets with baselines and progress.	Natural Capital; Looking Ahead

SASB Disclosures (FN-CB: Financials Sector-Commercial Banks)

Topic	Metric	Category	Code
Data Security	(1) Number of data breaches	Quantitative	FN-CB-230a.1
	(2) Percentage that are personal data breaches		
	(3) Number of account holders affected		
	Description of Approach to identifying and addressing data security risks	Discussion and Analysis	FN-CB-230a.2
Financial Inclusion & Capacity Building	(1) Number and (2) Amount of loans outstanding that qualify for programmes designed to promote small business and community development	Quantitative	FN-CB-240a.1
	(1) Number and (2) amount of past due and nonaccrual loans or loans subject to forbearance that qualify for programmes designed to promote small business and community development	Quantitative	FN-CB-240a.2
	Number of no-cost retail checking accounts provided to previously unbanked or underbanked customers	Quantitative	FN-CB-240a.3
	Number of participants in financial literacy initiatives for unbanked, underbanked, or underserved customers	Quantitative	FN-CB-240a.4
	Description of approach to incorporation of environmental, social and governance (ESG) factors in credit analysis	Discussion and Analysis	FN-CB-410a.2
Incorporation of Environmental, Social, and Governance Factors in Credit Analysis			
Financed Emissions	Absolute gross financed emissions, disaggregated by (1) Scope 1, (2) Scope 2 and (3) Scope 3	Quantitative	FN-CB-410b.1
	Gross exposure for each industry by asset class	Quantitative	FN-CB-410b.2
	Percentage of gross exposure included in the financed emissions calculation	Quantitative	FN-CB-410b.3
	Description of the methodology used to calculate financed emissions	Discussion and Analysis	FN-CB-410b.4
Business Ethics	Total amount of monetary losses as a result of legal proceedings associated with fraud, insider trading, antitrust, anti-competitive behaviour, market manipulation, malpractice, or other related financial industry laws or regulations	Quantitative	FN-CB-510a.1
	Description of whistleblower policies and procedures	Discussion and Analysis	FN-CB-510a.2
Systemic Risk Management	Global Systemically Important Bank (G-SIB) score, by category	Quantitative	FN-CB-550a.1
	Description of approach to integrate results of mandatory and voluntary stress tests into capital adequacy planning, long-term corporate strategy, and other business activities	Discussion and Analysis	FN-CB-550a.2

Alignment with SDGs

The table below sets out a proposed mapping of our material topics to relevant United Nations Sustainable Development Goals (SDGs).

Material Topic	Relevant SDG(s)	Recommended SDG Target(s)
Energy & Emission Management	 	7.2, 7.3, 13.2
Employee Engagement, Training and Career Development		8.5, 8.8
Climate Risk/Change		13.1, 13.2
Sustainable and Responsible Finance	  	8.4, 9.1, 9.4, 17.17
Economic and Financial Performance	 	8.1, 8.2, 9.1
Transparency, Accountability, Reporting and Disclosures		16.6, 16.7
Regulatory and Legal Compliance		16.3, 16.6
Natural Resource & Biodiversity Management	 	6.3, 6.4, 15.1, 15.5
Corporate Governance, Business Ethics and Code of Conduct		16.5, 16.6
Diversity, Equity and Inclusion	 	5.1, 5.5, 10.2, 10.3
Enterprise Risk, Crisis and Systemic Risk Management		16.6
Customer Centricity, Experience and Satisfaction	 	8.2, 9.1
Community Well-being and Development	   	1.4, 3.4, 4.4, 11.3
Workforce Health, Safety and Well-Being	 	3.4, 8.8
Cybersecurity and Data Privacy		16.6*

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 ₹ 0.03/- per equity share of face value ₹ 10/- each on the equity shares of the Company, for the financial year ended March 31, 2026.

SPECIAL BUSINESS:

4. APPOINTMENT 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 01, 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**

Sd/-
Ankit Sheth

Company Secretary
Membership Number: A27521

Date: September 04, 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@niiffl.in

Website: www.niiffl.in

NOTICE OF 13TH ANNUAL GENERAL MEETING (CONTD.)

Notes:

- 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.
- 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.
- 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.
- 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.
- Where Body Corporates are the members of the Company, they are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM. Accordingly, corporate members are requested to email a certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote on their behalf at the meeting, to Info@niiffl.in from their email address registered with the Company.
- Queries proposed to be raised at the AGM may be sent to the Company on Info@niiffl.in. This will enable the management to compile the relevant information and respond appropriately at the meeting.
- 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 of the Companies Act, 2013 and other documents, shall be made available to the members from whom request is received on Info@niiffl.in through their email address registered with the Company.

Voting instructions:

- 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.
- In case a poll is ordered to be taken by the Chairperson or demanded in accordance with Section 109 of the Companies Act, 2013, members can cast their vote during the Meeting by sending an email to Info@niiffl.in from their email address registered with the Company.
- In case a poll is demanded, the Chairperson shall follow the procedure provided in Section 109 of the Companies Act, 2013 and the rules made thereunder.

The instructions for participating in the AGM through VC/OAVM are as under:

- 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.
- 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.
- Members are requested to join the meeting through laptop or tablet for better experience.
- To ensure a smooth virtual AGM experience, members/ participants should enable their cameras and utilise a high-speed internet connection. This is to avoid any disruptions during the meeting.
- 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.

NOTICE OF 13TH ANNUAL GENERAL MEETING (CONTD.)

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**

Sd/-
Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 04, 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@niififl.in

Website: www.niififl.in

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**

Sd/-
Ankit Sheth
Company Secretary
Membership Number: A27521

Date: September 04, 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@niififl.in

Website: www.niififl.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 01, 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	Mr. 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 \$4 Bn 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
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.

DIRECTORS' REPORT

To,

The Members,

NIIF Infrastructure Finance Limited

Your Directors have pleasure in presenting the Thirteenth (13th) Annual Report of NIIF Infrastructure Finance Limited or "NIIF IFL" or "the Company" along with the audited financial statements of the Company for the financial year ("FY") ended March 31, 2026. These financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as required under the Companies Act, 2013 ("the Act"). The pdf version of this report is also available on the Company's website at <https://www.niifil.in/>.

1. FINANCIAL STATEMENTS & RESULTS

Financial Results

The Company's performance during the financial year ended March 31, 2026, as compared to the previous financial year ended March 31, 2025, is summarised below:

Financial Performance:

(Amount in ₹ crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total Income	2,561.05	2,183.03
Total Expenditure	1,950.45	1,685.51
Profit before tax	610.60	497.52
Tax Expenses	10.35	10.31
Profit for the year	600.25	487.21
Other comprehensive income	0.40	(0.26)
Total comprehensive income for the year	600.65	486.95
Earnings per share (Face Value ₹ 10)		
Basic	4.36	3.54
Diluted	4.36	3.54

Key Performance Highlights

Capital Adequacy:

The Company's capital adequacy ratio was at 20.59% as on March 31, 2026. The ratio is significantly above the threshold limit of 15% required by regulatory guidelines.

Debt Equity Ratio:

The Company's debt-equity ratio as on March 31, 2026, stood at 5.72 times. This was significantly below the

debt-equity ratio of 9x stipulated by rating agencies (ICRA Limited, CARE Rating Limited, CRISIL Ratings Limited).

Transfer to reserves:

During the financial year under review, ₹ 120.05 crores was transferred to statutory reserve under Section 45-IC of RBI Act, 1934. These details are given in the notes to the financial statements.

Operations:

The Company's performance during the year ended March 31, 2026, in comparison with the year ended March 31, 2025, is summarised as follows:

- Total Revenue: ₹ 2,561.05 crores as of March 31, 2026, compared to ₹ 2,183.03 crores as of March 31, 2025 (17 % increase over the previous year).
- Loan book: ₹ 31,782 crores as of March 31, 2026, compared to ₹ 25,390 crores as of March 31, 2025 (25% increase over the previous year).
- Net Interest Income (NII): ₹ 603.35 crores as of March 31, 2026, compared to ₹ 529.13 crores as of March 31, 2025 (14% increase over the previous year).
- Healthy asset quality with nil Non-Performing Assets (NPAs) in both the Financial Years.

Material events/developments during the year:

- The Company has put in place all the policies applicable to Non-Banking Financial Company – Middle Layer ("NBFC- ML") and Infrastructure Debt Fund - Non-Banking Financial Company ("IDF-NBFC") as required by extant RBI Regulations.
- There have been no material changes and commitments affecting the financial position of the Company which have occurred from the closure of the financial year till the date of this Report.
- Application filed with Reserve Bank of India ("RBI") seeking approval for change in the shareholding of the Company.

The Board of Directors of the Company, at its meeting held on July 06, 2026, took note of the proposed acquisition by National Investment and Infrastructure Fund – Strategic Opportunities Fund ("NIIF Fund II") of the entire equity stake held by Aseem Infrastructure Finance Limited in the Company, comprising 42,39,32,487 equity shares representing 30.8% of the paid-up equity share capital of the Company.

DIRECTORS' REPORT (CONTD.)

Upon completion of the proposed acquisition, NIIF Fund II's shareholding in the Company will increase to 70.5% of the paid-up equity share capital of the Company. As the proposed acquisition involves a change in shareholding exceeding 26%, the Company has submitted an application to the Reserve Bank of India seeking its approval for the proposed transaction, in accordance with the applicable regulatory requirements.

2. DIVIDEND

Considering the Company's performance during FY 2026, the Board of Directors at its meeting held on May 07, 2026, recommended a final dividend at the rate of ₹ 0.03/- per equity share of face value of ₹ 10/- each, for the financial year ended March 31, 2026, to the equity shareholders. This recommendation will be placed before the shareholders for approval at the ensuing Annual General Meeting (AGM) of the Company to be held on September 28, 2026.

The dividend recommended is in accordance with Company's Dividend Distribution Policy. The Company has formulated and adopted a Dividend Distribution Policy in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In terms of the provisions of the Income Tax Act, 1961, dividend income is taxable in the hands of the members and the dividend will be paid to the members by the Company after deduction of tax at source ("TDS") at the applicable rates.

3. RESOURCE MOBILISATION

NCDs issued by the Company during the financial year under review aggregating ₹ 5,898 crores were subscribed to, by Insurance Companies (~45%), Banks (~31%), Retirement Benefit Funds and others (~24%). As on March 31, 2026, the outstanding amount of NCDs was ₹ 27,291 crores. During the financial year under review, ~19% of the funds were raised principally from first time long tenor patient investors like Insurance Companies and Retirement Benefit Funds. As on March 31, 2026, the outstanding amount of Commercial Paper ("CP") was Nil.

4. CREDIT RATING

CARE Ratings Limited ("CARE"), ICRA Limited ("ICRA") and CRISIL Ratings Limited ("CRISIL") have reaffirmed/assigned highest rating for the various facilities availed/to be availed by the Company, details of which are given below:

Facility	Name of Rating Agency – CARE Rating Limited	Amount (₹ crores)	Name of Rating Agency – ICRA Limited	Amount (₹ crores)	Name of Rating Agency – CRISIL Ratings Limited	Amount (₹ crores)
Non-Convertible Debentures (including Zero Coupon Bonds)	AAA/Stable	45,500	AAA/Stable	45,130	AAA/ Stable	8,500
Commercial Paper	A1+	2,500	A1+	2,500	-	-
Non-convertible redeemable preference shares	-	-	-	-	AAA/ Stable	1,500
Subordinate Debt	AAA/Stable	2,000	AAA/Stable	2,000	-	-
Total		50,000		49,630		10,000

With the above rating affirmations, the Company continues to enjoy the highest rating for its Non-Convertible Debentures ("NCDs"), Non-Convertible Redeemable Preference Shares ("NCRPS") and Commercial Papers ("CP").

Note: AAA signifies the highest degree of safety for timely payment of interest and principal on debt obligations. Issuers with a AAA rating are considered to have the lowest credit risk.

5. STATE OF AFFAIRS OF THE COMPANY AND MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis forms part of this Report and is attached as **Annexure I**.

During the financial year under review, there has been no change in the nature of business of the Company. The Company continues to engage in the business of an IDF-NBFC. IDF-NBFC is a non-deposit taking NBFC registered with RBI, that is permitted to refinance infrastructure projects post commencement operations date (COD) that have completed at least one year of satisfactory commercial operations. Vide *inter alia* changes in RBI Master Directions (Oct 2023) and CBDT Circular (Feb 2025), IDF-NBFCs can henceforth finance toll operate transfer (TOT) projects as direct lenders.

DIRECTORS' REPORT (CONTD.)

6. SHARE CAPITAL

The authorised, issued, subscribed and paid-up share capital of the Company as on March 31, 2026, is as under:

Share Capital	FY 2026
Authorised Share Capital:	41,99,99,99,991
1,81,50,00,000 Equity Shares of ₹ 10/- each	18,15,00,00,000
8,80,95,238 Preference Shares (including Compulsory Convertible Preference Shares) of ₹ 21/- each	1,84,99,99,998
25,92,59,259 Preference Shares (including Compulsory Convertible Preference Shares) of ₹ 27/- each	6,99,99,99,993
1,50,000 Preference Shares of ₹ 1,00,000/- each	15,00,00,00,000
Issued, Subscribed and Paid-up Share capital:	13,75,28,06,310
1,37,52,80,631 Equity Shares of ₹ 10/- each	13,75,28,06,310

7. DEPOSITORY

As on March 31, 2026, 100% of the Company's Equity Shares and Non-Convertible Debentures were held in dematerialised form.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMP")

Directors

The composition of the Board is in accordance with the provisions of Section 149 of the Act and Regulation 62D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations" or "Listing Regulations") with an appropriate combination of Independent Directors and Non-Executive Directors.

As on March 31, 2026, the Board comprised of 6 (six) Directors out of which 3 (three) were Independent Directors (including 1 Woman Independent Director).

During the period under review, total Nine Board meetings were conducted - April 17, 2025, April 30, 2025, July 07, 2025, August 06, 2025, October 09, 2025, November 04, 2025, December 08, 2025, February 04, 2026 and March 17, 2026. The intervening gap between two consecutive Board meetings was within the period prescribed under the Companies Act, 2013 and SEBI Listing regulations. Further details regarding the composition of the Board of Directors, detailed attendance at each meeting held during the year is covered in the Corporate Governance Report forming part of this Integrated Report.

Appointment

During the financial year, the Board of Directors at its meeting held on August 06, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Saurabh Jain, Non-Executive Nominee Director (Nominee of National Investment and Infrastructure Fund II), with effect from August 06, 2025, for a period of 5 years, subject to the approval of the shareholders of the Company. His appointment was approved by the shareholders at its Extra-ordinary general meeting held on September 29, 2025.

The Board of Directors, at its meeting held on April 06, 2026, approved the appointment of Mr. Abhay Rangnekar as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years commencing from April 06, 2026, up to April 05, 2029 and the same was approved by the shareholders of the Company at its Extra-ordinary general meeting held on June 04, 2026.

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, the Board of Directors approved the appointment of Mr. Prasad Gadkari (DIN: 02607255) as a Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company, liable to retire by rotation, with effect from the date of receipt of approval from RBI and on such terms and conditions including the tenure as may be prescribed by RBI.

Re-appointment

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on December 08, 2025, approved the re-appointment of Mr. Prashant Kumar Ghose as an Independent Directors for a second term of three years with effect from February 01, 2026. The same was approved by the shareholders of the Company at its Extra-ordinary meeting held on January 20, 2026.

Resignation

Mr. AKT Chari, Non-Executive Nominee Director (Nominee of National Investment and Infrastructure Fund II) of the Company, resigned with effect from the close of business hours on April 20, 2026.

Mr. Saurabh Jain, Non-Executive Nominee Director (Nominee of National Investment and Infrastructure Fund II) of the Company, resigned with effect from the close of business hours on May 22, 2026.

The Board of Directors placed on records its sincere appreciation and gratitude for the steadfast support,

DIRECTORS' REPORT (CONTD.)

guidance and valuable insights provided by Mr. A. K. T. Chari and Mr. Saurabh Jain during their tenure. Their contributions were instrumental in strengthening the Company's leadership framework and supporting its sustained growth and performance.

Directors Retiring by Rotation

In accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Nilesh Shrivastava, Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company, is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and, being eligible, offers himself for re-appointment. Your Directors recommend his re-appointment. Profile of Mr. Nilesh Shrivastava forms part of the Notice to the AGM.

Director(s) Disclosure/Boards' Independence

Based on the declarations and confirmations, received from the Directors, in terms of the applicable provisions of the Act, circulars, notifications and directions issued by the RBI and other applicable laws, none of the Directors of the Company are disqualified from being appointed as Directors of the Company.

The Company has received necessary declarations from all the Independent Directors under Section 149(7) of the Act, confirming that they meet the criteria of independence as laid down in Section 149(6) of the Act and Regulations 62B(1)(b) read with 16(1)(b) & Regulation 62N (9) of SEBI Listing Regulations as amended from time to time.

Further, the Independent Directors have confirmed compliance with the provisions of Section 150 of Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, relating to inclusion of their names in the databank maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that the Company's Independent Directors possess the necessary qualifications, experience and expertise, as well as the highest levels of integrity. The terms and conditions of appointment of Independent Directors are available on the website of the Company at <https://www.niifil.in/>.

The Independent Directors met on April 29, 2025 and July 07, 2025, for the financial year ended March 31, 2026, as required under the Act and the matters considered and discussed there, *inter-alia*, included those prescribed under Schedule IV to the Act. All the Independent Directors attended the meeting held on April 29, 2025 and July 07, 2025.

Pursuant to Regulation 62N (8) of SEBI Listing Regulations, the Company has familiarised the Independent Directors with the Company, their roles, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc. The details relating to the familiarisation programme are available on the website of the Company at <https://www.niifil.in/>.

During the financial year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

Appointment/Resignation of Key Managerial Personnel ("KMP"):

The details with respect to the appointment/resignation of Key Managerial Personnel ("KMP") are covered in the Corporate Governance Report forming part of this report.

List of Directors and Key Managerial Personnel as on March 31, 2026:

Name of the Director/ KMP	DIN / PAN	Type / Category
Mr. A K T Chari*	00746153	Non-Executive Director
Mr. Ashwani Kumar	02870681	Independent Director
Ms. Rosemary Sebastian	07938489	Independent Director
Mr. Prashant Kumar Ghose	00034945	Independent Director
Mr. Nilesh Shrivastava	09632942	Non-Executive Director
Mr. Saurabh Jain#	02052518	Non-Executive Director
Mr. Ajay Chaudhary**	ACIPC3472C	Chief Executive Officer
Mr. Sudeep Bhatia	ADQPB9745G	Chief Financial Officer
Mr. Ankit Sheth	BFPPS8108Q	Company Secretary

*Mr. A K T Chari resigned as Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from the close of business hours on April 20, 2026.

Mr. Saurabh Jain was appointed as a Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from August 06, 2025 and resigned with effect from the close of business hours on May 22, 2026.

**Mr. Ajay Chaudhary was appointed as the Chief Executive Officer ("CEO") and Key Managerial Personnel ("KMP") of the Company with effect from December 08, 2025.

DIRECTORS' REPORT (CONTD.)

Note: During the year under review, Mr. Shiva Rajaraman resigned as the Chief Executive Officer ("CEO") and Key Managerial Personnel ("KMP") with effect from the close of business hours on August 25, 2025. Following his resignation, Mr. Debabrata Mukherjee was appointed as Interim Chief Executive Officer with effect from August 26, 2025. He ceased to hold office as CEO on December 08, 2025, upon the appointment of Mr. Ajay Chaudhary as Chief Executive Officer ("CEO") of the Company.

9. ORDERLY SUCCESSION FOR BOARD AND SENIOR MANAGEMENT

The Company recognises the importance of implementing an effective succession plan for the Board of Directors and Senior Management in order to secure a successful future for the organisation. The Company has formulated a succession plan in terms of the provisions of the Act and SEBI Listing Regulations, which *inter-alia*, deals with the criteria for identifying persons who are qualified to be appointed in senior management as successors and periodical review of succession planning for the Board and senior management.

The Board at its meeting held on July 30, 2026, took note of retirement of Mr. Debabrata Mukherjee, Chief Business Officer of the Company, with effect from July 31, 2026, upon attaining the age of superannuation. The Board placed on record their sincere appreciation for the significant contributions made by Mr. Debabrata Mukherjee towards the Company's strategic growth and business development since the inception of the Company.

In line with the succession plan of the Company, Ms. Darshpreet Gill took charge as the Chief Business Officer of the Company with effect from August 1, 2026.

10. DIRECTORS AND OFFICERS INSURANCE

The Company has taken Directors and Officers (D & O) Insurance for all the Directors (including Independent Directors) and Senior Management of the Company. The Board is of the opinion that the sum assured and the risks presently covered under the D & O Insurance are adequate and commensurate with the size of operations of the Company.

11. ANNUAL BOARD EVALUATION

The Board of Directors carried out evaluation of its performance along with its Committees. The said

exercise was carried out in secured digital mode through structured questionnaire prepared separately for the Board, Committees and individual Directors. The responses received from the Directors were kept anonymous.

The evaluation covered, *inter alia*, the following parameters:

- The extent to which the Board and its Committees fulfilled their key responsibilities and functions.
- The composition and overall quality of the Board and its Committees.
- The conduct and procedures of Board and Committee meetings.

Further, the Independent Directors at their meeting evaluated the performance of the entire Board. Each Board member's diligence, participation, contribution and expertise were evaluated. All the Independent Directors were present for the meeting.

Pursuant to the provisions of the Act, as amended from time to time, the Nomination and Remuneration Committee (NRC) also carried out an annual evaluation of the Board as well as of the Board's Committees. The outcome of the evaluation was discussed at a meeting of the NRC, during which the performance of the Board and its Committees was reviewed.

Based on the evaluation, the NRC presented a summary of the performance evaluation reports to the Board of Directors and provided feedback to the individual Directors.

The Board expressed satisfaction with the performance of all Directors, the Board and its Committees.

12. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Holding Company:

Your Company does not have any Holding Company. National Investment and Infrastructure Fund II (NIIF's Strategic Opportunities Fund) ("NIIF Fund II") holds 39.7% equity stake in the Company. National Investment and Infrastructure Fund Limited ("NIIF") is an investor-owned fund manager, anchored by the Government of India ("GoI") in collaboration with leading global and domestic institutional investors. It currently manages four funds and has the majority stake in the Company through its Strategic Opportunities Fund ("SOF").

Subsidiary Company, Joint Ventures, Associates Company

During the financial year under review, your Company did not have any Subsidiary/Associate/Joint Venture

DIRECTORS' REPORT (CONTD.)

Company. The Company did not become a part of any Joint Venture during the year.

Accordingly, a statement containing salient features of the financial statements of Subsidiary / Joint Ventures / Associates is not applicable to the Company for the financial year under review.

13. PUBLIC DEPOSITS

The Company being a non-deposit accepting Non-Banking Financial Company, provisions of Section 73 and Section 74 of the Act read with Rule 8(5)(v) & (vi) of the Companies (Accounts) Rules, 2014, are not applicable to the Company.

During the financial year under review, the Company has not accepted any deposits including from the public. The Company shall not accept any public deposits without obtaining prior approval from the Reserve Bank of India.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

During the financial year under review, all transactions entered into by the Company with related parties, were in the ordinary course of business and on arm's length basis and were not considered material as per the provisions of Section 188 of the Act, read together with the Companies (Meetings of Board and its Powers) Rules, 2014 and Policy for Related Party Transactions of the Company. Hence, disclosure in form AOC-2 under Section 134(3)(h) of the Act, read with Rule 8 of the Companies (Accounts of Companies) Rules, 2014, is not applicable.

Omnibus approval of the Audit Committee is obtained for Related Party Transactions ("RPTs") which are of a repetitive nature and entered into in the ordinary course of business and at arm's length. A statement on RPTs specifying the details of the transactions, pursuant to each omnibus approval granted, was placed on a quarterly basis for review by the Audit Committee during the financial year.

The details of contracts and arrangements with related parties of your Company for the financial year under review are provided in notes to the standalone financial statements, which forms part of this Integrated Report. The Company has in place a policy for Related Party Transactions ("RPT Policy") as required under the applicable laws. The details of the RPT Policy are available on the website of the Company at <https://www.niififl.in>.

15. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

The Company by virtue of being a Non-Banking Financial Company registered under Chapter III B of the Reserve Bank of India Act, 1934 is exempt from the provisions of Section 186 of the Act.

However, details of loans given, investments made, guarantees given and security provided, if any, covered under the provisions of Section 186 of the Act, are provided in the notes to the standalone financial statements, which forms part of this Integrated Report.

16. POLICY ON FIT AND PROPER CRITERIA FOR SELECTION OF DIRECTORS

In terms of Section 178 of the Act read with rules framed thereunder, RBI Directions and other applicable laws, the Board has adopted a Policy on Fit and Proper Criteria for Directors for their appointment in the Company.

Fit and Proper criteria & Code of Conduct:

All the Directors meet the fit and proper criteria stipulated under the applicable regulations. All the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company.

17. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

Directors

The details on remuneration paid/payable to Directors, are covered in the Corporate Governance Report forming part of this report.

Particulars of remuneration to Employees

In accordance with the provisions of Section 197(12) of the Act and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of every employee covered under the said rule are available at the registered office of the Company during working hours before the Annual General Meeting and will be made available to any shareholder on request. In terms of Section 178 of the Act, the Board of Directors have adopted a Remuneration Policy which *inter alia* sets out the criteria for deciding remuneration of Directors, Key Managerial Personnel, Senior Management and

DIRECTORS' REPORT (CONTD.)

other employees of the Company. The details of the Remuneration Policy are available on the website of the Company at <https://www.niififl.in/>.

18. WHISTLE-BLOWER POLICY/ VIGIL MECHANISM

In compliance with the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 62J of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Whistle-Blower Policy/ Vigil Mechanism for Directors and employees to report concerns. The Whistle-Blower Policy/ Vigil Mechanism is available on the Company's website at <https://www.niififl.in/>.

This Vigil Mechanism of the Company is overseen by the Audit Committee and provides adequate safeguard against victimisation of employees and Directors and also provides direct access to the Chairman of the Audit Committee in exceptional circumstances. The whistleblower complaints are reviewed by the Audit Committee on an annual basis.

During the financial year under review, there were no complaints received by the Company under the Whistle-Blower Policy/ Vigil Mechanism.

19. RISK MANAGEMENT FRAMEWORK

The Company has constituted a Risk Management Committee ("RMC") in terms of the requirements of Regulation 62I of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, as amended from time to time and adopted a Risk Management Policy. The details of the same are disclosed in the Corporate Governance Report.

The overall risk management objective of the Company is to balance the trade-off between risk and return. An independent risk management function ensures that the risk is managed through a well-formulated risk management framework as well as through policies approved by the Board of Directors encompassing independent identification, measurement and management of risks across the Company.

The risk management processes are guided by a well-defined policy appropriate for the various risk categories including credit risk, market risk, interest rate risk, concentration risk, operational risk, liquidity risk, E&S (environmental & social) and climate risk, IT (Information Technology) & Cyber risk supplemented by periodic monitoring by the Committees constituted

by the Board and Management level Committees such as RMC, Credit Committee ("CC"), Asset-Liability Committee ("ALCO"), IT Strategy Committee (ITSC), Information Security Committee ("ISC"), etc.

The Company has developed an Internal Capital Adequacy Assessment Policy ("ICAAP") to identify, assess and manage all risks that may have a material adverse impact on business/financial position/capital adequacy of the Company.

The ICAAP encompasses capital planning, assessment of material risks and the relationship between risk and capital. The capital management framework is complemented by the risk management framework, which covers the policies, processes, methodologies and frameworks established for the management of material risks. It requires a comprehensive internal capital adequacy assessment process scheduled to be conducted annually, which can determine the adequate level of capitalisation necessary for meeting current and future business needs.

Stress testing, which is a key aspect of the risk management framework, provides an insight into the impact of extreme but plausible scenarios on NIIF IFL's risk profile and capital position.

The RMC approves policies related to risk and oversees risk management in the Company as per the defined risk framework.

The Audit Committee of the Board ("ACB") supervises functions and operations of the Company, which ultimately enhances the risk and control governance framework within the Company.

The Chief Risk Officer ("CRO"), appointed by the Board of Directors, is responsible for developing and implementing the risk management strategy of the Company. The CRO's role is to promote a very strong risk culture throughout the organisation and set up a strong risk governance framework. The CRO ensures that risk processes are aligned with the Company's overall objective of long-term viability and stakeholders' returns. Key responsibilities of the CRO include risk identification, assessment, developing risk management framework, risk monitoring, mitigating and reporting. The CRO oversees all financial and non-financial risks of the Company and ensures that risk considerations are fully factored into the Company's strategic decisions. Though the CRO reports to the CEO, his independence is safeguarded by ensuring that the RMC meets the CRO without the presence of the CEO at least once on a quarterly basis.

DIRECTORS' REPORT (CONTD.)

Credit Risk

Apart from the prudential exposure limits set by the RBI for IDF-NBFCs, the Company has set its own lower internal limits for exposure to promoter groups, exposure to various infrastructure sectors/sub-sectors, minimum credit rating for borrowers, etc. The Credit Policy along with the Risk Management Policy of the Company, ensures that the risk appetite of the Company is prudent and in line with the Company's strategy. As a part of the sanctioning process, each borrower is rated internally and disbursement is done as per well-laid out norms. Covenant testing, monitoring and re-rating of each borrower, are conducted annually and findings are presented to the Risk Management Committee. Portfolio concentration risk is managed by analysing counterparty, industry, sector, geographical region, single and group borrower limits. The periodic review of the credit portfolio is also done and necessary corrective measures are implemented as may be required.

E&S and Climate Risks

NIIF IFL is a responsible financial institution and recognises E&S (environmental and social) and climate risks are associated with infrastructure projects financed by it. The Company takes action to avoid, prevent or mitigate such risks. The Company has adopted an E&S Risk Policy, benchmarked to IFC Performance Standards, in order to ensure integration of E&S and climate risk aspects in the credit appraisal and loan disbursement processes, as well as post-disbursement monitoring phases. This ensures that NIIF IFL finances infrastructure projects that are not only economically viable, but also environmentally sound and socially acceptable.

Climate change caused by global warming due to greenhouse gas emissions poses a serious threat to our economy. The increased frequency of climate change impact viz. extreme weather events (floods, cyclones, landslides etc.) are causing massive damage to the global economy and ecosystems. Infrastructure projects are suffering severe physical damage and business interruption due to natural disasters. NIIF IFL recognises that climate-related risks can jeopardise the profitability and stability of its financed infrastructure projects. For NIIF IFL, climate risks represent traditional risks due to probability of borrowers' inability to repay loans (credit risk), reduced access to finance due to changing market conditions (liquidity risk) and risk arising from changing market and consumer sentiments (reputation risk).

NIIF IFL is consciously acting on two dimensions of climate change-related risks – the first is financing of green and sustainable transition (~63% of loan portfolio is green power assets as on March 31, 2026) and the second is related to risk management. Before refinancing a project, NIIF IFL thoroughly examines the physical climate risks associated with a project and availability of adaptation and resilience measures. All loan assets are mapped to check whether they fall in seismological zones, cyclonic zones, flood zones, landslide zones, drought and heatwave zones. Availability and adequacy of insurance for climate perils, availability of adaptation measures for example, adoption of water neutrality (robotic dry cleaning, rainwater harvesting etc.) measures, lightning arrestors, storm water management system etc. are assessed for every loan asset.

Market & Liquidity Risk

The ALM policy of the Company provides the framework to monitor and manage market and liquidity risks. The policy also defines structural liquidity limits beyond the buckets prescribed by RBI. The ALCO (Asset Liability Committee) of the Company reviews the liquidity risk and the interest rate sensitivity profile of the organisation on a regular basis. Monitoring and management of Liquidity, Asset-Liability and Interest Rate and Market Risk are carried out using quantitative techniques, such as sensitivity analysis, duration analysis and by quantifying earnings at risk.

Operational Risk

The Company has a Board approved Operational Risk Management framework. Ongoing monitoring of Key Risk Indicators ("KRI") is conducted and corrective actions are implemented on KRI exceptions. Operational Risk Management framework includes timely reporting and assessments of incidents and implementing controls through Risk and Control Self-Assessment (RCSA). An oversight committee of Senior Management representatives viz. the Operational Risk Management Committee, meets periodically to review the operational risk profile of the organisation. Technology Risk and Cyber Risk are managed comprehensively as per Board approved Information Security and Cyber Security Policy with oversight of RMC, IT Strategy Committee and Information Security Committee. Business Continuity Plans (BCP) and Disaster Recovery plans are put in place to enable continuity of operations and minimal disruption to critical businesses. These plans are regularly reviewed and tested by the Company. Further, to enhance

DIRECTORS' REPORT (CONTD.)

cyber awareness, the Company conducts learning programs on cyber security and its importance to enable employees to comply with the regulatory/statutory guidelines as well as ensure protection of IT systems. A robust governance mechanism has been established to manage the cyber risk inherent in business processes and information assets through monitoring mechanisms and regular reviews.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company supports the projects which create long-term and sustainable impact within the causes enlisted in Schedule VII of the Act, with a special focus on Healthcare, Education, Rural development and Environment. The details of the CSR policy are available on the website of the Company at <https://www.niifil.in/>.

The report on Corporate Social Responsibility forms part of this report and is attached as **Annexure II**.

21. INTERNAL FINANCIAL CONTROLS

The Company has laid down a set of standards, processes and procedures which enable implementation of Internal Financial Controls ("IFC") across the organisation with reference to financial statements and checks that such controls are adequate and are operating effectively.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, self-assessment of controls, monitoring by functional experts as well as testing of the internal financial control systems by the internal auditors/ Head of Internal Audit ("HIA"). During the financial year under review, there have been no material observations by the auditors of the Company in the context of inadequacy of such controls.

Internal control systems are regularly assessed and strengthened in terms of standard operating procedures. The Company periodically engages outside experts to carry out independent reviews of the effectiveness of various processes. The observations and best practices suggested are reviewed by the management and Audit Committee and appropriately implemented to strengthen internal controls.

22. COMPLIANCE FUNCTION

To uphold its commitment to preserving the trust and confidence of its stakeholders, the Company places a significant emphasis on ensuring that it complies with all applicable regulatory guidelines. Compliance with the regulatory framework that has been stipulated by

RBI continues to be an essential component of the Company's operations, contributing to the maintenance of transparency, accountability and financial stability.

The Company has allied its policies, systems and procedures with the regulatory requirements that are relevant to its size, complexity and systemic relevance. Additionally, the Company has implemented the Compliance function structure that was given by the Reserve Bank of India (RBI). The implementation of this structured strategy not only guarantees continuous compliance with regulatory requirements, but it also enhances the resilience and long-term sustainability of the Company in the face of a dynamic financial environment. In addition, the implementation of this framework results in the incorporation of compliance into the Company plan. This is done to ensure that the risks associated with non-compliance are recognised and effectively addressed to foster a culture of compliance.

To achieve the goal of cultivating a robust compliance culture across the organisation, the Company has created a thorough compliance policy. A governance structure for the compliance function is outlined in the policy, which also includes specified roles and duties, as well as methods for identifying, assessing, monitoring and reporting compliance issues. The policy also articulates the compliance philosophy of the Company.

The Board has appointed a Chief Compliance Officer ("CCO") who is able to work independently in accordance with the expectations of the regulatory bodies. As a vital component of the Company's corporate governance, internal control and risk management systems, the CCO is responsible for monitoring the compliance framework and ensuring that compliance risk is effectively managed.

The Company confirms its commitment to the highest levels of regulatory compliance and governance by means of this framework. As a result, the Company is able to protect the interests of stakeholders and provide supportive value generation that is sustainable.

23. INTERNAL AUDIT FUNCTION

The Company has put in place risk based internal audit framework to monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent and reasonable assurance on the adequacy and effectiveness of the organisation's risk management, internal control and governance processes. The

DIRECTORS' REPORT (CONTD.)

framework is commensurate with the nature of the business, size, scale and complexity of the Company's operations.

The risk based internal audit plan is developed based on the risk profile of business activities of the organisation. The audit plan covers process audits, compliance with policies, standard operating procedures and regulations and follows a risk-based approach.

The Board has put in place a process to safeguard the independence of the Head - Internal Audit ("HIA"). The HIA meets the Audit Committee on a quarterly basis without the presence of CEO and Senior Management. The Company affirms that there is no dual hatting in the role of the HIA.

The risk based internal audit plan is approved by the Audit Committee, which regularly reviews compliance with the plan.

24. INFORMATION TECHNOLOGY AND IT SECURITY

Information Technology And Cyber Security

NIIF IFL continues to progress its digital transformation agenda, with a structured transition from process digitisation towards more intelligence-led operations. The focus remains on enhancing operational efficiency, strengthening governance frameworks and enabling improved data-led decision-making across the organisation.

Enterprise Platform (SAP S/4 HANA)

The SAP S/4 HANA platform continues to serve as the core enterprise system, supporting integrated processing across lending and borrowing operations, including the finance function. The platform has enabled improved data consistency, strengthened regulatory reporting and enhanced visibility into key financial and operational metrics, thereby supporting timely decision-making and operational control.

Asset Liability Management and Treasury Management System

The Company has operationalised an Asset Liability Management and Treasury Management System to support effective monitoring of liability maturity profiles and treasury operations.

Integrated Portfolio Monitoring

The Company is progressing towards the development of an integrated portfolio monitoring capability, aimed at providing a unified view across financial, operational and risk parameters. This initiative is expected to further enhance portfolio oversight, support early

identification of emerging risks and strengthen management reporting.

IT and Cyber Security Measures

The Company has implemented IT and cybersecurity controls, supported by appropriate monitoring and risk mitigation measures. These controls are commensurate with the size, scale and complexity of operations. Ongoing efforts are focused on strengthening governance, enhancing monitoring capabilities and ensuring alignment with evolving regulatory expectations.

25. CODE OF CONDUCT AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives. Details of the Policy are available on the website of the Company at <https://www.niifil.in/>.

26. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, ("Act") in relation to the audited financial statements of the Company for the year ended March 31, 2026, the Board of Directors hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards were followed and there were no material departures from the same;
- such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2026 and of the profit of the Company for financial year ended on that date;
- proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts of the Company have been prepared on a going concern basis;

DIRECTORS' REPORT (CONTD.)

- the Directors have laid down Internal Financial Controls to be followed and such Internal Financial Controls were adequate and were operating effectively;
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. MATERIAL ADVERSE ORDERS, IF ANY

There are no significant and material orders passed / penalties levied by the Reserve Bank of India or the Ministry of Corporate Affairs or Courts or Tribunals or other Regulatory/ Statutory authorities which will have an impact on the going-concern status of the Company and Company's operations in future.

28. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

Statutory Auditors and their report:

There are no adverse observations or qualifications in the auditors' reports for the financial year ended March 31, 2026. Hence, the same do not call for any further comments under Section 134(3)(f) of the Act.

Further, pursuant to Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021, issued by the Reserve Bank of India ("RBI"), the Company is required to have the statutory audit of its books of account conducted through a joint audit by a minimum of two audit firms.

Accordingly, based on the recommendation of the Audit Committee and the Board of Directors, the shareholders at their Annual General Meeting held on September 27, 2024, approved the appointment of G.M Kapadia & Co., (Firm Registration No. 104767W), as joint statutory auditors of the Company for a period of 3 (Three) years, commencing from the conclusion of the 11th Annual General Meeting until the conclusion of the 14th Annual General Meeting.

Further, the shareholders of the Company, at their Annual General Meeting held on July 29, 2025, based on the recommendation of the Audit Committee and the Board of Directors, approved the appointment of M/s Manohar Chowdhry & Associates (Firm Registration Number: 001997S) as Joint Statutory Auditors of the Company for a period of three years, commencing from the conclusion of the 12th Annual General Meeting until the conclusion of the 15th Annual General Meeting.

The Company has received a letter from M/s G.M. Kapadia & Co. and M/s Manohar Chowdhry & Associates, confirming that they are willing, eligible and not disqualified to act as Joint Statutory Auditors of the Company.

Secretarial Auditors and their report:

As required under the provisions of Section 204 of the Companies Act, 2013 and pursuant to Regulation 24A and Regulation 62M of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Secretarial Audit Report for FY 2026, issued by M/s Rathi & Associates, Practicing Company Secretaries, in Form MR-3, is annexed as **Annexure III** and forms part of this Report.

The Secretarial Audit Report for the financial year ended March 31, 2026, does not contain any qualification, adverse remark, or reservation. Accordingly, the Board is not required to provide any further explanation or comments under Section 134(3) of the Companies Act 2013.

Internal Audit Function and their report:

Pursuant to RBI Risk Based Internal Audit ("RBIA") framework, Ms. Archana Moghe is the Head – Internal Audit ("HIA") of the Company. To ensure independence of HIA, the Audit Committee meets with the HIA, without the presence of senior management on a quarterly basis. The Internal Audit reports are reviewed quarterly by the Audit Committee.

Cost Auditors and their report:

The provisions of Cost Records and Cost Audit as prescribed under Section 148 of the Companies Act, 2013 are not applicable to the Company.

Reporting of frauds by auditors:

During the financial year under review, there were no material or serious instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and rules made thereunder, by officers or employees reported by the Statutory Auditors or Secretarial Auditors of the Company during the course of the audit conducted.

29. PROTECTION OF WOMEN AT THE WORKPLACE

Your Directors state that, the Company has complied with the provisions relating to constitution of Internal Complaints Committee ("ICC") as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, ("Sexual Harassment Act"). The objective of the ICC is to prevent, prohibit and redress sexual harassment of women at the workplace. The Board confirms that during the financial year under review, the Company did not receive any sexual harassment complaints.

DIRECTORS' REPORT (CONTD.)

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	No. of complaints filed during the financial year	No. of complaints disposed of during the financial year	No. of complaints pending as on the end of the financial year
	NIL	NIL	NIL

30. MATERNITY BENEFIT

The Company has complied with the provisions relating to the Maternity Benefit Act, 1961.

31. CORPORATE GOVERNANCE

As a professionally managed Company with National Investment and Infrastructure Fund II as the controlling shareholder and effective board oversight, the Company's pursuit of delivering long-term value to all its stakeholders is predicated on sound Corporate Governance practices. Corporate Governance at NIIF IFL is an ongoing process. It involves a commitment to moral values and business ethics. Regular upgrades are made to systems, policies and frameworks to meet the challenges of rapid expansion in a dynamic external business environment.

The Company believes that good and transparent Corporate Governance practices enable the Board and the Management to direct and control the affairs of the Company in an efficient manner thereby helping the Company to achieve its goal and benefit the interest of all its stakeholders.

A report on Corporate Governance pursuant to SEBI Listing Regulations is attached as **Annexure IV**. The report contains the details as required to be provided on the composition and category of directors, number of meetings of the Board, composition of the various committees, annual board evaluation, remuneration policy, criteria for board nomination and senior management appointment, whistle blower policy / vigil mechanism, disclosure of relationships between directors inter-se, state of company's affairs, etc.

Board of Directors:

The Board meets at regular intervals to discuss and decide on the Company's performance and strategies. During the financial year under review, the Board met Nine (9) times. Further details on the Board of Directors are provided in the Corporate Governance Report.

Committees of the Board

The Company recognises the significance of Committees constituted by the Board, in fostering strong Corporate Governance practices. Accordingly,

the Company has constituted various Committees to enhance the effectiveness and efficiency of the Board and assist in decision-making processes. These Committees have been formed in compliance of provisions of the Act and relevant rules made thereunder, Listing Regulations, RBI Directions, Circulars & Guidelines issued from time to time. Further details on Committees constituted by the Board, are provided in the Corporate Governance Report.

32. ANNUAL RETURN

The Annual Return in form MGT-7 for the Company is available on the website of the Company at <https://www.niifil.in/>

33. RBI GUIDELINES

The Company has constituted various Committees in compliance with applicable regulations/ directions issued by the Reserve Bank of India ("RBI") (as amended from time to time). These Committees primarily measure, monitor, report and control risks of the Company. The Company has complied with all applicable regulations and guidelines issued by the applicable authorities including RBI and SEBI.

34. BOARD POLICIES

The details of the key policies approved and adopted by the Board of Directors as required under the Companies Act, 2013, Securities and Exchange Board of India (SEBI) regulations and RBI regulations, updated on the website, are provided in **Annexure V** to this report.

35. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014, are furnished as under:

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Considering the nature of operations of the Company whereby the Company is not engaged in any manufacturing activity, the particulars regarding conservation of energy and technology absorption as required under the provisions of Section 134(3) (m)

DIRECTORS' REPORT (CONTD.)

of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable and hence, the same have not been included.

There were no foreign exchange earnings/ outgo during the financial year under review as well as during the previous financial year.

Secretarial Standards

The Company is in compliance with the applicable Secretarial Standards with respect to meetings of the Board of Directors & General Meetings.

36. GENERAL

The Directors of the Company state that no disclosures or reporting is required in respect of the following items as there were no transactions on these items during the period under the review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise and under Employees Stock Option Scheme as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013.
- Receipt of any remuneration or commission from any of its holding or subsidiary company by the managerial personnel of the Company.
- Revision of the financial statements for the year under review.

- Material changes and commitments that occurred between the end of the financial year of the Company and the date of the Report which could affect the Company's financial position.
- Significant or material orders passed by the Regulators or Courts or Tribunals which impact/ could impact the going concern status and Company's operations in future.
- Proceeding for Corporate Insolvency Resolution Process initiated Under the Insolvency and Bankruptcy Code, 2016.
- Instance of one-time settlement entered with any Banks and/or Financial Institutions.
- Scheme for provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Failure to implement any Corporate Action in regard to securities issued by the Company.
- Transfer of un-paid or unclaimed amount to Investor Education and Protection Fund ("IEPF").
- Obtained any registration / license / authorisation, by whatever name called from any other financial sector regulators.

37. ACKNOWLEDGEMENTS AND APPRECIATION

The Board would like to acknowledge the dedication and hard work of the Company's employees at all levels, as well as the support of the Company's diverse stakeholders. During the period under review, the relationship with regulatory authorities, shareholders, customers, bondholders, rating agencies and other stakeholders remained positive.

The Board appreciates the support and cooperation of all stakeholders.

By Order of the Board of Directors

Sd/-

Mr. Prashant Kumar Ghose
Independent Director
DIN: 00034945

Place: Mumbai

Date: July 30, 2026

Registered Office:

3rd Floor, North Wing, UTI Tower,
GN Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
CIN: U67190MH2014PLC253944
Website: <https://www.niifil.in/>

Sd/-

Mr. Nilesh Shrivastava
Non-Executive Director
DIN: 09632942

Annexure I

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

The global economy in 2025 navigated a landscape defined by divergent growth paths and a fundamental reordering of trade priorities. The most significant disruptor in 2025 was the implementation of tariff rates climb to levels not seen in a century, triggering a wave of global “front-loading” where businesses rushed to import goods early in the year. Nevertheless, global growth is estimated to have slowed to ~2.8-3.0% in 2025, down from the 3.3% seen in 2024. This slowdown, however, was not uniform across major economies. In the US, growth decelerated to 1.8% as policy uncertainty and the drag from higher input costs began to weigh on business environment. China’s economic growth slipped toward 4%, hampered by a stagnant property sector and the adverse impact of trade barriers from the West. The Eurozone struggled with a meager 0.8-1.2% growth rate, particularly as Germany faced structural industrial challenges and fluctuating energy costs.

Amid the growth pangs, the disinflationary process that hit a milestone in 2024 became sticky and desynchronised in 2025. This led to divergences in monetary policy actions of major developed economies. The US Federal Reserve, after holding rates steady for much of the year due to tariff-induced inflation risks, finally initiated a series of 25 basis points cuts in late 2025 as the labour market showed signs of cooling. The European Central Bank (ECB) and Bank of England (BoE) moved aggressively with rate cuts as their economies cooled. In a historic shift, the Bank of Japan (BoJ) continued to raise rates toward 0.5% to manage domestic price pressures and a weakening Yen, ending its era of ultra-loose policy.

Despite a global backdrop of trade fragmentation, the Indian economy demonstrated remarkable resilience and structural strength through FY 2026 supported by buoyant private consumption, robust manufacturing sector and strategic government capital expenditure. It remained the world’s fastest-growing major economy for the fourth consecutive year and surpassed Japan in nominal GDP to become the world’s fourth-largest economy.

According to the second advance estimates, India’s real GDP growth for FY 2026 is estimated at 7.6%, surpassing previous projections. This growth is anchored in a robust manufacturing performance and resilient domestic demand despite external headwinds like geopolitical tensions in West Asia and tariff concerns. The economy showed strong momentum through the first three quarters of FY 2026, with a slight moderation expected in the final quarter due to the Middle East conflict and an unfavourable statistical base. The manufacturing sector maintained double-digit growth for five consecutive quarters as of Q3FY 2026, bolstered by inventory stocking and GST rationalisation. Services sector

reached a seven-quarter high of 9.5% in Q3FY 2026. Growth was led by Financial, Real Estate & Professional Services and Trade, Hotels and Transport. Growth in the Agriculture and allied sector moderated to a seven-quarter low of 1.4% in Q3FY 2026, partly due to unfavourable base effects and weather disruptions like unseasonal rainfall.

Headline inflation plummeted to an average of ~2.1% for FY 2026 (vs. 4.6% in FY 2025), driven by a prolonged nine-month decline in food prices and a favourable monsoon. Core inflation (excluding gold) remained stable at around 2.6%, indicating that the underlying price pressures were well-contained. The RBI delivered one of the sharpest easing cycles in recent history, cutting policy rates by a full percentage point within four months starting in February, 2025. The RBI delivered another rate cut of 25 basis points in December, 2025, even as macroeconomic fundamentals strengthened, signalling its commitment to sustain domestic demand through 2026 amid global uncertainty.

On the fiscal front, the Central Government is set to narrow its fiscal gap to 4.4% of GDP for FY 2026 compared to 4.8% in FY 2025. During April-January FY 2026, fiscal deficit stood at ₹ 9.8 lakhs crores, representing 63% of the budget estimate. Significant tax reforms in FY 2026 (personal income tax revisions and GST rationalisation) had a revenue-reducing effect, with an estimated tax revenue shortfall of ₹ 1.9 lakhs crores in FY 2026 (RE), which was balanced by higher non-tax revenue and expenditure adjustments.

Foreign direct investment (FDI) into India grew by 18% year-on-year to US\$47.87 billion during April-December, FY 2026, with inflows from the US nearly doubling to US\$7.8 billion during this period. Foreign portfolio investment (FPI) outflows were about US\$16.4 billion (up to March 25, 2026), highest ever in any financial year. Such investment withdrawals contributed significantly to currency depreciation with the Indian Rupee breaching the ₹ 94 per US dollar mark in late March 2026. Despite RBI’s interventions in the forex market to contain rupee volatility, India’s foreign exchange reserves at US\$710 billion are adequate to cover for more than 11 months of imports.

In 2025, S&P upgraded India’s long-term sovereign credit rating to ‘BBB’ from ‘BBB-’ and its short-term rating to ‘A-2’ from ‘A-3’, with a Stable Outlook. This marked the country’s first sovereign upgrade by S&P in 18 years. The rating upgrade reflects a combination of key factors, including India’s buoyant and dynamic economic growth, the government’s sustained commitment to fiscal consolidation, improved quality of public spending, particularly on capex and infrastructure and strong corporate, financial and external balance sheets. Credible inflation management and increasing policy predictability have also played a central role.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

The GST 2.0 reform, implemented in September 2025, represents a landmark shift by aggressively streamlining India’s once-complex rate structure. By collapsing the 12% and 28% brackets into more manageable 5% and 18% tiers, the GST Council has effectively lowered the cost of essential services, life-saving medicines and middle-class consumer durables. While the introduction of a consolidated 40% peak rate for luxury and “sin” goods ensures revenue stability, the broader exemption of health and life insurance premiums highlights a pivot toward social welfare. Early data from 2026 suggests that this rationalisation has successfully balanced the scales: reducing the compliance burden for small businesses and cooling inflation, while simultaneously driving record-high monthly collections through increased volume.

The much-awaited Labour Code reforms finally came into force in FY 2026. By simplifying compliance while safeguarding worker rights, the reform is expected to improve ease of doing business, accelerate job formalisation and attract fresh investment across manufacturing and services.

While domestic reforms progressed, FY 2026 was defined by a sophisticated shift in India’s external economic strategy. The year marked a pivot toward deeper global integration through the conclusion of landmark trade agreements with the US, EU, UK, New Zealand and Oman. These trade pacts materially expand market access, diversifying India’s trade corridors and catalysing new investment flows and export opportunities.

To support these long-term infrastructure projects, the regulatory framework is actively encouraging, the growth of Infrastructure Debt Fund – Non-Banking Financial Companies (IDF-NBFCs), which play a vital role in refinancing operational infrastructure assets, helping to free up capital for new projects, providing an alternative solution to solve the asset liability mismatch of banks, channelise pension/ provident/ insurance funds to infrastructure, credit enhancing projects through longer tenors, lower rates and innovative solutions as well as enabling deepening of bond markets through issuance of listed long tenor bonds.

The infrastructure financing sector experienced a steady momentum, supported by a stable interest rate environment and growing institutional investor appetite for infrastructure backed debt securities. Regulatory developments including flexibility in refinancing structures, permission to raise external commercial borrowings (ECBs) under certain conditions, continue to provide operational headroom. With enhanced access to long-term capital from domestic and foreign investors, IDF-NBFCs are being increasingly recognised as an essential channel for mitigating risk

in infrastructure and enabling sustainable infrastructure financing.

OUTLOOK

The global economy had been on course for stronger-than-expected growth before the war in Iran erupted in the end of February 2026. The uncertainty surrounding the duration and magnitude of the war is testing the resilience of the global economy. The Organisation for Economic Co-operation and Development (OECD) has warned that escalating conflict in the Middle East has knocked the global economy off a stronger growth path as a near-halt in energy shipments through the Strait of Hormuz threatens to push inflation sharply higher. It projects global GDP growth to ease from 3.3% last year to 2.9% in 2026 as the unpredictable nature of the conflict offset tailwinds from strong technology-related investment, lower effective tariff rates and momentum carried over from 2025.

S&P Global Ratings projects India’s GDP to grow at 7.1% in FY 2027 driven by strong private consumption, modest recovery in private investment and robust export performance. However, downside risks to the outlook could emanate from the Gulf conflict. It projects inflation to rise to 4.3% in FY 2027 as it normalises from low levels, with the RBI likely to keep interest rates unchanged while maintaining a neutral stance.

India’s infrastructure sector is poised for sustained growth, underpinned by strong policy momentum, public investment and increasing private sector participation. The emphasis on projects that generate stable and predictable cash flows, particularly, in sectors such as renewable energy, roads, airports, logistics and digital infrastructure – creates a robust pipeline for refinancing opportunities aligned with the IDF-NBFC model.

With a pristine loan book and a well-diversified portfolio in all sectors such as renewable power generation and power transmission, airports, roads, telecommunication infrastructure and logistics, the Company is poised to increase its loan book, ensuring conservative leverage and deepening market access. The Company’s focus would be to expand to new sectors like data centres, etc. which will support holistic infrastructure growth in the country.

The strategic focus on infrastructure, supported by substantial investments by the Government of India and with adequate capital base, NIIF IFL is in a good position to capture the refinancing segment of the market. Going forward, focus of the Company is to increase the loan book with continued focus on maintaining a pristine asset quality with a balanced and diversified portfolio across multiple sectors.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

The growth would continue to be underpinned by strong credit appraisal, risk guardrails and structuring skills, disciplined risk and asset management practices and continuous real-time monitoring of the portfolio. On the liabilities side, the Company will continue its endeavour to raise long term debt from a diversified base of investors and optimise borrowing cost, by exploring various new instruments, (FRBs, Subordinated Debt, NCRPS & Public Bond Issuance) tailored to different risk-return preferences and term (5-20 years) structure

NIIF IFL remains well-positioned to consolidate its role as a key enabler in India's infrastructure financing sector. A strong balance sheet, agile risk management and conservative credit appraisal process will underpin NIIF IFL's strategy to scale responsibly, deliver stable returns to stakeholders and contribute meaningfully to the national infrastructure goals.

OPPORTUNITIES AND THREATS

Opportunities:

The business model of IDF-NBFCs – focused on refinancing post commencement operations date ("COD") infrastructure projects that have completed at least one year of satisfactory commercial operations and finance toll operate transfer ("TOT") projects as the direct lender, aligns well with the government's policy emphasis on efficient capital recycling and infrastructure monetisation. The following developments present compelling growth opportunities:

- **Greater structuring flexibility:** better alignment of repayment with project cash flows and refinancing options that allow pooling of assets.
- **Robust pipeline of eligible projects:** with a significant number of infrastructure projects across sectors such as roads, renewable energy, transport, logistics and data centres entering the post-COD phase, there is a growing pool of assets suitable for long-term refinancing.
- **Policy support:** Regulators and policy makers continue to support IDF-NBFCs through tailored regulations that offer capital efficiency, extended funding tenors and relaxed exposure norms under the Master Directions.
- **Access to Debt Markets:** regulatory reforms under SEBI and RBI have enhanced the transparency, credibility and liquidity of the corporate debt market, enabling IDF-NBFCs to tap diversified funding sources, including insurance companies, pension funds and high net-worth individuals.
- **Emphasis on Infrastructure:** the increased budgetary allocation for infrastructure spending, along with the

implementation of programmes such as the National Infrastructure Pipeline and the emphasis on public private partnerships create a favourable ecosystem for infrastructure re-financing entities.

- **Green and Sustainable Finance:** the global and domestic push towards ESG-compliant infrastructure creates a new frontier for IDF-NBFCs to expand into green refinancing and climate-aligned financing instruments. More than 60% of NIIF IFL's portfolio consists of projects in green energy sector.
- **Diversification of Liability Franchise:** NIIF IFL plans to broaden its liability franchise by leveraging a wider range of capital market and funding instruments in addition to its traditional plain-vanilla NCD borrowings. The objective is to diversify funding sources, expand the investor base, optimise the liability profile and better align funding structures with NIIF IFL's Asset Liability Management (ALM) requirements.

Key Instruments:

- **Non-Convertible Redeemable Preference Shares (NCRPS):** Offer flexible repayment schedules, better post-tax yields ideal for family offices and HNIs.
- **Floating Rate Bonds (FRBs):** Offer interest rate-linked returns, attracting institutional investors while enabling NIIF IFL to better match asset-liability profiles in a dynamic rate environment.
- **External Commercial Borrowings (ECBs):** Provide access to long-tenor global capital at competitive pricing, enabling NIIF IFL to diversify funding sources and support infrastructure lending at scale.
- **Pass-Through Certificates (PTCs):** Facilitate asset securitisation, enabling NIIF IFL to recycle capital efficiently while offering investors structured exposure to infrastructure loan cash flows.
- **Public Bond Issuance:** Broadens investor participation including retail investors, while providing NIIF IFL with a scalable and market-visible long-term funding platform.
- **Subordinated Debt (Sub Debt):** Strengthens capital buffers and enhances loss-absorbing capacity for NIIF IFL while offering investors higher-yielding long-term investment opportunities.
- **Partly Paid Debentures:** Enabling long-term liability solution for NIIF IFL and long-term investment solutions for insurance companies, resulting in better forecasting for both.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

➤ **Product differentiation – offerings:** the financial service sector presents several opportunities for growth including

- Flexi-coupon and fixed-rate long tenor loans which can cater to diverse customer needs and provide a competitive edge.
- Customised lending based on project cash flows and fixed rate offerings to improve credit ratings, which can enhance the creditworthiness of borrowers and reduce lending risks.
- Syndication of large-ticket transactions with leading infrastructure lenders/financial institutions, ESG advisory and cash flow management through escrow/TRA (Trust and Retention Account) mechanisms to expand financing capacity, strengthen risk management and provide value-added solutions to clients.

Threats:

Continued availability of liquidity in the banking system may lead infrastructure project companies/borrowers to avail financing from banks which could impact the opportunities available for refinancing by IDF-NBFCs. Also, the slow-down in the private capital expenditure and in view of limited credit growth for new projects in industrial sectors, commercial banks and new development finance institutions are likely to aggressively lend to operational infrastructure projects thereby posing competition and pricing pressure to IDF-NBFCs.

Investment platforms like InVITs in matured sectors such as roads, renewables and transmission could impact the pipeline of operating assets available for refinancing by NIIF IFL, as there is a requirement for clarity on whether IDF-NBFCs are permitted to provide financing to InVITs.

Success of any financing business is dependent on a facilitative regulatory framework; any adverse change in the regulatory framework can have an impact on the profitability of NIIF IFL.

While projects re-financed by NIIF IFL are insured against various risks, the severity of climatic events could impact project performance.

SEGMENT WISE AND OPERATIONAL PERFORMANCE OF THE COMPANY

NIIF IFL expanded its loan book, growing from ₹ 25,390 crores in FY 2025 to ₹ 31,782 crores in FY 2026, reflecting a 25% increase. The total gross disbursements in FY 2026 amounted to ₹ 11,025 crores. The Company increased its exposure in key sectors such as roads, renewable power generation, digital infrastructure, port logistics and healthcare.

On the liabilities front, NIIF IFL continues to sustain robust relationships with a broad range of investors, including insurers, retirement benefit funds, banks, corporates and mutual funds. As of March 31, 2026, the outstanding borrowings through non-convertible debentures ("NCDs") was ₹ 27,291 crores. Existing and potential issuances are rated 'AAA' rating from ICRA Limited, CRISIL Ratings Limited and CARE Rating Limited.

NIIF IFL'S FINANCIAL PERFORMANCE HIGHLIGHTS

A summary of NIIF IFL's financial performance for FY 2026, along with a comparison to its performance in FY 2025, is as under:

Total Revenue: ₹ 2,561.05 crores as of March 31, 2026, compared to ₹ 2,183.03 crores as of March 31, 2025 (17 % increase over the previous year).

Loan book: ₹ 31,782 crores as of March 31, 2026, compared to ₹ 25,390 crores as of March 31, 2025 (25% increase over the previous year).

Net Interest Income (NII): ₹ 603.35 crores as of March 31, 2026, compared to ₹ 529.13 crores as of March 31, 2025 (14% increase over the previous year).

Net Profit: ₹ 600.25 crores as of March 31, 2026, compared to ₹ 487.21 crores as of March 31, 2025, reflecting a growth of 23% Y-o-Y.

Net Worth: ₹ 4,906 crores as of March 31, 2026, compared to ₹ 4,326 crores as of March 31, 2025.

The Company maintains strong asset quality with nil non-performing assets ("NPAs") and a strong capital position, with a Capital Adequacy Ratio of 20.59 % as of March 31, 2026.

The Company's debt-equity ratio was 5.72 times as of March 31, 2026, resulting from increased borrowings to support increased lending activities.

RISKS AND CONCERNS

NIIF IFL employs a comprehensive risk management framework to effectively handle its risk exposure. NIIF IFL's senior management under the guidance of the Risk Management Committee plays a crucial role in identifying various risks that could impact the Company's operations, including credit risk, interest rate risk, regulatory risk, forex risk, asset liability management risk, liquidity risk, capital adequacy & leverage, concentration risk – assets and liabilities, ESG and climate risks, IT & Cyber risk. Once these risks are identified, the management undertakes a thorough assessment and formulates strategies to mitigate these risks and ensure robust risk management framework and resilience in its operations.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

For a comprehensive overview of the risks and concerns associated with the Company's business model and current economic conditions, please refer to the Risk Management Framework section in the Board's Report.

PEOPLE

Our workforce remains a key differentiator in business. We continue to invest strategically in building and strengthening high-performing teams across all functions, recognising that our people are central to achieving operational excellence and sustained growth.

A strong emphasis has been placed on fostering a diverse, inclusive and equitable workplace. Women comprise 33% of our overall workforce, including representation in managerial roles. We remain committed to improving gender diversity through focused initiatives and inclusive people practices.

To foster a truly inclusive environment, we have introduced various awareness-building initiatives. These include sensitisation workshops on unconscious bias and sessions aimed at building cultural alignment. These efforts are designed to promote mutual respect, drive inclusive behaviours and ensure that all employees feel heard, valued and empowered to contribute.

The Company is dedicated to nurturing a workplace culture where every employee is respected, supported and empowered to contribute meaningfully. To this end, we offer a comprehensive suite of employee well-being initiatives, including accident and health insurance, parental leave,

annual health check-ups, wellness allowances and expert-led health and wellness sessions.

Learning and development remain a critical focus area. The Company has implemented a range of structured programmes aimed at enhancing both technical, behavioural, functional competencies. These initiatives support individual growth, ensure regulatory and operational compliance and prepare employees for future leadership roles.

Through these ongoing efforts, The Company remains committed to cultivating a high-trust, high-performance culture that supports employee engagement, drives innovation and builds organisational strength.

Number of Employees:

Men	Women	Total (As of March 31, 2026)
46	23	69

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established comprehensive standards, processes and procedures to ensure the effective implementation of Internal Financial Controls related to Financial Statements. These controls are deemed adequate and have been operating effectively throughout the year. No significant issues regarding their efficiency or adequacy were noted during the review period. For further details, please refer to the Internal Control and Internal Audit section of the Directors' Report.

Annexure II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2026

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY:

NIIF Infrastructure Finance Limited ("NIIF IFL" or "the Company") believes that profitability must be complemented by a sense of responsibility towards all stakeholders with a view to make a material, visible and lasting difference to the lives of disadvantaged sections of the society, preferably in the immediate vicinity in which the Company operates or does business, but at the same time ensure widespread spatial distribution of its CSR activities all over India befitting its status as a conscientious corporate citizen. For NIIF IFL, CSR is an extension of its overall ethos of responsible business.

The CSR activities shall be undertaken by NIIF IFL as per the Companies CSR policy as formulated by the CSR Committee and approved by the Board of Directors and in line with Companies (CSR Policy) Rules 2014, Companies (CSR Policy) Amendment Rules, 2021 and the circulars related to CSR issued by the Ministry of Corporate Affairs from time to time.

2. COMPOSITION OF CSR COMMITTEE:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ashwani Kumar	Independent Director – Chairman	4	4
2.	Ms. Rosemary Sebastian	Independent Director – Member	4	4
3.	Mr. Nilesh Shrivastava	Nominee Director of NIIF Fund II - Member	4	4

3. PROVIDE THE WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

- Composition of CSR Committee : [NIIF IFL - List of Committees.pdf](#)
- CSR Policy : [Corporate Social Responsibility Policy.pdf](#)
- CSR Projects approved by the Board : [NIIF Infrastructure](#)

4. PROVIDE THE EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 IF APPLICABLE (ATTACH THE REPORT) – Not Applicable¹

5. CALCULATION OF NET PROFIT AND CSR EXPENDITURE UNDER SECTION 135 OF THE COMPANIES ACT, 2013.

Sr. No.	Particulars	Amount (in ₹)
(a)	Average net profit of the Company as per sub-section (5) of section 135.	4,39,68,55,968
(b)	Two percent of average net profit of the Company as per sub-section (5) of section 135.	8,79,37,119
(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	-
(d)	Amount required to be set-off for the financial year, if any.	-
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	8,80,00,000

¹ Pursuant to Rule 8 (3), the requirement to undertake an impact assessment for the Company's CSR projects is not applicable, since the Company's CSR obligation does not exceed ₹ 10 crores or more

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2026 (CONTD.)

6. AMOUNT SPENT ON CSR PROJECTS:

Sr. No.	Particulars	Amount (in ₹)
a)	Amount spent on CSR Projects (both ongoing project and other than ongoing project).	8,36,00,000
b)	Amount spent in administrative overheads.	44,00,000
c)	Amount spent on impact assessment, if applicable ²	NA
d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	8,80,00,000

e) CSR amount spent or unspent for the Financial Year:

Total amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
8,80,00,000	-	-	-	-	-

f) Excess amount for set-off, if any: NA

Sr. No.	Particulars	Amount (in ₹)
(1)	(2)	(3)
i.	Two percent of average net profit of the Company as per sub-section (5) of section 135.	8,79,37,119
ii.	Total amount spent for the Financial Year	8,80,00,000
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	62,881
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NA
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NA

7. DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS

1	2	3	4	5	6	7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer	
1	FY 2025	NA					
2	FY 2024	NA					
3	FY 2023	NA					

² Pursuant to Rule 8 (3), the requirement to undertake an impact assessment for the Company's CSR projects is not applicable, since the Company's CSR obligation does not exceed ₹ 10 crores or more

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2026 (CONTD.)

8. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR: No

If Yes, enter the number of Capital assets created/acquired –

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)	(6)		
1.	NIL						

(All fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PERCENT OF THE AVERAGE NET PROFIT AS PER SUBSECTION (5) OF SECTION 135 – Not Applicable.

Sd/-

Mr. Ajay Chaudhary
Chief Executive Officer

Sd/-

Mr. Ashwani Kumar
Chairman, CSR Committee
DIN: 02870681

Annexure III

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
For the Financial Year ended March 31, 2026

To
The Members,
NIIF Infrastructure Finance Limited
Mumbai

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate governance practices by NIIF Infrastructure Finance Limited (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:
 - (i) the Companies Act, 2013 ("the Act") and the rules made there under;
 - (ii) the Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
 - (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").
 - (iii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (to the extent applicable);
3. The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were

not applicable to the Company during the financial year under report: -

- a. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
4. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company as mentioned hereunder:
- i. Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025;
 - ii. Reserve Bank of India (Non-Banking Financial Companies Acceptance of Public Deposits) Directions, 2025;
 - iii. Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025;
 - iv. Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025;
 - v. Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices, 2023;
 - vi. Reserve Bank of India (Filing of Supervisory Returns) Directions, 2024;
 - vii. Reserve Bank of India (Non-Banking Financial Companies – Credit Information Reporting) Directions, 2025;
 - viii. Reserve Bank of India (Non-Banking Financial Companies – Managing Risks in Outsourcing) Directions, 2025;

SECRETARIAL AUDIT REPORT (CONTD.)

- ix. Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies);
 - x. Reserve Bank of India (Non-Banking Financial Companies – Treatment of Wilful Defaulters and Large Defaulters) Directions, 2025;
 - xi. Reserve Bank of India (Non-Banking Financial Companies - Transfer and Distribution of Credit Risk) Directions, 2025.
 - xii. Reserve Bank of India (Non-Banking Financial Companies – Acquisition of Shareholding or Control) Directions, 2025;
 - xiii. Reserve Bank of India (Non-Banking Financial Companies – Undertaking of Financial Services) Directions, 2025;
 - xiv. Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025;
 - xv. Reserve Bank of India (Non-Banking Financial Companies– Credit Facilities) Directions, 2025;
 - xvi. Reserve Bank of India (Non-Banking Financial Companies – Credit Risk Management) Directions, 2025;
 - xvii. Reserve Bank of India (Non-Banking Financial Companies - Concentration Risk Management) Directions, 2025;
 - xviii. Reserve Bank of India (Non-Banking Financial Companies – Classification, Valuation and Operation of Investment Portfolio) Directions, 2025;
 - xix. Reserve Bank of India (Non-Banking Financial Companies – Asset Liability Management) Directions, 2025;
 - xx. Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025;
 - xxi. Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025;
 - xxii. Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Declaration of Dividends) Directions, 2025;
 - xxiii. Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025;
 - xxiv. Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025
5. The provisions and guidelines prescribed under the

Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder were not applicable to the Company during the Financial Year under report.

6. The provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not applicable to the Company during the Financial Year under report.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India; and
- (ii) The Listing Agreement entered into by the Company with the National Stock Exchange of India Limited ("NSE"), the Stock Exchange on which the Company's Non-Convertible Debentures are listed.

During the financial year under report, the Company has generally complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines and Secretarial Standards etc.

We further report that:

The Board of Directors of the Company is duly constituted and the Company only has Non-Executive Directors and Independent Directors including one Woman Independent Director in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"). The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board meetings and the agenda and detailed notes on agenda was sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings, the decisions of the Board were taken with requisite majority.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the following event had a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above:

SECRETARIAL AUDIT REPORT (CONTD.)

Issue of Secured Redeemable Non-Convertible Debentures ("NCDs") of the face value of ₹ 1,00,000/- (Rupees One Lakh each) each through Private placement basis as under:

Sr. No.	Date of Allotment	No. of NCDs allotted	Amount raised from issue of NCDs (₹ in crores) (face value)
1	April 08, 2025	25,000	250
2	April 08, 2025	50,000	500
3	June 24, 2025	40,000	400
4	June 24, 2025	10,000	100
5	June 24, 2025	5,000	50
6	September 19, 2025	44,500	445
7	November 06, 2025	80,000	800
8	November 27, 2025	1,07,600	1076
9	February 20, 2026	1,20,000	1200
10	March 12, 2026	25,000	250
11	March 12, 2026	50,000	500
12	March 24, 2026	32,700	327
Total		5,89,800	5,898

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

PLACE: MUMBAI
DATE: JULY 30, 2026

Sd/-
NEHA R LAHOTY
PARTNER
MEM. NO.: FCS 8568
COP. NO.: 10286
UDIN: F008568H001108502
P. R. CERT. NO.: 6391/2025
FIRM REGISTRATION NO.: P1988MH011900

Note: This report should be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

SECRETARIAL AUDIT REPORT (CONTD.)

Annexure

To
The Members
NIIF Infrastructure Finance Limited
Mumbai

Our report of even date is to be read along with this letter.

- Maintenance of secretarial records is the responsibility of the management of NIIF Infrastructure Finance Limited ("the Company"). Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

PLACE: MUMBAI
DATE: JULY 30, 2026

Sd/-
NEHA R LAHOTY
PARTNER
MEM. NO.: FCS 8568
COP. NO.: 10286
UDIN: F008568H001108502
P. R. CERT. NO.: 6391/2025
FIRM REGISTRATION NO.: P1988MH011900

Annexure IV

REPORT ON CORPORATE GOVERNANCE

PHILOSOPHY OF CORPORATE GOVERNANCE:

Corporate Governance at NIIF IFL is not merely a compliance requirement, it is the reflection of our culture and value system. Our Governance philosophy is deeply rooted in our core values - **Alliance, Service, Passion, Integrity, Responsible and Excellence** ("ASPIRE"). These values are embedded across our organisation-wide activities and are institutionalised through robust policies designed to maximise value for all stakeholders, maintain market trust and ensure the sustained, ethical growth of the Company. To effectively navigate the challenges of rapid growth within a dynamic external business environment, we continuously refine and update our systems, policies and operational frameworks.

Corporate Governance practices are essential to NIIF IFL's pursuit of delivering long-term stakeholder value, as it is a professionally managed business with:

- Effective Board Oversight:** Maintaining proactive, independent and comprehensive supervision of the Company's affairs to safeguard stakeholder interests.
- Strategic Clarity:** Establishing clearly defined overall corporate objectives and business domains.
- Structured Decision-Making:** Ensuring decision making by the Board and its Committees through precise Terms of Reference, distinct jurisdictions and formalised delegation of powers.
- High-Caliber Leadership:** Inducting Independent Directors, who bring deep industry experience, proven track records and impeccable credentials to the boardroom.
- Comprehensive Policy Frameworks:** Implementing rigorous, board-approved policies across critical operational areas, including Risk Management, Investment & Credit, Asset-Liability Management (ALM), Resource Planning and Fair Practices.
- Regulatory Compliance:** Ensuring absolute and proactive adherence to RBI norms, SEBI regulations, the Companies Act and all other applicable statutory laws.
- Code of Conduct:** Encouraging an organisational culture which is centered around ethical conduct, integrity, reliability and fair practices for all employees and representatives.
- Robust Internal Controls & Risk Management:** Implementing multi-layered checks, balances & controls by adhering to maker-checker principles and conduct of internal and statutory audits.
- Honouring Commitments:** Maintaining absolute accountability in fulfilling both internal and external stakeholder commitments.

- Transparency & Disclosures:** Ensuring open, accurate and timely communication, reporting and data dissemination to all stakeholders.

NIIF IFL places immense emphasis on human and social values. We are dedicated to fostering employee empowerment, ensuring workplace and community safety, embedding transparency in every decision-making process and practicing fair and ethical dealings with all market participants.

In line with this commitment to transparency, our detailed **Internal Guidelines on Corporate Governance** are maintained publicly and are available for review on the Company's website at <https://www.niiffl.in/>.

In line with this commitment, our detailed **Internal Guidelines on Corporate Governance** are maintained transparently and are publicly available for review on the Company's website at <https://www.niiffl.in/>.

In accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors' Report includes comprehensive disclosures.

The following sections provide detailed compliance data, schedules and insights pertaining to the Board of Directors, its Committees and the meetings held during the financial year:

BOARD OF DIRECTORS ('BOARD'):

The Board is at the helm of the Company's Corporate Governance system. The Board is primarily responsible for establishing the Company's long-term strategic goals, overseeing management execution and ensuring that the interests of all stakeholders are robustly served.

The Company is professionally managed, maintaining a healthy barrier between the Board of Directors and the day-to-day executive management. This ensures that the Board provides an entirely independent, objective and fiduciary perspective on all business and regulatory affairs.

Board composition

In accordance with the provisions of the Companies Act 2013 and the SEBI Listing Regulations, your Company's Board of Directors has an optimal mix of Non-Executive and Independent Directors. As of March 31, 2026, the Board of Directors consists of 6 (six) Directors, 3 (three) of whom are Independent Directors, including 1 (One) Independent Woman Director. The Company has appointed a Chief Executive Officer, Chief Financial Officer and Company Secretary as Key Managerial Personnel, who are not members of the Board of Directors.

The Company has also appointed a Chief Compliance Officer, a Chief Risk Officer and a Head of Internal Audit.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

The above is in compliance with the Act and applicable regulations.



The composition of the Board of Directors as on March 31, 2026, is provided below:

Name of Director	Category	No. of Directorships in other Public Company*	No. of Committee Memberships of other Public Company [§]	Chairpersonship in Committees of other Public Company	Details of the Directorships in other listed entities [#]
Mr. A K T Chari (DIN: 00746153)	Non-Executive Nominee Director	-	-	-	-
Ms. Rosemary Sebastian (DIN: 07938489)	Independent Director	1	2	2	-
Mr. Ashwani Kumar (DIN: 02870681)	Independent Director	3	2	1	Saurashtra Cement Limited (Independent Director)
Mr. Prashant Kumar Ghose (DIN: 00034945)	Independent Director	1	2	2	-
Mr. Nilesh Shrivastava (DIN: 09632942)	Non-Executive Nominee Director	1	1	-	-
Mr. Saurabh Jain (DIN: 02052518)	Non-Executive Nominee Director	1	2	-	-

Mr. AKT Chari resigned as Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company with effect from close of business hours on April 20, 2026, owing to personal reasons.

Mr. Saurabh Jain resigned as Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company with effect from close of business hours on May 22, 2026, owing to personal reasons.

Note:

*The above list of other directorships includes Public Companies (listed and unlisted) but does not include Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 and does not include Directorship and Committee membership held in NIIF IFL.

[§]Includes Chairmanship or membership of the Audit Committee and Stakeholders' Relationship Committee of Public Companies (listed and unlisted) only.

[#]Includes entities whose equity shares are listed on a stock exchange.

Criteria for Board membership and its Compliance

The Company maintains a high standard of corporate governance by ensuring its Board composition is aligned with the limits prescribed under Section 165(1) of the Companies Act, 2013 and Regulations 62E and 62O of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As of March 31, 2026, all Directors are in complete compliance with the statutory limits governing their professional commitments:

- Directorship Limits:** No Director holds more than 20 directorships in total (public or private), nor more than 10 directorships in public companies.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

- **Listed Entity Commitments:** No Director serves on the board of more than 7 listed companies (including High Value Debt Listed Entities).
- **Executive & Independent Roles:** No Director serve as a Managing Director or Whole-Time Director who holds an Independent Directorship in more than 3 listed entities.
- **Committee Memberships & Chairmanships:** Across all applicable companies, no Director is a member of more than 10 Audit and Stakeholders Relationship Committees or serves as Chairperson for more than 5 such committees.
- The Directors are selected on the basis of merit and fulfilment of Fit & Proper criteria prescribed by the Reserve Bank of India.

The Directors have no relationship with one another. Furthermore, no Directors own the equity shares or non-convertible debentures of the Company.

The Board of Directors is of the opinion that all Independent Directors of the Company fulfil the conditions of independence as prescribed under Section 149(6) of the Act.

Board Diversity and Chart setting out the competencies of the Board

The Company's Board of Directors comprises highly qualified professionals possessing a diverse mix of skills, experience and specialised industry expertise, such that it best serves the governance and strategic needs of the Company. The Directors are persons of eminence in areas such as banking, finance, auditing, lending, strategy, administration, regulations etc. and bring with them experience/skills which add value to the performance of the Board and the Company.

This collective capability ensures the Board can provide rigorous oversight, manage risks, drive long-term strategic growth, capitalise on opportunities and engage in meaningful deliberations during Board and Committee meetings.

The Board has systematically identified a core set of skills, expertise and functional competencies required to effectively oversee the Company's strategic objectives. The table below defines these competencies and highlights the specific areas of expertise of each of the Director of the Company.

Skill Areas	Mr. A K T Chari	Mr. Ashwani Kumar	Ms. Rosemary Sebastian	Mr. Prashant Kumar Ghose	Mr. Nilesh Shrivastava	Mr. Saurabh Jain
Leadership qualities	✓	✓	✓	✓	✓	✓
Business and Strategic planning	✓	✓	✓	✓	✓	✓
Industry knowledge and experience	✓	✓	✓	✓	✓	✓
Engagement	✓	✓	✓	✓	✓	✓
Governance, Compliance and Audit purview	✓	✓	✓	✓	✓	✓
Information Technology	✓	-	✓	✓	✓	✓
Risk Management	✓	✓	-	✓	✓	-

Code of Conduct

The Company has established and implemented a comprehensive Code of Conduct and Ethics ("the Code") that governs the behavior and professional ethics of all Directors, senior management and employees. The Code serves as a foundational blueprint for maintaining corporate integrity and fostering a culture of compliance. The salient features of the said Code of Conduct are as under:

- Maintain practices that conform to the highest degree of corporate governance.
- Ensure confidentiality of information.
- Ensure accuracy of records and reporting.
- Ensure protection of Company's assets.
- Ensure fulfilment of corporate responsibilities.
- Ensure fairness in the workplace.
- Ensure compliance with laws & regulations.

The comprehensive Code of Conduct and Ethics is publicly accessible on the Company's website at <https://www.niifil.in/>.

The Company on an annual basis, obtains declaration from all the Directors, senior management and employees of the Company confirming compliance with the Code of Conduct and Ethics.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Role of Independent Directors and Familiarisation Programme

Independent Directors plays a pivotal role in upholding the corporate governance norms and ensuring fairness in decision making. Leveraging their professional expertise and domain knowledge, Independent Directors provide unbiased and independent judgement on crucial matters including but not limited to business strategy, risk management, internal controls, related party transactions and overall performance of the Company, thereby protecting the interest of various stakeholders.

At the time of appointment, Independent Directors are apprised on their roles and responsibilities through a formal letter of appointment outlining their roles, fiduciary duties, statutory responsibilities and engagement terms. In addition, the newly inducted Independent Directors undergo a structured familiarisation programme whereby they are inter alia briefed on Company's background, historical milestones, market positioning, growth strategies, risk assessment frameworks, operational landscapes and the evolving regulatory environment in which it operates.

As part of the Company's ongoing familiarisation initiatives, Independent Directors are regularly apprised by the management team, through presentations at Board and Committee meetings, of the Company's business operations, strategic priorities, industry developments, emerging risks and opportunities, regulatory changes and other matters relevant to the effective discharge of their duties. The familiarisation programme is designed to enhance their understanding of the Company and its operating environment, enabling them to contribute effectively to Board deliberations and provide valuable insights on the

The Board is kept informed on all issues, including the following, in accordance with the various regulatory requirements and business needs:

► Strategic initiatives and business plans
► Capital outlay and updates
► Internal financial controls
► Organisational structure and succession planning
► Details of fraud incidents (if applicable) and corrective action taken
► Supervisory and observation letters issued by the RBI
► Compliance with the Companies Act, SEBI regulations, RBI regulations and shareholder-related issues.
► Risk Management System, Risk Management Policy and Risk Management Strategy
► Adherence to corporate governance standards
► Adherence to the fair practices code
► The operation of the customer grievance redressal mechanism
► Changes in the regulatory environment

Company's strategic direction. All Independent Directors participate in the familiarisation programmes conducted by the Company.

The Company's policy on familiarisation programmes for Independent Directors, along with details of the programmes attended by them during the year, is available on the Company's website at <https://www.niifil.in/>.

BOARD MEETINGS

Agenda and Minutes

To facilitate meaningful and focused discussions, the Company Secretary compiles agenda items from various departments well in advance of Board and Committee meetings. All relevant information and strategic inputs are comprehensively integrated into the agenda papers to support informed decision-making.

The following minimum information is included in the agenda of each quarterly/annual Board meetings, thereby ensuring statutory compliance:

- Minutes of the meeting of previous Board and Committee meetings
- Recording circular resolution(s)
- Financial results
- Compliance certificate
- Status of action on previous Board meeting items
- Business requirements
- Borrowings and investments
- Review of policies of the Company
- Payment of Auditors' Fees

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Attendance of Directors

As a best practice, the Company endeavours to ensure that the Directors attend all Board and Committee meetings. During FY 2026, 9 (nine) Board meetings were held on April 17, 2025, April 30, 2025, July 07, 2025, August 06, 2025, October 09, 2025, November 04, 2025, December 08, 2025, February 04, 2026 and March 17, 2026.

The following table outlines the details of attendance of the Directors at the Board meetings and the most recent Annual General Meeting:

Name of Directors	No. of Board meetings		Attendance in the last AGM dated July 29, 2025
	Held	Attended	Yes/ No/ NA
Mr. A K T Chari*	9	9	Yes
Mr. Ashwani Kumar	9	9	No
Ms. Rosemary Sebastian	9	9	No
Mr. Prashant Kumar Ghose	9	9	Yes
Mr. Nilesh Shrivastava	9	9	Yes
Mr. Saurabh Jain*	5	3	NA

*Mr. AKT Chari resigned as Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company with effect from April 20, 2026, owing to personal reasons.

Mr. Saurabh Jain was appointed as Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company with effect from August 06, 2025 and resigned with effect from April 20, 2026, owing to personal reasons.

Meetings of Independent Directors

In accordance with the mandated Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, two separate meetings of the Independent Directors were conducted on April 29, 2025 and July 07, 2025, during the financial year ended March 31, 2026.

These meetings were convened to provide an opportunity for the Independent Directors to discuss matters relating to the affairs of the Company and express their views independently, without the presence of Non-Independent Directors or members of the management. During these meetings, the Independent Directors inter alia reviewed:

- The performance of Non-Independent Directors and the Board as a whole.
- The performance of various Board Committees.
- The quality, quantity and timeliness of information flow between the Company management and the Board, ensuring robust executive oversight.

Other Committees of the Company

The Company's committee structure is designed to empower the Board's functioning, streamline decision-making and ensure quick, well-informed resolutions of diverse business matters. This framework guarantees an agile, data-driven approach to both day-to-day operations and high-level strategic supervision.

Pursuant to the requirements of the Companies Act, SEBI Listing Regulations and RBI Directions, the core Committees established by the Board of Directors, along

with key executive and management-level committees, are categorised below:

- Audit Committee
- Risk Management Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- IT Strategy Committee
- IT Steering Committee
- Information Security Committee
- Identification Committee (Wilful and Large Defaulter)
- Review Committee (Wilful and Large Defaulter)
- Committee of Executive (Fraud related)
- Asset and Liability Management Committee
- Cyber Crisis Management Committee
- Credit Committee
- Investment Committee
- Finance Committee
- Internal Complaints Committee

Audit Committee

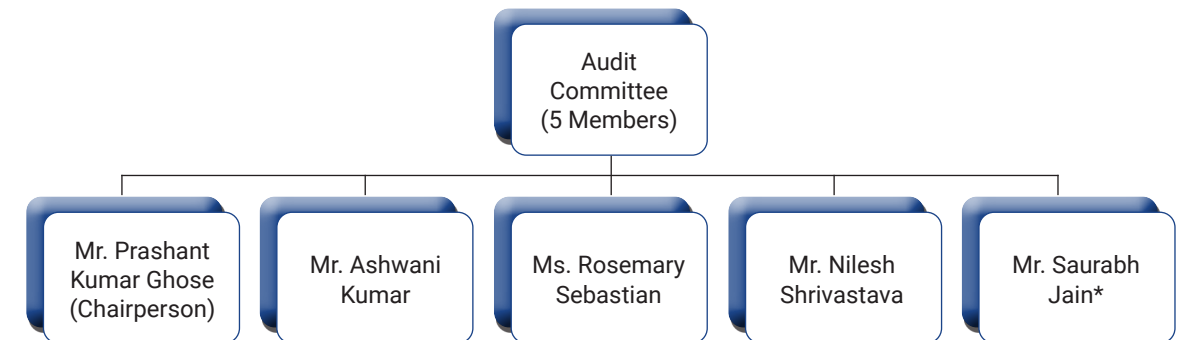
The Audit Committee is constituted in compliance with Section 177 of Companies Act, 2013 read with Regulation 62F of SEBI Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Directions, as amended from time to time. All the Committee members are financially literate, possessing robust expertise in accounting and financial management.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

To ensure comprehensive oversight, the Chief Financial Officer, representatives of the Statutory Auditors and the Head of Internal Audit attend all the Committee meetings as permanent invitees. The Company Secretary serves as the Secretary to the Committee.

The Audit Committee operates under a formal charter that strictly aligns with all applicable statutory and regulatory frameworks

Composition of Audit Committee



*Mr. Saurabh Jain has resigned as Non-Executive Nominee Director of NIIF IFL with effect from the close of business hours on May 22, 2026. Consequently, he ceased to be a member of the Audit Committee from that date.

The Senior Management, Statutory Auditors and Head-Internal Audit of the Company are invited for the Audit Committee meeting of the Company.

The terms of reference of the Audit Committee are as follows:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of Auditors of the listed entity;
- approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- reviewing, with the management, the Annual financial statements and Auditor's report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;

- compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
 - reviewing and monitoring the Auditor's independence and performance and effectiveness of audit process;
 - approval or any subsequent modification of transactions of the listed entity with related parties;
 - scrutiny of inter-corporate loans and investments;
 - valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - evaluation of internal financial controls and risk management systems;
 - reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

REPORT ON CORPORATE GOVERNANCE (CONTD.)

13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of Chief Financial Officer (CFO) after assessing the qualifications, experience and background, etc. of the candidate;
20. carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. reviewing the utilisation of loans and/ or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. consider and comment on rationale, cost- benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
23. ensure that an information system audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Company.

Meetings of Audit Committee and attendance of Audit Committee members

During FY 2026, the Audit Committee met 5 (five) times on April 30, 2025, July 07, 2025, August 06, 2025, November 04, 2025 and February 04, 2026. The attendance details of the members for the Audit Committee meetings held during FY 2026 is given in the table below:

Name of the Committee Members	No. of Audit Committee meetings	
	Held/Eligible to attend	Attended
Mr. Prashant Kumar Ghose	5	5
Mr. Ashwani Kumar	5	5
Ms. Rosemary Sebastian	5	5
Mr. Nilesh Shrivastava	5	5
Mr. Saurabh Jain*	-	-

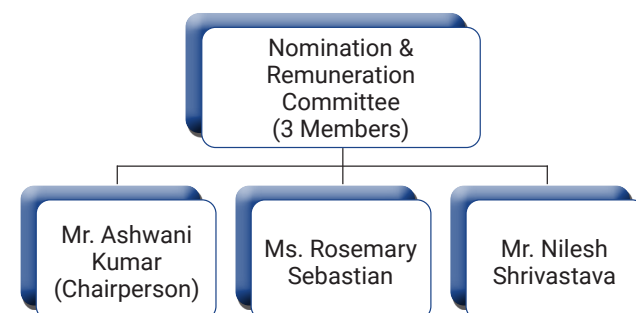
*Mr. Saurabh Jain Non-Executive Nominee Director of NIIF IFL was inducted as a Members of Audit Committee with effect from February 04, 2026. Consequent to his resignation with effect from close of business hours on May 22, 2026, he ceased to be a member of the Audit Committee from that date.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") is formed in line with the provisions of the Section 178 of the Companies Act, 2013, read with Regulation 62G of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the RBI Directions, as amended from time to time. In line with its mandate, the NRC recommends the appointment of Directors, Key Managerial Personnel (KMP) and Senior Management to the Board, ensuring the "fit and proper" status of both existing and proposed directors. Additionally, the Committee oversees strategic human resource initiatives, including talent acquisition and management, succession planning, employee engagement and compensation structures of the employees, Directors and senior management.

The NRC has also devised a Board approved Remuneration policy pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, as may be amended and updated from time to time. The said policy is publicly accession on the website of the Company at <https://www.niifil.in/>.

Composition of Nomination and Remuneration Committee



REPORT ON CORPORATE GOVERNANCE (CONTD.)

The terms of reference of the Nomination and Remuneration Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, appointment, the remuneration of the Directors, key Managerial Personnel and other employees keeping in consideration various factors viz. qualification, expertise, diversity etc;
2. for every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
4. devising a policy on diversity of Board of Directors;
5. identifying persons who are qualified to become Directors and who may be appointed in Senior management / KMP in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
6. take a view on whether to extend or continue the term of appointment of the Independent Director, based on the report of performance evaluation of Independent Directors.
7. recommend to the Board, all remuneration, in whatever form, payable to Senior management.

Meetings of NRC and attendance of NRC members

During FY 2026, the Nomination and Remuneration Committee met 6 (six) times on April 29, 2025, July 07, 2025, August 06, 2025, October 09, 2025, December 08, 2025 and February 03, 2026. The attendance details of the members for the NRC meetings held during FY 2026 is given in the table below:

Name of the Committee Members	No. of Nomination and Remuneration Committee meetings	
	Held	Attended
Mr. Ashwani Kumar	6	6
Ms. Rosemary Sebastian	6	6
Mr. Nilesh Shrivastava	6	6

Performance Evaluation:

Annual Performance Evaluation

The evaluation framework for assessing the performance of Directors includes, among other things, contributions at the meeting(s) and strategic inputs or perspectives regarding the growth and performance of the Company. In accordance with the provisions of the Act and the framework for Board performance evaluation, the NRC and the Board of Directors have conducted an annual evaluation of the Directors, Board's performance, as well as the performance of its various Committees. The Independent Directors at their meeting reviewed the performance of the Directors, Committees of the Board and the Board as a whole.

A mechanism for evaluating the performance of the Directors, the Board and its Committees has been adopted. Evaluation criteria includes, among others, strategic perspective, attendance, time devoted and preparedness for the meetings, quality, quantity and timeliness of the flow of information between the Board and management, contribution at the meetings, effective decision-making ability, role and effectiveness of the Committees. The Directors provide feedback on the performance of the Board, its Committees and Chairman of the Committees.

Outcome of the Evaluation

Directors of the Company are satisfied with the operation of the Board and its Committees. The Committees operate effectively and in addition to the mandated terms of reference for each Committee, significant issues are brought up and discussed at Committee meetings. The Board was also pleased with the contributions made by individual Directors in their respective roles, which reflects the overall commitment of each Director.

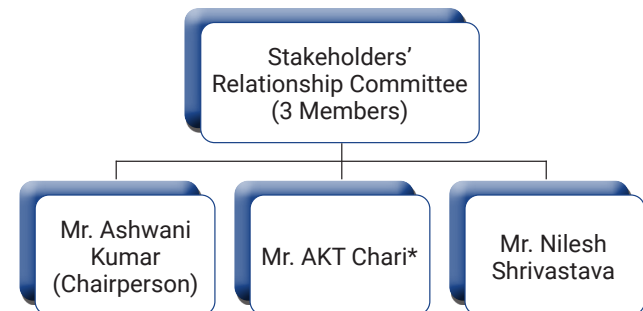
Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ("SRC") is constituted in accordance with the provisions of Section 178 of Companies Act, 2013, read with Regulation 62G of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

REPORT ON CORPORATE GOVERNANCE (CONTD.)

amended from time to time. The Committee resolves and monitors the grievances of various security holders including shareholders and debenture holders with the fundamental objective of protecting investor interests and ensuring efficient service.

Composition of Stakeholders Relationship Committee



*Mr. AKT Chari has resigned as Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company with effect from April 20, 2026. Consequent to his resignation, he ceased to be a member of the Committee from the said date.

Mr. Prashant Kumar Ghose was inducted as a member of Committee w.e.f. April 28, 2026.

The terms of reference of Stakeholders Relationship Committee (SRC) are as follows:

- resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.

Meetings of SRC and attendance of SRC members

During FY 2026, the Stakeholders Relationship Committee met 2 (Two) times August 06, 2025 and February 03, 2026. The attendance details of members for the SRC meetings held during FY 2026 is given in the table below:

Name of the Committee Members	No. of Stakeholders Relationship Committee meetings	
	Held	Attended
Mr. Ashwani Kumar	2	2
Mr. AKT Chari*	2	2
Mr. Nilesh Shrivastava	2	2

*Mr. AKT Chari has resigned as Non-Executive Nominee Director of NIIF IFL with effect from April 20, 2026. Consequently, he ceased to be a member of the Committee from that date.

Investor complaints in FY 2026:

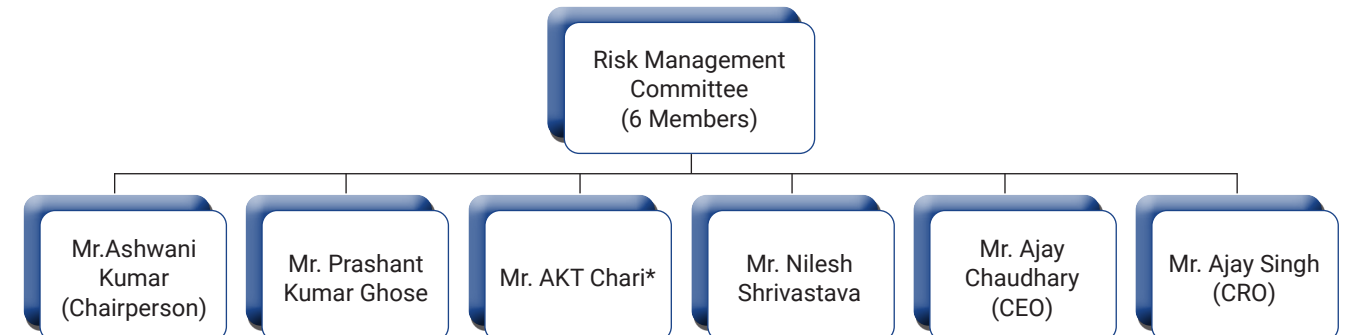
No. of complaints received	No. of complaints not solved to the satisfaction of the shareholders	No. of pending complaints at the end of the year
		Nil

Risk Management Committee

The Risk Management Committee ("RMC") is formed in accordance with Regulation 62I of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Directions. RMC reviews and monitors risks across the organisation, including credit risk, market risk, operational risk, ALM risk, interest rate risk, ESG risk and portfolio level concentration and other risks. As per the documented charter duly approved by the Board of Directors, the primary function of the RMC inter-alia is to ensure that risk is within clearly defined risk limits and boundary parameters as defined in the Board approved Credit Policy, Asset Liability Management ("ALM") Policy and Operational Risk Management ("ORM") Policy of the Company and adequate processes are implemented to identify, measure, monitor and mitigate the risks.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Composition of Risk Management Committee



*Mr. AKT Chari has resigned as Non-Executive Nominee Director of NIIF IFL with effect from April 20, 2026. Consequently, he ceased to be a member of the Committee from that date.

The terms of reference of Risk Management Committee are as follows:

- to formulate a detailed Risk Management policy which shall include:
 - a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information technology including business continuity plan, cyber security risks, market risk or any other risk as may be determined by the Committee.
 - measures for risk mitigation including systems and processes for internal control of identified risks.
- to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- to monitor and oversee implementation of the Risk Management policy, including evaluating the adequacy of Risk Management systems;
- to periodically/annually review the risk management policy, including by considering the changing industry dynamics and evolving complexity.
- to keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- the appointment, removal and terms of remuneration of the Chief Risk Officer (CRO) shall be subject to the review by the Risk Management Committee;
- the Risk Management Committee shall coordinate its activities with other Committees, in instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors.

Meetings of RMC and attendance of RMC members

During FY 2026, the Risk Management Committee met 4 (four) times on April 29, 2025, August 06, 2025, November 03, 2025 and February 03, 2026. The attendance details of members for the Risk Management Committee meetings held during FY 2026 is given in the table below:

Name of the Committee Members	No. of Risk Management Committee Meetings	
	Held/ Eligible to attend	Attended
Mr. Ashwani Kumar	4	4
Mr. A K T Chari*	4	4
Mr. Prashant Kumar Ghose	4	4
Mr. Nilesh Shrivastava	4	4
Mr. Shiva Rajaraman#	2	1
Mr. Debabrata Mukherjee#	1	1
Mr. Ajay Chaudhary (Chief Executive Officer-CEO)*	1	1
Mr. Ajay Singh (Chief Risk Officer-CRO)	4	4

*Mr. AKT Chari resigned as Non-Executive Nominee Director of NIIF IFL with effect from April 20, 2026. Consequently, he ceased to be a member of the Risk Management Committee from that date.

#Mr. Shiva Rajaraman resigned as CEO w.e.f. close of business hours on August 25, 2025. Mr. Debabrata Mukherjee (then Chief Business Officer) was appointed as interim CEO w.e.f. August 26, 2025 and served until Mr. Ajay Chaudhary was appointed as the CEO w.e.f. December 08, 2025.

Corporate Social Responsibility (CSR) Committee

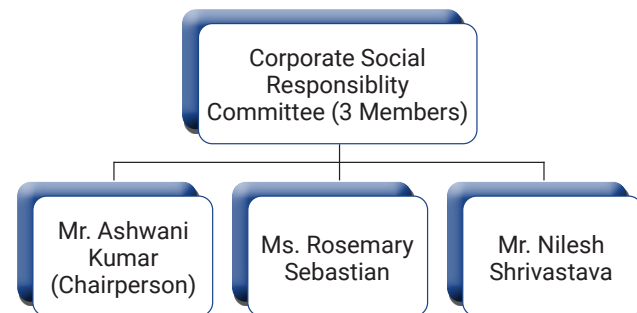
The Corporate Social Responsibility ("CSR") Committee is constituted pursuant to the provisions of Section 135 of the Companies Act, 2013, as amended from time to time. The Company firmly believes that sustainable profitability must

REPORT ON CORPORATE GOVERNANCE (CONTD.)

be complemented by a meaningful responsibility towards all stakeholders and the wider community. In accordance with the statutory mandate, the CSR Committee has formulated a comprehensive CSR Policy which is approved by the Board. This policy outlines the sustainable initiatives to be undertaken by the Company in alignment with Schedule VII of the Act. Additionally, the Committee recommends the annual CSR budget to the Board and oversees the implementation and monitoring of all approved projects.

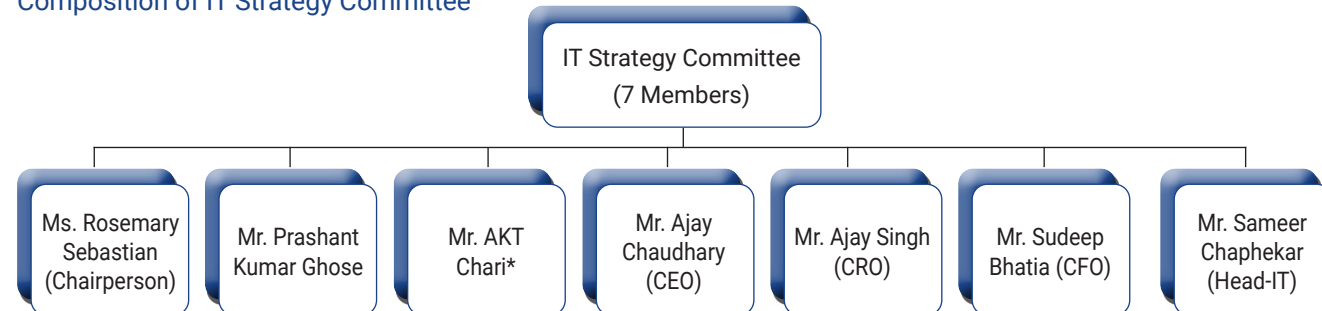
The CSR policy of the Company, as amended from time to time, is available on the website of the Company at <https://niifil.in/>.

Composition of CSR Committee



Mr. Rajiv Dhar shall be a permanent invitee to the meetings of the Committee.

Composition of IT Strategy Committee



*Mr. AKT Chari has resigned as Non-Executive Nominee Director of NIIF IFL with effect from April 20, 2026. Consequently, he ceased to be a member of the Committee from that date.

Mr. Nilesh Shrivastava was inducted as a member of the Committee with effect from April 28, 2026.

The Chief Security Information Officer is the permanent invitee to the meetings of the Committee.

Meetings of the Committee and attendance of the Committee members

During FY 2026, the IT Strategy Committee met 5 (Five) times on April 17, 2025, July 28, 2025, November 04, 2025, February 03, 2026 and March 16, 2026. The attendance details of members for the IT Strategy Committee meetings held during FY 2026 is given in the table below:

Meetings of CSR Committee and attendance of CSR Committee members

During FY 2026, the Corporate Social Responsibility Committee met 4 (Four) times on April 29, 2025, June 20, 2025, November 17, 2025 and January 28, 2026. The attendance details of members for the CSR meetings held during the FY 2026 is given in the table below:

Name of the Committee Members	No. of Corporate Social Responsibility Committee meetings	
	Held	Attended
Mr. Ashwani Kumar	4	4
Ms. Rosemary Sebastian	4	4
Mr. Nilesh Shrivastava	4	4

IT Strategy Committee

The IT Strategy Committee has been constituted as per the requirements of RBI Master Directions on Information Technology Governance, Risk, Controls and Assurance Practices, as amended from time to time.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Name of the Committee members	No. of IT Strategy Committee meetings	
	Held	Attended
Ms. Rosemary Sebastian	5	5
Mr. Prashant Kumar Ghose	5	5
Mr. AKT Chari*	5	5
Mr. Shiva Rajaraman#	2	1
Mr. Debabrata Mukherjee#	1	1
Mr. Ajay Chaudhary (Chief Executive Officer-CEO) #	2	2
Mr. Sudeep Bhatia (Chief Finance Officer-CFO)	5	5
Mr. Ajay Singh (Chief Risk Officer-CRO)	5	5
Mr. Sameer Chaphekar (Head-IT)	5	5

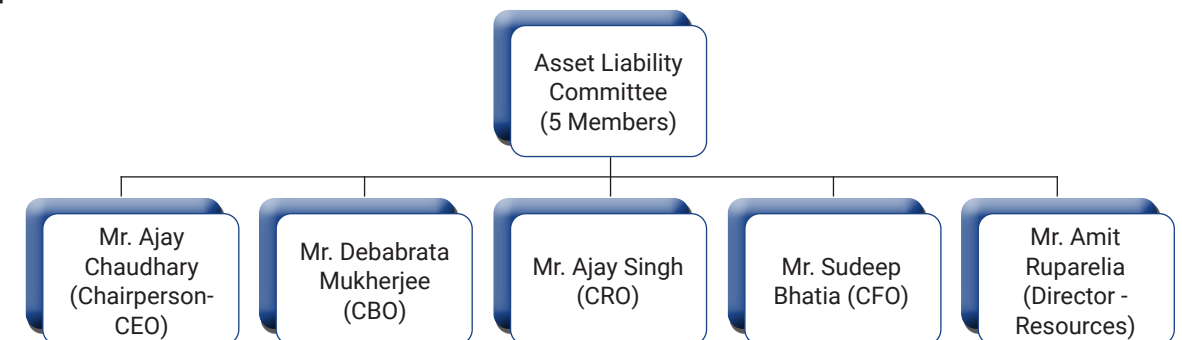
*Mr. AKT Chari resigned as Non-Executive Nominee Director of NIIF IFL with effect from April 20, 2026. Consequently, he ceased to be a member of the Risk Management Committee from that date.

#Mr. Shiva Rajaraman resigned as CEO w.e.f. close of business hours on August 25, 2025. Mr. Debabrata Mukherjee (then Chief Business Officer) was appointed as interim CEO w.e.f. August 26, 2025 and served until Mr. Ajay Chaudhary was appointed as the CEO w.e.f. December 08, 2025.

Asset Liability Management Committee (ALCO)

The Asset Liability Management Committee ("ALCO") has been constituted as per the requirements of RBI Directions. ALCO is a decision-making body responsible for integrated balance sheet management from a risk-return perspective and includes the strategic management of interest rate and liquidity risks. The primary function of ALCO inter-alia includes balance sheet planning from risk-return perspective including the strategic management of interest rate and liquidity risks, review of results and progress in implementation of the decisions made in the previous meetings, articulation of the current interest rate view and decision-making for future business strategy based on this view. ALCO is responsible for ensuring adherence to the risk tolerance/limits set by the Board as well as implementing the liquidity risk management strategy.

Composition of ALCO



Meetings of ALCO and attendance of ALCO Members

During FY 2026, the ALCO met 7 (Seven) times on April 29, 2025, June 20, 2025, July 25, 2025, September 23, 2025, November 24, 2025, January 28, 2026 and March 24, 2026. The attendance details of the members for the ALCO meetings held during FY 2026 is given in the table below:

Name of the Committee member	No. of ALCO meetings	
	Held/Eligible to attend	Attended
Mr. Shiva Rajaraman#	3	3
Mr. Ajay Chaudhary (Chief Executive Officer-CEO) #	2	2
Mr. Debabrata Mukherjee (Chief Business Officer-CBO)#	7	7
Mr. Ajay Singh (Chief Risk Officer-CRO)	7	7
Mr. Sudeep Bhatia (Chief Financial Officer-CFO)	7	7
Mr. Amit Ruparelia (Director-Resources)	7	7

#Mr. Shiva Rajaraman resigned as CEO w.e.f. close of business hours on August 25, 2025. Mr. Debabrata Mukherjee (then Chief Business Officer) was appointed as interim CEO w.e.f. August 26, 2025 and served until Mr. Ajay Chaudhary was appointed as the CEO w.e.f. December 08, 2025.

For the meeting held on November 24, 2025, Mr. Debabrata Mukherjee attended the same in the capacity of CEO and CBO.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

REMUNERATION OF DIRECTORS

The Independent Directors and Mr. AKT Chari are paid sitting fees, travelling, lodging and other incidental expenses for attending meetings of Board of Directors / Committees.

The commission payable to the Independent Directors and Mr. AKT Chari Non-executive Nominee Director of the Company is in line with the Remuneration Policy, based on the Company's performance, prevailing norms and roles and contributions of Board members. Accordingly, the shareholders at their meeting held on June 04, 2025, approved commission to Mr. Ashwani Kumar, Ms. Rosemary Sebastian and Mr. Prashant Kumar Ghose, Independent Directors of the Company up to an amount of ₹ 10,00,000 (Rupees Ten lakhs only) per annum per Director in proportion to the time served in a financial year. Further, the shareholders at their meeting held on July 29, 2025, approved payment of commission to Mr. AKT Chari, Non-Executive Director of the Company up to an amount of ₹ 10,00,000 (Rupees Ten lakhs only) per annum in proportion to the time served in a financial year. Such commission in aggregate shall not exceed three percent (3%) of the net profits of the Company for the financial year in which the commission is paid.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 07, 2026, approved the payment of commission for FY 2026 of ₹ 10,00,000 (Rupees Ten lakhs only) each to Mr. Ashwani Kumar, Ms. Rosemary Sebastian and Mr. Prashant Kumar Ghose, Independent Directors and Mr. A.K.T Chari. The same was paid on May 12, 2026.

Additionally, the Board of Directors at its meeting held on April 06, 2026, approved commission to Mr. Abhay Rangnekar, Independent Director of the Company, up to an amount of ₹ 10,00,000 (Rupees Ten lakhs only) per annum in proportion to the time served in a financial year, subject to the approval of shareholders of the Company.

Apart from the above, the Company does not have any pecuniary relationship with the Non-Executive / Independent Directors. During the year under review, the Company did not enter into any other transactions with the Non-Executive Directors.

Your Company paid the Independent Directors sitting fees for attending meetings as detailed below:

Attending Meeting of	Amount in ₹
Board	80,000 per meeting
Credit Committee	75,000 per meeting
Other Committees	60,000 per meeting

Details of sitting fees and commission (Amount in ₹) paid to the Independent Directors and Non-Executive Directors during FY 2026 are given in the table below:

Name of the Director	Sitting fees	Commission	Total
Ms. Rosemary Sebastian – Independent Director	20,40,000	10,00,000	30,40,000
Mr. Ashwani Kumar – Independent Director	21,00,000	10,00,000	31,00,000
Mr. Prashant Kumar Ghose – Independent Director	16,80,000	10,00,000	26,80,000
Mr. AKT Chari – Non-Executive Director	13,80,000	10,00,000	23,80,000
Mr. Nilesh Shrivastava – Non-Executive Director*	Nil	Nil	Nil
Mr. Saurabh Jain – Non-Executive Director*	Nil	Nil	Nil
Total	72,00,000	40,00,000	1,12,00,000

* Non-Executive Nominee Directors of NIIF Fund II do not receive sitting fees and commission.

PARTICULARS OF SENIOR MANAGEMENT INCLUDING CHANGES THEREIN SINCE THE CLOSE OF PREVIOUS FINANCIAL YEAR

The details of Senior Management as on March 31, 2026, pursuant to SEBI Regulations:

Sr. No.	Name	Designation
1.	Mr. Ajay Chaudhary	Chief Executive Officer
2.	Mr. Debabrata Mukherjee	Chief Business Officer
3.	Mr. Ajay Singh	Chief Risk Officer
4.	Mr. Srinivas Upadhyayula	Chief Compliance Officer & General Counsel
5.	Mr. Sudeep Bhatia	Chief Financial Officer
6.	Mr. Ankit Sheth	Company Secretary

REPORT ON CORPORATE GOVERNANCE (CONTD.)

CHANGES IN SENIOR MANAGEMENT SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR:

During the financial year under review, Mr. Shiva Rajaraman resigned as Chief Executive Officer ("CEO") and Key Managerial Personnel ("KMP") with effect from the close of business hours on August 25, 2025. Accordingly, the Board of Directors of the Company at its meeting held on August 06, 2025, based on the recommendation of the Nomination and Remuneration Committee approved the appointment of Mr. Debabrata Mukherjee, who was holding the position of Chief Business Officer, as interim Chief Executive Officer ("CEO") and Key Managerial Personnel ("KMP") with effect from August 26, 2025, up to the appointment of new Chief Executive Officer of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors, at its meeting held on December 08, 2025, appointed Mr. Ajay Chaudhary as Chief Executive Officer ("CEO") and Key Managerial Personnel ("KMP") with immediate effect from December 08, 2025. Consequently, Mr. Debabrata Mukherjee ceased to be the interim Chief Executive Officer ("CEO") and Key Managerial Personnel ("KMP") of the Company.

SHAREHOLDERS & GENERAL INFORMATION

Means of Communication

(a) Quarterly results

In accordance with Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed its quarterly and annual audited financial results with NSE within the prescribed timelines.

Details of AGM	Date and Time	Venue	Special resolution passed
10 th AGM	September 27, 2023 at 11:30 am	Through Video Conferencing on MS Teams	-
11 th AGM	September 27, 2024 at 11:00 am	Through Video Conferencing on MS Teams	-
12 th AGM	July 29, 2025 at 11:00 am	Through Video Conferencing on MS Teams	Raising funds through issuance of Non-Convertible Redeemable Preference Shares ("NCRPS") on private placement basis.

The particulars of Extraordinary General Meetings ("EGM") convened during the year are provided in the below Table:

Date and Time	Venue	Special resolution passed
June 04, 2025, at 11:00 am	Through Video Conferencing on MS Teams	1. Borrowing through issuance of Non-Convertible Debentures (NCDs) (coupon bearing NCDs & Zero-Coupon Bonds (ZCBs)) including but not limited to subordinate debentures, bonds and/ or other debt securities, etc., on Private Placement Basis in one or more tranches.

Additionally, the quarterly and annual financial results are published in leading national newspaper "Business Standard" and are also place on the website of the Company accessible at <https://niiffl.in/audited-financials>.

(b) Price Sensitive Information

Material developments related to the Company that are potentially price-sensitive in nature or could impact continuity of publicly available information regarding the Company are disclosed to NSE in accordance with Regulation 51 read with Para B to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same are available on the website of the Company.

(c) Annual Report

The Annual report of the Company is circulated to the shareholders via email and are also available on the website of the Company at <https://niiffl.in/annual-report>.

(d) Website

The Company has a functional website which contains comprehensive information about the Company including details of business operations, disclosures, policies, investor corner, etc.

The Company has designated a Grievance Redressal Officer, the contact details of which are provided on the website to enable the investors to raise grievances. Investors can raise their complaints at ankit.sheth@niiffl.in.

Details of General Meetings

The particulars of the last three Annual General Meetings ("AGM") of the Company are provided in the below table:

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Date and Time	Venue	Special resolution passed
		2. Continuation of Directorship of Mr. Prashant Kumar Ghose (DIN: 00034945), who attains the age of 75 years, as Non-Executive Independent Director of the Company. 3. Re-appointment of Ms. Rosemary Sebastian (DIN: 07938489) as an Independent Director of the Company.
September 29, 2025, at 11:00 am	Through Video Conferencing on MS Teams	-
January 20, 2026, at 11:00 am	Through Video Conferencing on MS Teams	Re-appointment of Mr. Prashant Kumar Ghose (DIN: 00034945) as an Independent Director of the Company.

General Shareholder Information

Date, Time and Venue of the 13 th Annual General Meeting	September 28, 2026, at 11:00 A.M. by way of video conferencing/ other audio-visual means
Financial Year	FY 2026
Dividend Payment Date	The final dividend, if approved, shall be paid/credited on or before October 28, 2026.
Name and address of Stock Exchanges where Company's securities are listed	The Non-Convertible Securities and Commercial Papers* of the Company are listed on the National Stock Exchange of India Limited. National Stock Exchange Limited. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051. <i>*Note: As on March 31, 2026, the outstanding amount of CPs was Nil.</i>
Listing fees	Annual listing fees, as prescribed, have been paid to the said stock exchanges up to March 31, 2026.
Stock code	Not applicable, as the Equity Shares of the Company are not listed.
Market price data- high, low during each month in last financial year	Not applicable, as the Equity Shares of the Company are not listed.
Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index, etc	Not applicable, as the Equity Shares of the Company are not listed.
In case the securities are suspended from trading, the directors report shall explain the reason thereof	During FY 2026, none of the securities of the Company were suspended from trading.
Registrar to an Issue and Share Transfer Agent	In terms of Regulation 7 of the SEBI Listing Regulations, MCS Share Transfer Agent Limited is the Registrar to an Issue and Share Transfer Agent and handles all relevant share registry services for Non-Convertible Debentures and Commercial Papers. MCS Share Transfer Agent Limited 201, D Wing, 2nd Floor, Gokul Industrial Estate Building, Sagbaug, Marol Co-op Industrial Area B/H Times Square, Andheri East, Mumbai – 400 059. Contact: 022-28516020 Website: https://www.mcsregistrars.com All the securities of the Company are in dematerialised form, hence there are no physical transfer of securities.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Shareholding pattern and distribution of shareholding as on March 31, 2026	Sr. No.	Name of Shareholders	No. of Equity Shares held	% of paid up equity share capital
	1	National Investment and Infrastructure Fund II and its nominees	54,63,50,979	39.7
	2	Aseem Infrastructure Finance Limited	42,39,32,487	30.8
	3	HDFC Bank Limited	6,00,00,000	4.4
	4	The President of India (GOI)	34,49,97,165	25.1
		Total	1,37,52,80,631	100.0
Dematerialisation of shares and liquidity	As on March 31, 2026, Equity Shares and Non-Convertible Debentures ("NCDs") were held in dematerialised mode.			
Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity	As on March 31, 2026, the Company did not have any outstanding global depository receipts or American depository receipts or warrants or any Convertible Instruments.			
Commodity price risk or foreign exchange risk and hedging activities	The Company does not deal in any commodity and there were no foreign exchange earnings/ outgo. Hence, the Company is not directly exposed to any commodity price and foreign exchange risk. The Company does not have any hedging activities.			
Plant locations	Not applicable			
List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad	The details are furnished in the Directors' Report forming part of the Integrated Annual Report.			
Corporate Identification Number (CIN)/ Registration no. of the Company as per Companies Act with the Registrar of Companies	U67190MH2014PLC253944			
Permanent Account Number (PAN)	AADCI5030Q			
Address for correspondence	Investors and shareholders can correspond with the share transfer agent of the Company or the Company at the following addresses: Registrar to an Issue and Share Transfer Agent (Equity and Preference shares) MUFG Intime India Pvt. Ltd. Address: C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai – 400083 E-mail: benposreports@in.mpms.mufg.com Website: https://in.mpms.mufg.com/ Registrar and Share Transfer Agent (Non-Convertible Debentures and Commercial Papers) MCS Share Transfer Agent Limited 201, D Wing, 2 nd Floor, Gokul Industrial Estate Building, Sagbaug, Marol Co-op Industrial Area, B/H Times Square, Andheri East, Mumbai – 400 059 Email: cprabhu@mcsregistrars.com Website: https://www.mcsregistrars.com			

REPORT ON CORPORATE GOVERNANCE (CONTD.)

	DEBENTURE TRUSTEE IDBI Trusteeship Services Limited Registered Office: Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400001 Contact: 022-40807007 Email: gaurav.mody@idbitrustee.com Company's correspondence details: 3 rd Floor, North Wing, UTI Tower, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Phone No.: +91 2268591300 Email: info@niiffl.in
Transfer of Unclaimed/Unpaid Amounts to the Investor Education and Protection Fund	During the year under review, no amount was due for transfer to Investor Education and Protection Fund.
Registration/license/authorisation obtained from other financial sector regulators	The Reserve Bank of India ("RBI") - Certificate of Registration no. N.13.02078
Area and country of operation	India

OTHER DISCLOSURES

Sr. no.	Particulars	Details
a.	Disclosures on Materially Significant Related Party Transactions that may have potential conflict with the interests of the Company	The details of Related Party Transactions are furnished in the Directors' Report. None of the transactions with any of the related parties were in conflict with the Company's interest. The Company has in place a RPT Policy as required under the applicable laws. Details of the RPT Policy are available on the website of the Company at https://www.niiffl.in/ . Details of all related party transactions form a part of the financial statements as required under Ind AS-24 and the same forms part of the Annual Report.
b.	Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;	During FY 2023, there was one incidence where the Company has failed to intimate to Stock Exchange about the record date within the stipulated time period as per Regulation 60 (2) of SEBI Listing Regulations. Pursuant to SEBI Circular No. SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021, the National Stock Exchange of India Limited, has imposed fine amounting to ₹ 10,000 (Rupees Ten Thousand Only) (plus GST) on the Company for the said non-compliance. The Company has paid the requisite amount of fine to the National Stock Exchange of India Limited. During the financial year under review, no penalties or strictures were imposed on the Company by any stock exchange, SEBI or other statutory authority on matters relating to the capital markets.
c.	Details of establishment of vigil mechanism/whistle blower policy and affirmation that no personnel has been denied access to the audit committee	The details of establishment of whistle blower policy/vigil mechanism are furnished in the Directors' Report forming part of the Annual Report.
d.	Details of compliance with mandatory requirements and adoption of the non-mandatory requirements	The details of compliance with mandatory requirements and adoption of the non-mandatory requirements are mentioned below in point no. 'o' of this report.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Sr. no.	Particulars	Details																
e.	Web link where policy for determining 'material' subsidiaries is disclosed.	The Company does not have any Subsidiary Company, hence formulation of Policy for determining Material Subsidiaries as per Regulation 62L of the Listing Regulations is not applicable for the Company.																
f.	Web link where policy on dealing with related party transactions.	The Company's policy on dealing with the Related Party Transactions is in place and the same is displayed on the website of the Company at https://www.niiffl.in/																
g.	Disclosure of commodity price risks or foreign risks and commodity hedging activities.	The Company does not deal in any commodity and there were no foreign exchange earnings/ outgo. Hence, the Company is not directly exposed to any commodity price and foreign exchange risk. The Company does not have any hedging activities.																
h.	Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).	Not Applicable																
i.	Certificate from a Company secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.	The Company has received a certificate from M/s. Rathi & Associates, Practicing Company Secretary, to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory authority. The said certificate has been enclosed as Annexure A .																
j.	Where the board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof	During the financial year under review, all the recommendation of the various Committees were accepted by the Board.																
k.	Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part	Total fees paid by the Company during FY 2026 to the Joint Statutory Auditors including all entities in their network firm/entity of which they are a part, is given below (excluding out-of-pocket expenses and reimbursements): (₹ in crores) <table><tr><th>Sr. No.</th><th>Particulars</th><th>M/s. GM Kapadia & Co.</th><th>M/s Manohar Chowdhary & Associates.</th></tr><tr><td>1</td><td>Statutory Audit Fee</td><td>0.23</td><td>0.21</td></tr><tr><td>2</td><td>Tax Audit Fees</td><td>0.03</td><td>-</td></tr><tr><td>3</td><td>Other Certifications</td><td>0.02</td><td>0.02</td></tr></table>	Sr. No.	Particulars	M/s. GM Kapadia & Co.	M/s Manohar Chowdhary & Associates.	1	Statutory Audit Fee	0.23	0.21	2	Tax Audit Fees	0.03	-	3	Other Certifications	0.02	0.02
Sr. No.	Particulars	M/s. GM Kapadia & Co.	M/s Manohar Chowdhary & Associates.															
1	Statutory Audit Fee	0.23	0.21															
2	Tax Audit Fees	0.03	-															
3	Other Certifications	0.02	0.02															
l.	Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	<table><tr><th>No. of complaints filed during the financial year</th><th>No. of complaints disposed of during the financial year</th><th>No. of complaints pending as on the end of the financial year</th></tr><tr><td>Nil</td><td>Nil</td><td>Nil</td></tr></table>	No. of complaints filed during the financial year	No. of complaints disposed of during the financial year	No. of complaints pending as on the end of the financial year	Nil	Nil	Nil										
No. of complaints filed during the financial year	No. of complaints disposed of during the financial year	No. of complaints pending as on the end of the financial year																
Nil	Nil	Nil																

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Sr. no.	Particulars	Details
m.	Compliance certificate from either the auditors or practicing Company secretaries regarding compliance of conditions of Corporate Governance shall be annexed with the Directors' report.	The Company is a High Value Debt Listed Entity ('HVDLE') pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 dated September 07, 2021. Accordingly, the Regulation 16 to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Corporate Governance became applicable to the Company with effect from September 07, 2021. The Company has been submitting the quarterly corporate governance compliance report to the stock exchange as required under regulation 27(2) of the SEBI Listing Regulations from the applicable period. SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025 introduced Chapter VA i.e., 'corporate governance norms for a listed entity which has listed its non-convertible debt securities' which became applicable to the Company with effect from March 27, 2025. The Company has submitted the quarterly corporate governance report for the quarter ended March 31, 2026, under Regulation 62Q of the SEBI Listing Regulations. The Company has obtained a certificate from M/s. Rathi & Associates, Practicing Company Secretaries regarding compliance with the provisions relating to corporate governance laid down under the SEBI Listing Regulations. The said Certificate is attached as Annexure B.
n.	Compliance certificate from Chief Executive Officer and the Chief Financial Officer under SEBI Listing Regulations	The Chief Executive Officer and Chief Financial Officer have provided the requisite compliance certificate to the Board with regard to the financial statements and internal controls relating to financial reporting for the year ended March 31, 2026, as required under the SEBI Listing Regulations. The said Certificate is attached as Annexure C .
o.	The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.	The Company has complied with all the mandatory requirements of the SEBI Listing Regulations applicable to the Company being a High Value Debt Listed Entity. The Company has complied with the discretionary requirements as specified below: a. Modified opinion(s) in audit report: The Company confirms that its financial statements have unmodified audit opinion. b. Reporting of internal auditor: The Head Internal Audit (HIA) of the Company directly reports to the Chief Executive Officer (CEO). The HIA has a one-on-one meeting with the Audit Committee without presence of the CEO. c. Separate posts of Chairperson and the Chief Executive Officer: The Company has appointed a Chief Executive Officer; however, the Company does not have a regular Chairperson, the Board elects a Chairperson amongst themselves, such that the Chairperson shall not be related to the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Sr. no.	Particulars	Details
p.	Declaration signed by the Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of board of directors and senior management.	The Listing Regulations requires listed Companies to lay down a code of conduct for its Directors and Senior Management, incorporating duties of Directors prescribed in the Act. Accordingly, the Company has a Board approved code of conduct for Board members and Senior Management of the Company. This code has been placed on the Company's website and can be accessed at https://www.niifl.in/ All the Directors on the Board and Senior Management Personnel of the Company have affirmed compliance with the code of conduct as adopted by the Company. A declaration signed by the Chief Executive Officer to this effect is reproduced at the end of this report and marked as Annexure D.
q.	Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his tenure.	None of the Independent Director of the Company has resigned before the expiry of his/her respective tenure(s) during FY 2026.
r.	Disclosures with respect to demat suspense account/ unclaimed suspense account.	Not Applicable.

Annexure A

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members

NIIF INFRASTRUCTURE FINANCE LIMITED

North Wing, 3rd Floor, UTI Tower, GN Block,

Bandra Kurla Complex, Mumbai 400 051.

We have examined the relevant register, records, forms, returns and disclosures received from the Directors of NIIF Infrastructure Finance Limited having CIN: U67190MH2014PLC253944 and Registered Office at North Wing, 3rd Floor, UTI Tower, GN Block, Bandra Kurla Complex, Mumbai - 400 051 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this certificate, in accordance with Circular No. NSE/CML/2022/01 dated January 07, 2022 issued by the National Stock Exchange of India Limited read with Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status of the portal www.mca.gov.in) as considered necessary and explanation furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the financial year ended March 31, 2026, have been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority, viz.

Sr. No.	Name of the Director	DIN	Nature of Directorship	Date of Appointment in the Company
1.	Mr. Alwarthirunagari Kuppuswamy Thiruvengkata Chari*	00746153	Non-Executive Nominee Director	12-03-2019
2.	Mr. Ashwani Kumar	02870681	Independent Director	30-09-2020
3.	Ms. Rosemary Sebastian	07938489	Independent Director	07-06-2022
4.	Mr. Prashant Kumar Ghose	00034945	Independent Director	01-02-2023
5.	Mr. Nilesh Shrivastava	09632942	Non-Executive Nominee Director	28-03-2024
6.	Mr. Saurabh Jain [#]	02052518	Non-Executive Nominee Director	06-08-2025

*Mr. A K T Chari resigned as a Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from the close of business hours on April 20, 2026.

[#]Mr. Saurabh Jain resigned as a Non-Executive Nominee Director (Nominee of NIIF Fund II) with effect from the close of business hours on May 22, 2026.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

SD/-

NEHA R LAHOTY

PARTNER

MEM. NO.: FCS 8568

COP. NO.: 10286

UDIN: F008568H001108601

P. R. CERT. NO.: 6391/2025

FIRM REGISTRATION NO.: P1988MH011900

PLACE: MUMBAI

DATE: JULY 30, 2026

Annexure B

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Members of

NIIF Infrastructure Finance Limited

North Wing, 3rd Floor, UTI Tower,

GN Block, Bandra Kurla Complex,

Mumbai – 400 051

We have examined the compliance of conditions of Corporate Governance by NIIF Infrastructure Finance Limited (CIN: U67190MH2014PLC253944) having its Registered Office situated at North Wing, 3rd Floor, UTI Tower, GN Block, Bandra Kurla Complex, Mumbai – 400 051 ('hereinafter referred to as 'the Company'), for the financial year ended March 31, 2026, as stipulated in Chapter IV and Chapter VA of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examinations have been limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our knowledge, information and according to the explanations given to us and the representations made by the Directors and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

Sd/-

NEHA R LAHOTY

PARTNER

MEM. NO.: FCS 8568

COP. NO.: 10286

UDIN: F008568H001108557

P. R. CERT. NO.: 6391/2025

FIRM REGISTRATION NO.: P1988MH011900

PLACE: MUMBAI

DATE: JULY 30, 2026

Annexure C

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 62D (14) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
NIIF Infrastructure Finance Limited

We, Ajay Chaudhary, Chief Executive Officer and Sudeep Bhatia, Chief Financial Officer of NIIF Infrastructure Finance Limited ("NIIF IFL" or "the Company"), to the best of our knowledge and belief, certify that:

1. We have reviewed the financial statements for the financial year ended March 31, 2026 and to the best of our knowledge, information and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present, in all material respects, a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or which violate the Company's code of conduct.
3. We accept responsibility for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee that for the financial year ended March 31, 2026, there were:
 - a) no significant changes in Internal Control over financial reporting;
 - b) no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statement; and
 - c) no instances of significant fraud of which we have become aware and there has been no involvement therein of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

Sd/-
Ajay Chaudhary
Chief Executive Officer

Sd/-
Sudeep Bhatia
Chief Financial Officer

Place: Mumbai
Date: July 30, 2026

Annexure D

DECLARATION BY CHIEF EXECUTIVE OFFICER

[Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
NIIF Infrastructure Finance Limited

I, Ajay Chaudhary, Chief Executive Officer of NIIF Infrastructure Finance Limited hereby declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct of the Company laid down for them for the year ended March 31, 2026.

Sd/-
Ajay Chaudhary
Chief Executive Officer

Place: Mumbai
Date: July 30, 2026

Annexure V

**LIST OF KEY POLICIES OF NIIF INFRASTRUCTURE
FINANCE LIMITED UPDATED ON THE WEBSITE**

Sr. No.	Name of Policy	Website Link
1.	Interest Rate Policy	https://www.niififl.in/pdf/corporate-governance/2024-25/Interest%20Rate%20Policy.pdf
2.	Fair Practice Code	https://www.niififl.in/pdf/corporate-governance/Fair%20Practice%20Code.pdf
3.	Related Party Transactions	https://www.niififl.in/pdf/corporate-governance/2024-25/Related%20Party%20Transactions.pdf
4.	Internal Guidelines on Corporate Governance	https://www.niififl.in/pdf/corporate-governance/2025-26/Internal%20Guidelines%20on%20Corporate%20Governance.pdf
5.	Whistle Blower Policy	https://www.niififl.in/pdf/corporate-governance/2024-25/Whistleblower%20Policy.pdf
6.	Corporate Social Responsibility Policy	https://www.niififl.in/pdf/corporate-governance/2024-25/Corporate%20Social%20Responsibility%20Policy.pdf
7.	Insider Trading Policy	https://www.niififl.in/pdf/corporate-governance/2024-25/Insider%20Trading%20Policy.pdf
8.	Remuneration Policy	https://www.niififl.in/pdf/corporate-governance/2025-26/Remuneration%20Policy.pdf
9.	Code of conduct and Ethics	https://www.niififl.in/pdf/corporate-governance/2024-25/Code%20of%20Conduct%20and%20Ethics.pdf
10.	Familiarisation Programme for Independent Directors	https://www.niififl.in/pdf/Policies/2025-26/NIIF%20IFL%20-%20Familiarization%20Programme%20FY%202025%20-%202026.pdf
11.	Policy on appointment of statutory auditors	https://www.niififl.in/pdf/corporate-governance/2024-25/SA%20appointment%20Policy.pdf
12.	Prevention of Sexual Harassment Policy	https://www.niififl.in/pdf/corporate-governance/2024-25/Prevention%20of%20Sexual%20Harassment%20Policy.pdf
13.	Policy For Claim Of Unclaimed Amounts Lying With The Issuer Of Non- Convertible Securities	https://www.niififl.in/pdf/corporate-governance/2024-25/Policy%20for%20Claim%20of%20Unclaimed%20amounts%20lying%20with%20the%20issuer%20of%20NCS.pdf

**Financial
Statements**

INDEPENDENT AUDITOR'S REPORT

To,
The Members of,
NIIF Infrastructure Finance Limited
Report on the Audit of Financial Statements

OPINION

We have audited the accompanying Financial Statements of NIIF Infrastructure Finance Limited ("the Company"), which comprises of balance sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and notes to the Financial Statements, including a summary of material accounting policies and other explanatory information. (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act ("SAs"). Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matters	Auditors' response
1.	Impairment of financial assets – Provision for expected credit losses as on March 31, 2026 for loans carried at amortised cost amounts to Rs.190.69 Crores [As at March 31, 2025 – 177.73 Crores] [Refer Note no. 2 & 31.3 to the Financial Statements] Ind AS 109 - "Financial instruments" (Ind AS 109) requires the Company to provide for impairment of its financial assets (designated as amortised cost or fair value through other comprehensive income) using the expected credit loss (ECL) approach. The recognition and measurement of ECL on financial assets involves significant judgement and estimates, which inter alia includes; (i) Data Input – The application of ECL model requires several data inputs to calculate Probability of Default (PD) and Loss Given Default ("LGD"). The increased risk relating to the completeness and accuracy of the data considered to create assumptions in the model.	Audit procedures performed: We performed the following audit procedures: ✓ Performed process walkthroughs to identify the key systems, applications and controls used in the impairment allowance processes ✓ Tested the design and operating effectiveness of the key controls over the completeness and accuracy of data, inputs, assumptions into the Ind AS 109 Impairment model ✓ Reviewed the Board approved Provisioning policy and verified the alignment of methodology adopted for computation of ECL including management overlay that addresses the policies approved by the Board of Directors ✓ We tested the operating effectiveness of the controls for staging of loans and advances based on their past-due status.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

(ii) Model estimations – Judgmental model used to estimate ECL which involves determination of Probability of Default (PD), Loss given default (LGD), Exposure at default (EAD) and management overlay. (iii) Completeness and accuracy of the data from internal and external sources used in the Models. Considering the significance of ECL to the overall Financial Statements and the degree of Management's estimates and judgements involved in this matter that requires significant auditors' attention, we have considered the expected credit loss allowance on financial assets to be a key audit matter.	✓ Evaluated whether the methodology applied by the Company is compliant with the requirements of the relevant accounting standards, Reserve Bank of India's ("RBI") master directions relating to Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances and based on management representation with respect to RBI inspection report and confirmed that the calculations are performed in accordance with the approved methodology. ✓ We tested the arithmetical accuracy of the computation of ECL provision performed by the Company. ✓ Assessing whether the disclosures on key judgements, assumptions and quantitative data with respect to impairment loss allowance in Financial Statements are appropriate and sufficient. ✓ We have also obtained management representations wherever considered necessary
---	---

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with

respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, RBI Guidelines and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

The management and the Board of Directors are responsible for overseeing the Company's financial reporting process.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to

draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in clauses 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B" wherein we have expressed unmodified opinion.
- g) In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended ("the Rules") in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note No 27 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief,

no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of the Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend declared and paid during the year by the Company is in compliance with section 123 of the Act
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account, which has a feature of recording an audit trail (edit log) and the same was operated throughout the year under audit for all relevant transactions

INDEPENDENT AUDITOR'S REPORT (CONTD.)

recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with. The Company has preserved the audit trail in accordance with statutory record retention requirements, except for the previous as well as current financial year till August 2025 where the audit trail feature was not enabled for certain application for direct changes at the database

level. In addition, as stated in the note no.33, with respect to a new accounting software, direct database access is completely restricted for the Company and it is managed and controlled by the application vendor solely to perform certain administrative tasks on the database infrastructure. Accordingly, the Company has no access to the database and thus, there is no generation of audit trail.

For G.M. Kapadia & Co.,
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No.: 039569
UDIN: 26039569JLYXWB2926

Date: May 7, 2026
Place: Mumbai

For Manohar Chowdhry & Associates
Chartered Accountants
Firm Registration No. 001997S

Muthurajan R
Partner
Membership No.: 228596
UDIN: 26228596CNKQPK6536

Date: May 7, 2026
Place: Mumbai

“ANNEXURE A” TO THE INDEPENDENT AUDITOR'S REPORT

With reference to the Annexure A referred to in paragraph 1 in 'Report on Other Legal and Regulatory Requirements' of the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2026, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (i) (a) (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (i) (c) The title deed of the immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) is held in the name of the erstwhile name of the Company.
- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2026
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company
- (ii) (b) The Company has not availed working capital limits in excess of Rupees five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) The Company's principal business is to give loans and hence reporting under clause 3(a) of the Order is not applicable to the Company.
- (iii) (b) During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees to [companies, firms, Limited Liability Partnerships or any other parties] are not prejudicial to the Company's interest.

- (iii) (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as stipulated.
- (iii) (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (iii) (e) The Company's principal business is to give loans and hence reporting under clause 3(e) of the Order is not applicable to the Company.
- (iii) (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to [companies, firms, Limited Liability Partnerships or any other parties]. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) There are no loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 ("the Act") are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT (CONTD.)

- (vii) (b) The dues of goods and services tax, provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs Crores)	Amount Deposited (Rs Crores)	Period to which the amount relates	Forum where the dispute is pending
The Income-tax Act, 1961	Income Tax	13.02*	1.95	AY 2016 – 17	Commissioner of Income Tax (Appeals)
The Income-tax Act, 1961	Income Tax	11.02*	1.65	AY 2017 – 18	Commissioner of Income Tax (Appeals)
Name of the statute	Nature of the dues	Amount (Rs Crores)	Amount Deposited (Rs Crores)	Period to which the amount relates	Forum where the dispute is pending
The Income-tax Act, 1961	Income Tax	12.78*	1.92	AY 2018 – 19	Commissioner of Income Tax (Appeals)
The Income-tax Act, 1961	Income Tax	3.47*	3.47	AY 2018 – 19	Commissioner of Income Tax (Appeals)
The Income-tax Act, 1961	Income Tax	4.44*	4.44	AY 2018 – 19	Commissioner of Income Tax (Appeals)
The Income-tax Act, 1961	Income Tax	63.09*	9.46	AY 2019 – 20	Commissioner of Income Tax (Appeals)

*Demand raised under Section 148 and 156 of the Income-tax Act, 1961 for the AY 2018-19

#Demand raised for Penalty under section 271(1)(c) and 270A of the Income-tax Act, 1961.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) The Term loans (Through Issue of Non-Convertible Debentures) were applied for the purpose for which the loans were obtained including temporarily parking the funds received in fixed deposit with Banks until its deployments for stated purpose.
- (ix) (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (ix) (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT (CONTD.)

- (xii) (a) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.
- (xii) (b) The Company is not a Nidhi company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(b) of the Order is not applicable to the Company.
- (xii) (c) The Company is not a Nidhi company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company being an Non-Banking Financial Institution (NBFC-IDF) has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934)
- (xvi) (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) and (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 34 to the financial statements, the ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that Company is not capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date. We, further state that this is not an assurance as to the future viability of the Company and our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under Clause 3(xx) (a) and (b) of the order is not applicable to the Company.
- (xxi) Since the Company does not have any subsidiary, joint venture or an associate, it is not required to prepare consolidated Financial Statements and hence reporting under clause 3(xxii) of the Order is not applicable to the Company.

For G.M. Kapadia & Co.,
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No.: 039569
UDIN: 26039569JLYXWB2926

Date: May 7, 2026
Place: Mumbai

For Manohar Chowdhry & Associates
Chartered Accountants
Firm Registration No. 001997S

Muthurajan R
Partner
Membership No.: 228596
UDIN: 26228596CNKQPK6536

Date: May 7, 2026
Place: Mumbai

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

referred to in “Report on Other Legal and Regulatory Requirements” section of our report to the members of NIIF Infrastructure Finance Limited of even date:

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

Opinion

We have audited the internal financial controls with reference to Financial Statements of the NIIF Infrastructure Finance Limited (“the Company”) as of March 31, 2026 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, broadly in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at March 31, 2026, based on the internal control with reference to Financial Statements established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company’s internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles.

A Company’s internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles and that receipts and expenditures of the entity are being made only in accordance with authorisations of management (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the entity’s assets that could have a material effect on the Financial Statements and (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the organisation from time to time.

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT (CONTD.)

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections

of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For G.M. Kapadia & Co.,
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No.: 039569
UDIN: 26039569JLYXWB2926

Date: May 7, 2026
Place: Mumbai

For Manohar Chowdhry & Associates
Chartered Accountants
Firm Registration No. 001997S

Muthurajan R
Partner
Membership No.: 228596
UDIN: 26228596CNKQPK6536

Date: May 7, 2026
Place: Mumbai

BALANCE SHEET

AS AT MARCH 31, 2026

(₹ in crores)			
Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
I Financial assets			
(a) Cash and cash equivalents	1a	1,162.90	1,631.98
(b) Bank Balance other than (a) above	1b	107.50	305.97
(c) Investment	1c	-	249.53
(d) Loans	2	31,615.28	25,233.06
(e) Other financial assets	3	0.27	3.22
		32,885.95	27,423.76
II Non Financial assets			
(a) Current tax assets	4	120.05	378.78
(b) Property, plant and equipment	5a	1.50	3.04
(c) Capital work in progress	5b	-	-
(d) Right of use Assets	5c	-	3.92
(e) Intangible assets	5d	6.35	1.26
(f) Intangible Asset under Development	5e	0.35	2.07
(g) Other non-financial assets	6	2.23	2.18
		130.48	391.25
Total assets		33,016.43	27,815.01
LIABILITIES AND EQUITY			
LIABILITIES			
I Financial liabilities			
(a) Payables			
(i) Trade payables	7		
(i) total outstanding dues of micro enterprises and small enterprises		β	0.27
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		3.04	1.59
(II) Other payables	8		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Debt Securities	9	28,041.90	23,426.13
(c) Finance Lease liabilities	10 (a)	-	4.24
(d) Other financial liabilities	10 (b)	24.50	22.35
		28,069.44	23,454.58
II Non-Financial liabilities			
(a) Current tax liabilities	11	8.98	3.04
(b) Provisions	12	17.25	17.59
(c) Other non-financial liabilities	13	14.76	13.82
		40.99	34.45
EQUITY			
(a) Equity share capital	13A	1,375.28	1,375.28
(b) Instruments Entirely Equity in Nature	13A	-	-
(c) Other equity	13B	3,530.72	2,950.70
		4,906.00	4,325.98
Total liabilities and equity		33,016.43	27,815.01

Note: The figures of ₹ 50,000 or less have been denoted by β.

The accompanying notes are an integral part of these financial statements (See notes 1 to 45)

As per our attached report of even date

For **G.M. Kapadia & Co.**
Chartered Accountants
ICAI Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569

For **Manohar Chowdhry & Associates**
Chartered Accountants
ICAI Firm Registration No. 001997S

Muthurajan R
Partner
Membership No. 228596

Place: Mumbai
Date: May 07, 2026

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited
Nilesh Shrivastava
Director
DIN no. 09632942

Ajay Chaudhary
Chief Executive Officer

Ankit Sheth
Company Secretary

Prashant Kumar Ghose
Director
DIN no. 00034945

Sudeep Bhatia
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

(₹ in crores)			
Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
REVENUE FROM OPERATIONS			
Interest income	14	2,443.80	2,083.58
Fees and commission income	15 (a)	62.90	52.24
Net gain on fair value changes	15 (b)	18.91	34.42
I Total revenue from operations		2,525.61	2,170.24
II Other income	16	35.44	12.79
III Total income (I+II)		2,561.05	2,183.03
Expenses			
Finance costs	17	1,863.04	1,592.36
Fees and commission expense	18	0.50	0.54
Impairment on financial instruments	19	12.96	22.90
Employee benefits expenses	20	42.71	42.02
Depreciation, amortisation and impairment	5 & 21	6.72	6.02
Other expenses	22	24.52	21.67
IV Total expenses		1,950.45	1,685.51
V Profit before tax (III - IV)		610.60	497.52
VI Tax expense		-	-
Current tax		-	-
Deferred tax		-	-
Earlier year tax adjustment		10.35	10.31
Total tax expenses		10.35	10.31
VII Profit for the year (V - VI)		600.25	487.21
VIII Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of post-employment benefit obligations		0.40	(0.26)
- Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other comprehensive income (A+B)		0.40	(0.26)
IX Total comprehensive income for the year (VII + VIII) (Comprising profit and other comprehensive income for the year)		600.65	486.95
X Earnings per equity share (nominal value of share- ₹10 each) (not annualised)			
Basic (₹)		4.36	3.54
Diluted (₹)		4.36	3.54

The accompanying notes are an integral part of these financial statements (See notes 1 to 45)

As per our attached report of even date

For **G.M. Kapadia & Co.**
Chartered Accountants
ICAI Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569

For **Manohar Chowdhry & Associates**
Chartered Accountants
ICAI Firm Registration No. 001997S

Muthurajan R
Partner
Membership No. 228596

Place: Mumbai
Date: May 07, 2026

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited
Nilesh Shrivastava
Director
DIN no. 09632942

Ajay Chaudhary
Chief Executive Officer

Ankit Sheth
Company Secretary

Prashant Kumar Ghose
Director
DIN no. 00034945

Sudeep Bhatia
Chief Financial Officer

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2026

(₹ in crores)		
Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	610.60	497.52
Adjustments for:		
Depreciation, amortisation & Impairment	6.72	6.02
Interest on Debt Securities - EIR Adjustments	16.38	18.55
Interest on Loan - EIR adjustment	(21.43)	(40.53)
Gain on Mutual fund investment	(18.91)	(34.42)
Discount accreted on T-Bills	(2.91)	(24.47)
Interest on Borrowings other than debt securities (Ind AS 116 impact)	0.18	0.49
Impairment on financial instruments	12.96	22.90
Operating profit before working capital changes	603.58	446.06
Changes in working capital:		
(Decrease)/Increase in trade payables	1.17	0.24
(Decrease)/Increase in other payables	-	(0.02)
(Increase)/Decrease in other financial assets	201.41	(308.95)
(Decrease)/Increase in other financial liabilities	2.15	(51.68)
Increase/(Decrease) in Provision	0.06	6.46
Increase/(Decrease) in other non financial liabilities	0.93	2.35
Increase/(Decrease) interest accrual on debt securities	68.78	71.66
(Increase)/Decrease in non-financial assets	(0.05)	(1.17)
(Increase)/Decrease in loans	(6,373.76)	(3,225.66)
Cash flow generated from/(used in) operations	(5,495.68)	(3,060.71)
(Payment)/ Receipt of tax (net)	254.32	(135.13)
Net Cash flow generated from/(used in) operations (A)	(5,241.36)	(3,195.84)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment/intangible assets	(4.65)	(4.64)
Sale of property, plant and equipments	0.00	-
Purchase of Mutual Fund	(10,373.90)	(10,369.75)
Sale of Mutual fund	10,392.81	10,404.17
Purchase of T-bills	(1,032.56)	(3,777.22)
Redemption of T-bills	1,285.00	4,135.00
Net cash flow generated from/(used in) investing activities (B)	266.70	387.57

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in crores)		
Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from debt securities & CPs issued	5,899.61	5,054.78
Repayment of debt securities	(1,369.00)	(1,501.00)
Payment for the lease liability	(4.40)	(4.40)
Dividend transfer to equity shareholders	(20.63)	(20.63)
Net cash generated from/(used in) financing activities (C)	4,505.58	3,528.75
Net Increase / (Decrease) in cash and cash equivalents (D) = (A + B + C)	(469.08)	720.48
Cash and cash equivalents at the beginning of the Year (E)	1,631.98	911.50
Cash and cash equivalents at the end of the Year (F) = (D) + (E)	1,162.90	1,631.98
Cash and cash equivalents include the following		
Balances with banks in current account	12.13	0.61
Fixed deposits with maturity less than 3 months	1,150.77	1,631.37
Total cash and cash equivalents	1,162.90	1,631.98

This is the Cash Flow Statement referred to in our report of even date

The accompanying notes are an integral part of these financial statements (See notes 1 to 45)

As per our attached report of even date

For **G.M. Kapadia & Co.**
Chartered Accountants
ICAI Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569

For **Manohar Chowdhry & Associates**
Chartered Accountants
ICAI Firm Registration No. 001997S

Muthurajan R
Partner
Membership No. 228596

Place: Mumbai
Date: May 07, 2026

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Nilesh Shrivastava
Director
DIN no. 09632942

Ajay Chaudhary
Chief Executive Officer

Ankit Sheth
Company Secretary

Prashant Kumar Ghose
Director
DIN no. 00034945

Sudeep Bhatia
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

A1 EQUITY SHARE CAPITAL

(₹ in crores)

	Note	Number	Amount
As At March 31, 2024		1,37,52,80,631	1,375.28
Issued during the year	13	-	-
As At March 31, 2025		1,37,52,80,631	1,375.28
Issued during the year	13	-	-
As At March 31, 2026		1,37,52,80,631	1,375.28

A2 OTHER EQUITY

(₹ in crores)

	Reserves and surplus					Total
	Securities Premium	Special reserve u/s. 45-IC of the RBI Act, 1934	Impairment Reserve	Surplus in the statement of profit and loss	General Reserve	
As at March 31, 2024	1,081.33	283.41	0.04	1,118.71	0.88	2,484.37
Dividend on CCPS	-	-	-	-	-	-
Dividend on equity share	-	-	-	(20.63)	-	(20.63)
Transfers to Special reserve u/s. 45-IC of the RBI Act, 1934	-	97.39	-	(97.39)	-	-
Premium on CCPS Converted into equity shares	-	-	-	-	-	-
Profit for the year	-	-	-	487.21	-	487.21
Other comprehensive income	-	-	-	(0.26)	-	(0.26)
As at March 31, 2025	1,081.33	380.80	0.04	1,487.64	0.88	2,950.69
Dividend on CCPS	-	-	-	-	-	-
Dividend on equity share	-	-	-	(20.63)	-	(20.63)
Transfers to Special reserve u/s. 45-IC of the RBI Act, 1934	-	120.05	-	(120.05)	-	0.00
Premium on CCPS Converted into equity shares	-	-	-	-	-	-
Profit for the year	-	-	-	600.25	-	600.25
Other comprehensive income	-	-	-	0.40	-	0.40
As At March 31, 2026	1,081.33	500.85	0.04	1,947.61	0.88	3,530.71

The accompanying notes are an integral part of these financial statements (See notes 1 to 45)

As per our attached report of even date

For **G.M. Kapadia & Co.**
Chartered Accountants
ICAI Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569

For **Manohar Chowdhry & Associates**
Chartered Accountants
ICAI Firm Registration No. 001997S

Muthurajan R
Partner
Membership No. 228596

Place: Mumbai
Date: May 07, 2026

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Nilesh Shrivastava
Director
DIN no. 09632942

Ajay Chaudhary
Chief Executive Officer

Ankit Sheth
Company Secretary

Prashant Kumar Ghose
Director
DIN no. 00034945

Sudeep Bhatia
Chief Financial Officer

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

1 CORPORATE INFORMATION

NIIF Infrastructure Finance Limited ('the Company') is a public limited company, incorporated in India on March 07, 2014, under the provisions of Companies Act, applicable in India and is a Non-Banking Finance Company (NBFC - IDF) regulated by the Reserve Bank of India ('RBI'). The registered office of the Company is located at 3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051.

The Company has received a Non-Banking Financial Company (NBFC - IDF) license from Reserve Bank of India (RBI) on September 22, 2014. The object of the Company is to undertake infrastructure debt fund activities i.e. mainly re-financing existing debt of infrastructure companies.

The Audited financial statement for the year ended March 31, 2026 were authorised for issue in accordance with a resolution of the board of directors on May 07, 2026.

The majority shareholder of the Company is M/s National Investment and Infrastructure Fund II which is an Alternative Investment Fund registered with the Securities and Exchange Board of India (SEBI).

2 MATERIAL ACCOUNTING POLICY INFORMATION

The principal accounting policies applied in the preparation of these Audited Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

A Basis of preparation

(i) Statement of Compliance

The Audited financial Statements have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard notified under Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016, prescribed under section 133 of the Companies Act, 2013 as amended, read with relevant rules thereunder and guidelines issued by the RBI as applicable to NBFCs and the other accounting principles generally accepted in India.

The Company prepares and present its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III

of Schedule III to the Act as amended from time to time. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows' as amended from time to time.

(ii) Historical cost convention

The Audited Financial Statement have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) are measured at fair value;
- assets held for sale – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value;

The Financial statement are presented in Indian Currency (₹) and all values are rounded to nearest rupee crores except when otherwise indicated.

(iii) Order of liquidity

The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current) is being presented in the notes to accounts.

Financial assets and financial liabilities are generally reported gross in balance sheet. They are only offset and reported on a net basis when, in addition to having an unconditional legally enforceable right to offset the recognised amounts; without being contingent on a future event.

(iv) Use of Estimates

The preparation of financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realised may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

Judgement, estimates and assumptions are required in particular for:

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Business model assessment

Classification and measurement of financial assets depends on the results of the Solely Payments of Principal and Interest (SPPI) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held.

Impairment of financial assets

The Company recognises loss allowances for expected credit losses on its financial assets measured at amortised cost. At each reporting date, the Company assesses whether the above financial assets are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Company's ECL calculations are outputs of number of underlying assumptions regarding the choice of variable inputs and their interdependencies such as macroeconomic scenarios and estimated recovery from collateral.

Recognition and measurement of provisions and contingencies:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Determination of lease term:

Ind AS 116 – Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or

terminate the lease, if the use of such option is reasonably certain. The Company makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Expected Life of Financial Asset:

The expected life of Loans & advances is considered till the reset date, subject to minimum 5 years.

B Policy on segment

The Company operates in a single reportable segment i.e. lend to Infrastructure projects. The Company also operates in a single geographical segment i.e. domestic. The chief operating decision maker (CODM) in the Company to make decisions for performance assessment and resource allocation, is the Chief Executive Officer (CEO) and in the internal reporting provided to the CEO for corporate planning, there are no separate reportable segments (including geographical segments).

C (I) Property plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives of tangible & intangible assets.

Vehicles	4 years
Computers	3 years
Office Equipments (mobiles & Camera)	2 years
Office Equipments (Others)	5 years
Leasehold Improvements	Tenure of lease
Buildings (Right of use assets)	Tenure of lease
Server/networking equipment	6 years
Furniture and fixtures	10 years
Computer software	5 years

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss within other gains/(losses).

(II) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

Computer software to be amortised using straight line method over a period of 5 years.

Direct expenses capitalised as cost of intangible assets.

Intangible assets not ready for use on the date of Balance sheet is shown as Intangible assets under development.

D Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs and
- restoration costs.

Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Short term leases are leases with a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with short term leases as an expense in profit or loss.

E Impairment of non-financial asset

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

F Taxes on Income

The Company is an Infra Debt Fund - Non Banking Finance Company (IDF - NBFC) registered with the Reserve Bank of India on September 22, 2014. Any income of the Company, being IDF-NBFC, is exempt under section 10(47) of the Income Tax Act, 1961, with effect from financial year 2019-20.

G Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs are added to, or subtracted from, that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in statement of profit and loss.

Financial assets

Classification and subsequent measurement of financial assets:

Classification of financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss) and
- those measured at amortised cost.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income.

Debt Instruments

For investments in debt instruments, this will depend on the classification of debt instruments depending on:

- the Company's business model for managing the asset; and
- the cash flow characteristics of the asset (SPPI).

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- how the asset's performance and the business model is evaluated and reported to key management personnel
- the risks that affect the performance of the business model and how these risks are assessed and managed
- how managers are compensated.

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Solely Payment of Principal and Interest ("SPPI") Assessment

As a second step of its classification process, the Company assesses the contractual terms of financials to identify whether they meet the SPPI test, where the business model is to hold assets to collect contractual cash flows, the Company assesses whether the financial instruments cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit and loss.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Equity Instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

The Company measures all equity investments at fair value through profit and loss, except where the Company's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit and loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, continue to be recognised in profit and loss as other income when the Company's right to receive payments is established. Gains and losses on equity investments at FVTPL are included in the statement of profit and loss.

Subsequent measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model

for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost e.g. Debentures, Bonds etc. The assets held under amortised cost are not traded/sold, except for management of concentration risk or for any such similar exigency to protect the value of asset. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in investment income using the effective interest rate method.

Fair value through other comprehensive income: Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit and loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value through profit and loss: Assets that do not meet the criteria for amortised cost or fair value through OCI, are measured at fair value through profit and loss e.g. investments in mutual funds. A gain or loss on a debt investment that is subsequently measured at fair value through profit and loss is recognised in profit and loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

Equity instruments

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Revenue recognition

Interest Income

- The Company calculates interest income by applying the effective interest rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets.

The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance). The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees paid or received that are integral to the effective interest rate, such as origination fees.

When the Company revises the estimates of future cash flows, the carrying amount of the respective financial asset is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit and loss.

When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

- Interest Income from Fixed Deposits placed with banks & mutual fund is recognised on accrual basis by the Company.
- Income on discounted instrument is recognised over the tenor of the instrument on a straight line basis.

Modification of loans

The Company sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Company assesses whether or not the new terms are substantially different to the original terms. The Company does this by considering, among others, the following factors:

- (i) if the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.

- (ii) whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loan.
- (iii) significant extension of the loan term when the borrower is not in financial difficulty.
- (iv) significant change in the interest rate.
- (v) change in the currency the loan is denominated in.
- (vi) insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loan.

If the terms are substantially different, the Company derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Company also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit and loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition and the Company recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit and loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate.

De-recognition of financial assets

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either

- (i) the Company transfers substantially all the risks and rewards of ownership, or
- (ii) the Company neither transfers nor retains substantially all the risks and rewards of ownership and the Company has not retained control.

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit and loss if such gain or loss would have otherwise been recognised in profit and loss on disposal of that financial asset.

Financial liabilities and equity instruments

Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received, net of direct issue costs.

Classification and subsequent measurement

Financial liabilities are measured at amortised cost.

Financial liabilities (including borrowings and debt securities) are subsequently measured at amortised cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees.

Interest expenses on Financials Liabilities

The Interest Expenses on Financial liabilities along with amortisation of transaction costs incurred are recognised as Finance Cost in the Statement of Profit and Loss.

De-recognition of financial liabilities

The Company derecognises financial liabilities when and only when, the Company's obligations are discharged, cancelled or have expired.

A substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit and loss. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred are adjusted to the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

Fair Value Measurement

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility.

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

H Impairment - Expected Credit Loss Measurement

The Company assesses on a forward looking basis the expected credit losses associated with loans and debentures carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Refer Note 31 for details of impairment methodology applied by the Company.

I Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

J Provisions and contingent liabilities

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the Management of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either

not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

K Employee benefits

Defined contribution benefits include provident fund. Defined Employee benefits plan includes gratuity fund, compensated absences and long term incentive plans.

Defined contribution plan

The Company pays contribution to provident fund and pension fund as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service cost.

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Compensated absences

Accumulated leave which is expected to be utilised within next 12 months is treated as short term compensated absences and the accumulated leave which are carried forward beyond 12 months are treated as long term compensated absences. Compensated absences are provided for, based on actuarial valuation report as short term and long term compensated absences. The actuarial valuation is done as per projected unit credit method as at the reporting date. Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Scheme 1 : The Company has a long term incentive plan which is paid in three annual tranches. The Company accounts for the liability as per an actuarial valuation report. The actuarial valuation of the long term incentives liability is calculated based on certain assumptions, as per the projected unit credit method made at reporting period. Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

Certain eligible employee of the Company are entitled to LTIP units, the value of which is based on underlying value of the share of the Company. The Company recognises the fair value of such units and expenses out the same over the vesting period based on the management's estimate of the vesting and forfeiture conditions.

Scheme 2 : Under the cash settled share based payment, the fair value of the units granted is computed at every balance sheet date and is recognised as 'employee benefit expenses' with corresponding increase in liability as payable to employee. The fair value of the units is calculated by an independent valuer based on CCM (Comparable Companies Multiple) method.

L Earnings per share

- (i) Basic earnings per share
Basic earnings per share is calculated by dividing:
 - the profit attributable to owners of the group.
 - By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year, conversion of mandatorily convertible instruments from the date the contract is entered into and excluding treasury shares.
- (ii) Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
 - the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and
 - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

M Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except :

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

NOTES FORMING PART OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The Company expenses off 50% of Eligible input tax credit in line with applicable Goods and Services Tax laws.

N Commitment:

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- estimated amount of contracts remaining to be executed on capital account and not provided for;
- uncalled liability on shares and other investments partly paid;
- funding related commitment to associate companies; and
- other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/ procurements made in the normal course of business are not disclosed to avoid excessive details.

O Recent accounting pronouncements

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under the companies (Indian Accounting standards) Rules, 2015 as amended from time to time. For the year ended March 31, 2026, the MCA has notified IND AS 1 Presentation of Financial statement relating to classification of liabilities as current or non-current and non-current liabilities with Covenants, Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments relating to disclosure of supplier finance arrangements and Ind AS 12 Income Taxes relating to International tax reform - Pillar Two Model Rules, applicable to company, w.e.f. April 2025. The Company has reviewed the new pronouncement and based on its evaluation has determined that the new pronouncement is not applicable to the Company. Also company has evaluated an amendment specified under IND AS 8- Accounting policies, Changes in accounting estimates and errors and conclude that there is no impact on the companies financial statements.

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

1a CASH AND CASH EQUIVALENTS

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Cash on Hand	-	-
Balance with bank:		
In current account	12.13	0.61
In deposit account (with original maturity less than 3 months)	1,150.77	1,631.37
Total	1,162.90	1,631.98

1b BANK BALANCE OTHER THAN (A) ABOVE

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
In deposit account (for more than 3 months)	107.50	305.97
Total	107.50	305.97

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Investment in T bills	-	249.53
Investment in MF	-	-
Total	-	249.53

2 LOANS (AT AMORTISED COSTS)

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Term loans	25,379.27	19,668.43
Debt Securities	6,426.70	5,742.36
Total Loans (*)	31,805.97	25,410.79
Less: Impairment loss allowance	(190.69)	(177.73)
Total Net Loans	31,615.28	25,233.06
(*) The loans outstanding before adjustment of Effective Interest Rate, Premium Amortisation and Discount Accretion	31,782.31	25,389.96
(a) The above amount includes:		
(i) Secured by tangible assets	31,805.97	25,410.79
(ii) Secured by intangible assets	-	-
(iii) Covered by Bank / Government guarantees	-	-
(iv) Unsecured	-	-
Total- Gross	31,805.97	25,410.79
Less: Impairment loss allowance	(190.69)	(177.73)
Total- Net	31,615.28	25,233.06
(b) Loans in India	31,615.28	25,233.06

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

3 OTHER FINANCIAL ASSETS

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Deposits	0.25	0.25
Receivables from Group Company	-	-
Other receivable	0.02	2.97
Total	0.27	3.22

4 CURRENT TAX ASSETS (NET)

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Advance payment of income tax	120.05	378.78
Total	120.05	378.78

As per provisions of Income Tax Act, 1961 ("the Act"), any income of NBFC-IDF, notified by the Central Government in the Official Gazette, is exempt from Income Tax.

During the years FY 2016 till FY 2019 (until grant of The Central Board of Direct Taxes ("CBDT") notification to the Company), the Company claimed tax exemption under the bona fide belief that the tax exemption shall be granted retrospectively.

The CBDT notified the Company as tax exempt under section 10(47) of the Act, 1961 w.e.f. FY 2020. Upon receipt of notification, the Company suo-moto discharged the entire tax liability with interest amounting to ₹ 108.01 crores and simultaneously filed an application with CBDT to get notified as exempted IDF with retrospective effect from FY 2016.

The Company is in receipt of penalty orders u/s 271(1)(c) and 270A of the Act, wherein monetary penalties aggregating to ₹ 99.91 crores have been levied for the stated financial years.

The Company is in the process of filing necessary appeals under Part A of Chapter XX of the Act, to The National Faceless Assessment Centre within the prescribed timelines.

Based on merits of the case and the judicial precedents, the Company believes that it has adequate factual and legal grounds to reasonably substantiate its position in the matter. Accordingly, the Company expects the demand to subside. As such, there is no impact on financial operations or other activities of the Company.

5a PROPERTY, PLANT AND EQUIPMENT

	Gross block				Accumulated depreciation			Net block	
	Balance as at April 01, 2025	Additions	Disposals	Balance as at March 31, 2026	Balance as at April 01, 2025	Depreciation charge for the year/period	On disposals	Balance as March 31, 2026	Balance as March 31, 2026
As at March 31, 2026									
Freehold Land (Refer note below)	0.04	-	-	0.04	-	-	-	-	0.00
Vehicles (owned)	0.24	-	-	0.24	0.24	-	-	0.24	0.00
Computers	1.47	0.11	-	1.58	0.98	0.37	-	1.35	0.23
Office Equipments	1.40	0.23	-	1.63	0.46	0.30	-	0.76	0.87
Leasehold Improvements	3.90	0.14	-	4.04	2.75	1.29	-	4.04	0.00
Furniture	0.48	-	-	0.48	0.06	0.05	-	0.11	0.36
Total tangible assets	7.53	0.48	-	8.01	4.49	2.01	-	6.50	1.50
	Gross block				Accumulated depreciation			Net block	
	Balance as at April 01, 2024	Additions	Disposals	Balance as at March 31, 2025	Balance as at April 01, 2024	Depreciation charge for the year/period	On disposals	Balance as at March 31, 2025	Balance as at March 31, 2025
As at March 31, 2025									
Freehold Land (Refer note below)	0.04	-	-	0.04	-	-	-	-	0.04
Vehicles (owned)	0.24	-	-	0.24	0.24	-	-	0.24	-
Computers	1.35	0.14	0.02	1.47	0.59	0.40	-	0.98	0.49
Office Equipments	0.28	1.15	0.03	1.40	0.19	0.27	-	0.46	0.94
Leasehold Improvements	1.76	2.14	-	3.90	1.76	0.99	-	2.75	1.15
Furniture	0.04	0.45	0.01	0.48	0.02	0.04	-	0.06	0.42
Total tangible assets	3.71	3.88	0.06	7.53	2.80	1.70	-	4.49	3.04

Note: The freehold land has been mortgaged in favour of Debenture Trustees against the secured debentures issued by the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

5b CAPITAL WORKING IN PROGRESS

Particulars	Amount in Capital working in progress for the period ended March 31, 2026				(₹ in crores)
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	
Projects in progress	-	-	-	-	-
Total					

Particulars	Amount in Capital working in progress for the year ended March 31, 2025				(₹ in crores)
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	
Projects in progress	-	-	-	-	-
Total					

5c RIGHT OF USE ASSETS

As at March 31, 2026	Gross block			Accumulated depreciation			Net block
	Balance as at April 01, 2025	Additions	Disposals	Balance as at March 31, 2026	Balance as at April 01, 2025	Depreciation charge for the year/period	Balance as at March 31, 2026
Right of use Assets	12.19	-	-	12.19	8.27	3.92	12.19
Total	12.19	-	-	12.19	8.27	3.92	12.19

As at March 31, 2025	Gross block			Accumulated depreciation			Net block
	Balance as at April 01, 2024	Additions	Disposals	Balance as at March 31, 2025	Balance as at April 01, 2024	Depreciation charge for the year/period	Balance as at March 31, 2025
Right of use Assets	12.19	-	-	12.19	4.33	3.93	8.27
Total	12.19	-	-	12.19	4.33	3.93	8.27

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

5d INTANGIBLE ASSET

As at March 31, 2026	Gross block			Accumulated depreciation			Net block
	Balance as at April 01, 2025	Additions	Disposals	Balance as at March 31, 2026	Balance as at April 01, 2025	Depreciation charge for the year/period	Balance as at March 31, 2026
Intangible Asset	1.99	5.88	-	7.87	0.73	0.79	6.35
Total Intangible Asset	1.99	5.88	-	7.87	0.73	0.79	6.35

As at March 31, 2025	Gross block			Accumulated depreciation			Net block
	Balance as at April 01, 2024	Additions	Disposals	Balance as at March 31, 2025	Balance as at April 01, 2024	Depreciation charge for the year/period	Balance as at March 31, 2025
Intangible Asset	1.71	0.29	-	1.99	0.33	0.39	1.26
Total Intangible Asset	1.71	0.29	-	1.99	0.33	0.39	1.26

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

5e INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in crores)

Particulars	As at March 31, 2026	As at March 31, 2025
Reasy solution	0.35	2.07
Total Intangible assets under development	0.35	2.07

Particulars	Amount in Intangible assets under development for the year ended March 31, 2026				
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	0.35	-	-	-	0.35
Projects temporarily suspended	-	-	-	-	

Particulars	Amount in Intangible assets under development for the year ended March 31, 2025				
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	1.52	0.55	-	-	2.07
Projects temporarily suspended	-	-	-	-	

6 OTHER NON-FINANCIAL ASSETS

(₹ in crores)

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid expenses	1.06	1.63
Supplier Advance	0.64	0.36
Other Advance	0.53	0.19
Total	2.23	2.18

7 TRADE PAYABLES

(₹ in crores)

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises	β	β
Total outstanding dues of creditors other than micro enterprises and small enterprises	3.04	1.87
Total	3.04	1.87

Particulars	Outstanding as on March 31, 2026 from due date of payment				
	< 1 year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	β	-	-	-	β
Others	3.04	-	-	-	3.04
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Note: The figures of ₹ 50,000 or less have been denoted by β.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Trade Payables ageing schedule

Particulars	Outstanding as on March 31, 2026 from due date of payment				
	< 1 year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	0.27	-	-	-	0.27
Others	1.59	-	-	-	1.59
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

8 OTHER PAYABLES

(₹ in crores)

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	-	-

9 DEBT SECURITIES

(₹ in crores)

Particulars	As at March 31, 2026	As at March 31, 2025
At Amortised cost		
Debentures (Secured, non convertible)(*) fully paid up, privately placed	28,041.90	23,426.13
Total (A)	28,041.90	23,426.13
(*) The borrowings outstanding before adjustment of unamortised fees under Effective Interest Rate	27,291.00	22,762.00
Debt securities in India	28,041.90	23,426.13
Debt securities outside India	-	-
Total (B)	28,041.90	23,426.13

Maturity profile of Non-Convertible Debentures are set out below

Redeemable within	At March 31, 2026 Rate of Interest >=6.72<=8.70	At March 31, 2025 Rate of Interest >=6.45<=8.70
0- 12 Months	5,253	1,369
12- 24 Months	3,924	5,253
24- 36 Months	2,100	3,924
36- 48 Months	1,720	1,500
48- 60 Months	5,031	1,720
Above 60 months	9,263	8,996
Total Borrowings	27,291	22,762

Note:

- There is no Debenture Redemption Reserve (DRR) created as the Non Banking Financial Companies registered with Reserve Bank of India are not required to create DRR for the privately placed debentures.
- The above debt securities are secured by way of first floating pari passu charge on the Company's freehold land and specified receivables of the Company arising out of its investments, current assets, loans and advances.
- The Debentures issued by the Company have been assigned rating of "AAA" by ICRA Limited , CARE Ratings Limited & CRISIL Ratings Limited
- In terms of the RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025 no borrowings remained overdue as on March 31, 2026 (previous year - Nil).

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

10a FINANCE LEASE LIABILITIES

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Finance Lease liabilities	-	4.24
Total	-	4.24

10b OTHER FINANCIAL LIABILITIES

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Advance receipts from borrowers	24.44	22.35
Other Payables	0.06	-
Total	24.50	22.35

11 CURRENT TAX LIABILITIES (NET)

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Income tax Provision	8.98	3.04
Total	8.98	3.04

12 PROVISIONS

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Provision for gratuity	0.57	1.54
Provision for Bonus	7.00	6.40
Provision for compensated absences	2.21	2.29
Provision for long term incentive plan	7.47	7.36
Total	17.25	17.59

13 OTHER NON-FINANCIAL LIABILITIES

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Statutory dues	14.76	13.82
Total	14.76	13.82

13A SHARE CAPITAL

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number	(₹ in crores)	Number	(₹ in crores)
Authorised shares				
Equity shares of ₹ 10 each	1,81,50,00,000	1,815.00	1,81,50,00,000	1,815.00
Compulsorily convertible preference shares of ₹ 21 each (Series I)	8,80,95,238	185.00	8,80,95,238	185.00
Compulsorily convertible preference shares of ₹ 27 each (Series II)	25,92,59,259	700.00	25,92,59,259	700.00
Non convertible redemabale preference shares of ₹ 100000 each	1,50,000	1,500.00	1,50,000	1,500.00

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number	(₹ in crores)	Number	(₹ in crores)
Issued, subscribed & fully paid-up shares				
Equity shares of ₹ 10 each	1,37,52,80,631	1,375.28	1,37,52,80,631	1,375.28
Compulsorily convertible preference shares of ₹ 21 each (Series I)	-	-	-	-
Compulsorily convertible preference shares of ₹ 27 each (Series II)	-	-	-	-
Total		1,375.28		1,375.28

(a) Movements in equity share capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number	(₹ in crores)	Number	(₹ in crores)
Outstanding at the beginning of the year	1,37,52,80,631	1,375.28	1,37,52,80,631	1,375.28
Addition during the year	-	-	-	-
Outstanding at the end of the year	1,37,52,80,631	1,375.28	1,37,52,80,631	1,375.28

(b) Terms / rights attached to equity shares

- The Company has equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- The dividend proposed by the Board of Directors ₹0.03 per share is subject to the approval of shareholders at the ensuing Annual General Meeting.

(c) Details of shareholders holding more than 5% of the shares in the Company

Equity shares	As at March 31, 2026		As at March 31, 2025	
	Number	% of Holding	Number	% of Holding
National Investment & Infrastructure Fund II & Nominees	54,63,50,979	39.7%	54,63,50,979	39.73%
Aseem Infrastructure Finance Limited	42,39,32,487	30.8%	42,39,32,487	30.83%
President of India (*)	34,49,97,165	25.1%	34,49,97,165	25.09%

13B OTHER EQUITY

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
(a) Surplus in the statement of profit and loss	1,947.62	1,487.65
(b) Securities premium	1,081.33	1,081.33
(c) General Reserves	0.88	0.88
(d) Special reserve u/s. 45-IC of the RBI Act, 1934	500.85	380.80
(e) Impairment Reserve	0.04	0.04
Total	3,530.72	2,950.70

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(a) Surplus in the Statement of Profit and Loss

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	1,487.65	1,118.71
Net profit for the year	600.25	487.21
Items of other comprehensive income recognised directly in retained earnings	-	-
- Remeasurements of post-employment benefit obligations, net of tax	0.40	(0.26)
Transfer to Special Reserve u/s. 45-IC of RBI Act, 1934	(120.05)	(97.39)
Dividend on CCPS	-	-
Dividend to equity Shareholders	(20.63)	(20.63)
Closing balance	1,947.62	1,487.65

(b) Securities Premium

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	1,081.33	1,081.33
Changes during the year	-	-
Share capital issue expenses	-	-
Closing balance	1,081.33	1,081.33

(c) General Reserve

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	0.88	0.88
addition	-	-
Closing balance	0.88	0.88

(d) Special Reserve u/s. 45-IC of RBI Act, 1934

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	380.80	283.41
Appropriations during the year	120.05	97.39
Closing balance	500.85	380.80

(e) Impairment Reserve

(₹ in crores)		
Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	0.04	0.04
Appropriations during the year	-	-
Closing balance	0.04	0.04
Total	3,530.72	2,950.70

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Nature and purpose of reserve

a) Securities premium

Securities premium represents the excess of issue price over face value of equity shares and CCPS issued. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

b) General Reserves

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders.

c) Special reserves u/s 45-IC of RBI Act, 1934

As per section 45-IC of RBI Act, 1934, every non-banking financial company (NBFC) shall create a reserve fund and transfer therein a sum not less than twenty per cent (20%) of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. No appropriation of any sum from the reserve fund shall be made by the Company except for the purpose as may be specified by RBI from time to time

d) Impairment Reserve

In terms of RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025, NBFCs are required to hold expected credit loss allowances in accordance with the provisions of IndAS 109. In parallel NBFCs are required to compute provisions as per extant prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP). Where the expected credit loss allowance computed under IndAS 109 is lower than the provisioning required under IRACP (including standard asset provisioning), NBFCs are required to appropriate the shortfall from their retained earnings to a separate 'Impairment Reserve'

14 INTEREST INCOME

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
On financial assets measured at amortised costs		
Interest on loans (refer note no.41)	2,342.55	1,994.78
Interest on deposit with banks	98.34	64.33
Discount accreted on T-Bills	2.91	24.47
Total	2,443.80	2,083.58

15 (a) Fees and commission income

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Fees and commission income	62.90	52.24
Total	62.90	52.24

(b) Net gain on fair value changes

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
- Income from Mutual fund Investment	18.91	34.42
Total	18.91	34.42

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

16 OTHER INCOME

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Shared Service Cost Recovery	-	0.05
Profit/(Loss) on sale of Property, plant & equipment	(0.00)	-
Profit on sale of Infra Investment	7.37	10.13
Interest on IT Refunds	28.07	2.61
Total	35.44	12.79

17 FINANCE COSTS

(₹ in crores)		
On financial liabilities measured at amortised costs	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense		
(i) Debt securities	1,859.36	1,588.86
(ii) Lease Liabilities	0.18	0.49
(iii) Other borrowing cost (Rating fee & Other expenses)	3.50	3.01
Total	1,863.04	1,592.36

18 FEES AND COMMISSION EXPENSE

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Commission paid to project authorities	0.50	0.54
Total	0.50	0.54

19 IMPAIRMENT ON FINANCIAL INSTRUMENTS

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
On financial instruments measured at amortised costs		
Term loans & Debentures and Bonds	12.96	22.90
Total	12.96	22.90

20 EMPLOYEE BENEFITS EXPENSE

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	38.07	38.11
Contribution to gratuity fund {Refer note 28(c)}	1.52	0.66
Contribution to provident and other funds {Refer note 28(b)}	2.24	2.05
Staff welfare expenses	0.88	1.20
Total	42.71	42.02

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

21 DEPRECIATION, AMORTISATION AND IMPAIRMENT

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation of property, plant and equipment	2.01	1.70
Depreciation of right to use assets	3.92	3.93
Amortisation of Intangible Assets	0.79	0.39
Total	6.72	6.02

22 OTHER EXPENSES

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Professional fees	4.08	2.96
Rates and taxes	2.20	2.06
Computer and IT related expenses	4.64	5.94
Insurance charges	0.46	0.38
Electricity charges	0.27	0.41
Travelling and conveyance	0.80	0.66
Printing and stationery	0.04	0.04
Communication costs	0.08	0.07
Stamp duty and registration fees	0.91	0.26
Directors' fees and commission	1.12	0.73
Contribution towards corporate social responsibility	8.80	7.20
Auditor's remuneration [see note (b) below]	0.52	0.59
Advertising & publicity	0.12	0.03
Miscellaneous expenses	0.48	0.34
Total	24.52	21.67

(a) Breakup of Auditors' remuneration

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Audit fees	0.44	0.48
Tax audit fees	0.03	0.02
Certification fees	0.04	0.06
Out-of-pocket expenses	0.02	0.03
Total	0.53	0.59

(b) Contribution for corporate social responsibility (CSR)

Amount required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year ₹ 8.80 crores (previous year ₹ 7.20 crores). Amount spent towards CSR during the year and recognised as expense in the statement of profit and loss on CSR related activities is ₹ 8.80 crores (previous year ₹ 7.20 crores), which comprise of following:

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Amount spent during the year on:		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	8.80	7.20
(iii) On purposes other than (i) above- unspent balance	-	-
Total	8.80	7.20

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Particulars	(₹ in crores)	
	Year ended March 31, 2026	Year ended March 31, 2025
(a) shortfall at the end of the year	-	-
(b) total of previous years shortfall	-	-
(c) reason for shortfall	NA	NA
(d) nature of CSR activities	Promoting Healthcare, Rural Development, Education and Environment	Promoting Healthcare, Rural Development, Education and Environment
(e) details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard,	Nil	Nil
(f) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	Nil	Nil

23 INCOME TAX

The Company is registered as Infrastructure Debt Fund (IDF-NBFC) with RBI. As per Section 10(47) of the Income Tax Act, any income of IDFs notified by Central Board of Direct Taxes (CBDT) for this purpose is exempt from income tax.

24 (i) Employee benefit obligations

a) Labour Law

The Code on Social Security, 2020 has been notified and made effective from November 21, 2025, thereby replacing the erstwhile Payment of Gratuity Act, 1972. The Code on Social Security, 2020 has updated the definition of the gratuity salary to "Wages" as defined in the Code on Wages, 2019. The Company has assessed the impact of the Code and recognise the same as at March 31, 2026.

b) Defined contribution plans

The Company has recognised the following amounts in the statement of profit and loss towards contribution to defined contribution plans which are included under contribution to provident and other funds:

Particulars	(₹ in crores)	
	Year ended March 31, 2026	Year ended March 31, 2025
Provident fund	1.52	1.40
Pension fund	0.72	0.65

c) Defined benefit plans

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Code on Social Security, 2020. As per new code 2020, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and wage at retirement age. As per internal policy gratuity liabilities for all employees is uncapped and ₹ 20 lakhs limit is not applicable.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

i) Balance sheet

Particulars	(₹ in crores)		
	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2024	4.19	3.50	0.69
Current service cost	0.56	-	0.56
Past service cost	-	-	-
Interest expense/(income)	0.27	-	0.27
Return on plan assets	-	0.24	(0.24)
Remeasurements due to actual return on plan assets less interest on plan assets	-	0.07	(0.07)
Actuarial loss / (gain) arising from change in financial assumptions	0.11	-	0.11
Actuarial loss / (gain) arising from change in demographic assumptions	-	-	-
Actuarial loss / (gain) arising on account of experience changes	0.21	-	0.21
Reversal of the liability	-	-	-
Employer contributions	-	-	-
Benefit payments	(0.15)	(0.15)	-
Assets acquired	-	-	-
Liabilities assumed on acquisition	-	-	-
As at March 31, 2025	5.20	3.66	1.54
Current service cost	0.79	-	0.79
Past service cost	0.63	-	0.63
Interest expense/(income)	0.28	-	0.28
Return on plan assets	-	0.18	(0.18)
Remeasurements due to actual return on plan assets less interest on plan assets	-	0.42	(0.42)
Actuarial loss / (gain) arising from change in financial assumptions	0.02	-	0.02
Actuarial loss / (gain) arising from change in demographic assumptions	(0.02)	-	(0.02)
Actuarial loss / (gain) arising on account of experience changes	0.02	-	0.02
Reversal of the liability	-	-	-
Employer contributions	-	2.09	(2.09)
Benefit payments	(0.30)	(0.30)	-
Assets acquired	-	-	-
Liabilities assumed on acquisition	-	-	-
As at March 31, 2026	6.62	6.05	0.57

Particulars	(₹ in crores)	
	Year ended March 31, 2026	Year ended March 31, 2025
Present value of plan liabilities	6.62	5.20
Fair value of plan assets	6.05	3.66
Plan liability net of plan assets	0.57	1.54

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

ii) Statement of profit and loss

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Employee benefit expense	-	-
Losses on acquisition	-	-
Current service cost	0.79	0.56
Past service cost	0.63	-
Total	1.42	0.56
Finance costs	0.10	0.03
Gains/(losses) on settlements	-	-
Net impact on the profit before tax	1.52	0.59

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Remeasurements of the net defined benefit liability:		
Opening amount recognised in OCI outside profit and loss account	1.64	1.39
Return on plan assets excluding amounts included in interest expense/income	(0.42)	(0.07)
Actuarial loss/(gain) arising from change in financial assumptions	0.02	0.11
Actuarial loss/(gain) arising from change in demographic assumptions	(0.02)	-
Actuarial loss/(gain) arising on account of experience changes	0.02	0.21
Actuarial gains/(losses) arising from changes in experience	-	-
Net impact on the other comprehensive income before tax	1.24	1.64

iii) Defined benefit plan assets

(₹ in crores)		
Category of assets (% allocation)	Year ended March 31, 2026	Year ended March 31, 2025
Insurer managed funds	6.05	3.66
Total	6.05	3.66

iv) Actuarial assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Discount rate	6.45%	6.55%
Salary escalation rate*	10.00%	10.00%

* takes into account the inflation, seniority, promotions and other relevant factors

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

v) Sensitivity

Gratuity

(₹ in crores)			
As at March 31, 2026	Change in assumption	Impact on defined benefit obligation	
		Increase	Decrease
Discount rate	0.50%	6.51	6.74
Salary escalation rate	0.50%	6.73	6.52

(₹ in crores)			
As at March 31, 2025	Change in assumption	Impact on defined benefit obligation	
		Increase	Decrease
Discount rate	0.50%	(5.11)	5.29
Salary escalation rate	0.50%	5.29	(5.11)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

vi) Maturity

The defined benefit obligations shall mature after year end as follows:

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Within the next 12 months (next annual reporting period)	3.11	2.35
Between 2 and 5 years	2.23	1.72
Between 5 and 10 years	1.49	1.43
Beyond 10 years	1.95	1.41
Total expected payments	8.78	6.91

The weighted average duration of the defined benefit obligation is 3.58 years (previous year - 3.64 years)

vii) Provision for long term incentive plan (LTIP)

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Liability for long term incentive plan	7.47	5.25

viii) Provision for leave encashment

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Liability for compensated absences	2.21	2.29

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

ix) Provision for long term incentive units (Cash settled share option)

Total Long term incentive plan expenses recognised during FY 2026 is ₹ 1.75 crores, out of the which scheme 1 expenses amounting to ₹ 0.29 crores. During the year certain eligible employees of the Company are entitled to LTIP units, value of which is based on underlying value of the share of the Company. The Company recognises the fair value of such units and expenses out the same over the vesting period based on the management's estimate of the vesting and forfeiture conditions. Units awarded are cash settled share base payment transaction.

Details of the plan:

Vesting requirement	33% at the end of 2nd year, 33% at the end of 3rd years and 34% at the end of 4 years from June 2023 (Grant date)
Method of settlement	Cash settled
Exercise price	Nil
No of Option granted during the year	12,07,307
No of Option exercised during the year	Nil
No of Option outstanding As on March 31, 2026	20,78,033
Measurement of fair value	CCM method
Expense recognised during the year (₹ in crores)	1.46

24 (ii) Lease

Disclosure on Lease in accordance with Indian Accounting Standard (Ind AS) 116 on 'Leases'

A) Actual Payment of Rent from April 01, 2025 to March 31, 2026 is ₹ 4.42 crores (Previous Year ₹ 4.42 crores).

B) The following is the breakup of Current and non-current portion of Lease Liability:

(₹ in crores)		
Particulars	March 31, 2026	March 31, 2025
Current	-	4.24
Non Current	-	-
Total Lease Liability	-	4.24

C) The following is the movement of Lease Liability

(₹ in crores)		
Particulars	March 31, 2026	March 31, 2025
Opening Balance	4.25	8.18
Addition	-	-
Interest Expense on lease liability	0.17	0.49
Actual payment of rent	4.42	4.42
Closing Balance	(0.00)	4.25

D) The Carrying Value of Right of Use Asset

(₹ in crores)		
Particulars	March 31, 2026	March 31, 2025
Opening Balance	3.92	7.86
Addition	-	-
Gross Carrying value	3.92	7.86
Depreciation	3.92	3.93
Carrying value of right of use asset	0.00	3.92

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

E) The following represents the Contractual Maturity of the Lease Liability on an undiscounted basis

(₹ in crores)		
Particulars	March 31, 2026	March 31, 2025
On demand	-	-
Upto 3 months	-	1.10
Above 3 months to 12 months	-	3.31
Above 1 Year -3 Years	-	-
Above 3 Years-5 Years	-	-
Above 5 Years	-	-
Total	-	4.42

25 SEGMENT INFORMATION

The Company is engaged in business of financing by way of loans (non banking financial services). All other activities of the Company revolve around the main business and accordingly there are no separate reportable segments, as per Ind AS 108 – Operating Segments. The Company operates in a single geographical segment i.e. domestic

26 EARNINGS PER SHARE (EPS)

a) The basic earnings per share has been calculated based on the following:

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Net profit after tax available for equity shareholders (A)	600.25	487.21
Weighted average number of shares (B)	1,37,52,80,631	1,37,52,80,631

b) The reconciliation between the basic and the diluted earnings per share is as follows:

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Basic earnings per share (A/B)	4.36	3.54
Diluted earnings per share (A/B)	4.36	3.54

27 CAPITAL COMMITMENTS & CONTINGENT LIABILITIES

i. Capital commitments

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Estimated amount of contracts remaining to be executed on capital account (net of advances)	1.00	0.63
Total	1.00	0.63

ii. Contingent liabilities

(₹ in crores)		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Claims not acknowledged as debts in respect of :		
Income-tax demands under appeal *	99.91	-

Note: Refer note 4 for details

* The Company is in receipt of the issue letter staying 85% of the disputed penalty demand till disposal of the appeal.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

28 CAPITAL MANAGEMENT

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting capital adequacy requirements of the local banking supervisor, Reserve Bank of India (RBI) of India. The adequacy of the Company's capital is monitored using, amongst other measures, the regulations issued by RBI. Company has complied in full with all its externally imposed capital requirements over the reported period. The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

The following additional information is disclosed in terms of the RBI circular RBI/DoR/2025-26/345 DoR.DOR.CAP.REC.264/21-01-002/2025-26 dated November 28, 2025.

(₹ in crores)		
Capital to risk assets ratio (CRAR)	Year ended March 31, 2026	Year ended March 31, 2025
Tier I capital	4,884.48	4,322.65
Tier II capital	190.69	177.73
Total capital	5,075.17	4,500.38
Risk weighted assets	24,642.91	20,733.34
CRAR (%)	20.59%	21.71%
CRAR - Tier I capital (%)	19.82%	20.85%
CRAR - Tier II capital (%)	0.77%	0.86%
Amount of subordinated debt considered as Tier II capital	-	-
Amount raised by issue of perpetual debt instruments	-	-

Regulatory Tier I capital, which comprises share capital, share premium, special reserves, share option outstanding account, retained earnings including current year profit and non-controlling interests less accrued dividends & Intangible assets. Certain adjustments are made to Ind AS based results and reserves, as prescribed by the Reserve Bank of India.

29 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ in crores)						
Particulars	As at March 31, 2026			As at March 31, 2025		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets						
Cash and cash equivalents	1,162.90	-	1,162.90	1,631.98	-	1,631.98
Bank Balance other than above	107.50	-	107.50	305.97	-	305.97
Investments	-	-	-	249.53	-	249.53
Loans	2,352.62	29,262.66	31,615.28	1,320.37	23,912.69	25,233.06
Other financial assets	0.02	0.25	0.27	2.97	0.25	3.22
Non-financial assets						
Income tax assets (Net)	-	120.05	120.05	-	-	-
Property, plant and equipment	-	1.50	1.50	-	3.04	3.04
Capital work in progress	-	-	-	-	-	-
Right of use Assets	-	-	-	-	3.92	3.92

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in crores)						
Particulars	As at March 31, 2026			As at March 31, 2025		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Intangible assets	-	6.35	6.35	-	1.26	1.26
Intangible Asset under Development	-	0.35	0.35	-	2.07	2.07
Other non-financial assets	2.23	-	2.23	2.18	-	2.18
Total assets	3,625.27	29,391.16	33,016.43	3,513.00	23,923.23	27,436.23
Financial liabilities						
Payables						
(I) Trade payables						
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	0.27	-	0.27
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	3.04	-	3.04	1.59	-	1.59
(II) Other payables						
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Debt securities	6,039.51	22,002.39	28,041.90	2,086.73	21,339.40	23,426.13
Borrowings (Other than debt securities)	-	-	-	-	-	-
Finance Lease liabilities	-	-	-	4.24	-	4.24
Other financial liabilities	24.50	-	24.50	22.35	-	22.35
Non-financial Liabilities						
Current tax liability(net)	-	8.98	8.98	-	3.04	3.04
Provisions	7.00	10.25	17.25	6.40	11.19	17.59
Other non-financial liabilities	14.76	-	14.76	13.82	-	13.82
Total liabilities	6,088.81	22,021.62	28,110.43	2,135.40	21,353.63	23,489.03
Net	(2,463.54)	7,369.54	4,906.00	1,377.60	2,569.60	3,947.20

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

30 FAIR VALUE MEASUREMENT

a) Financial Instruments by Category

The following table provides categorisation of all financial instruments at carrying value except for financial assets and financial liabilities not measured at fair value if, the carrying amount is a reasonable approximation of fair value.

(₹ in crores)

As at March 31, 2026	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Loans			
- Term loans	-	-	25,221.47
- Debentures and bonds	-	-	6,367.93
- Accrued interest on loans, debentures and bonds		-	25.87
Cash and Cash Equivalents	-	-	1,162.90
Bank Balance other than above			107.50
Investments		-	-
Other financial assets	-	-	0.27
Total financial assets	-	-	32,885.95
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	27,255.39
- Accrued interest on borrowings			786.51
Trade payables	-	-	3.04
Other Payables	-	-	-
Finance Lease liability	-	-	-
Other financial liabilities	-	-	24.50
Total financial liabilities	-	-	28,069.44

(₹ in crores)

As at March 31, 2025	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Loans			
- Term loans	-	-	19,522.59
- Debentures and bonds	-	-	5,678.36
- Accrued interest on loans, debentures and bonds			32.10
Cash and Cash Equivalents	-	-	1,631.98
Bank Balance other than above			305.97
Investments	-	-	249.53
Other financial assets			3.22
Total financial assets	-	-	27,423.75
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	22,708.40
- Accrued interest on borrowings			717.73
Trade payables	-	-	1.87
Other Payables			-
Lease liability			4.24
Other financial liabilities	-	-	22.35
Total financial liabilities	-	-	23,454.59

Note: There are no other categories of financial instruments other than those mentioned above. The financial assets are shown net of provision for Expected Credit Loss.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

As at March 31, 2026

(₹ in crores)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Loans					
- Term loans	4	-	-	25,221.47	25,221.47
- Debentures and bonds	4	-	6,391	-	6,390.63
- Accrued interest on loans, debentures and bonds	4			25.87	25.87
Investments	4			-	-
Total financial assets		-	6,390.63	25,247.35	31,637.97
Financial liabilities					
Debt securities					
- Debentures and bonds	11	-	27,290.52	-	27,290.52
- Commercial papers	11	-	-	-	-
- Accrued interest on borrowings	11	-	-	786.51	786.51
Total financial liabilities		-	27,290.52	786.51	28,077.02

As at March 31, 2025

(₹ in crores)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Loans					
- Term loans	4	-	-	19,522.59	19,522.59
- Debentures and bonds	4	-	5,678	-	5,678.36
- Accrued interest on loans, debentures and bonds	4	-	-	32.10	32.10
Investments	4			249.53	249.53
Total financial assets		-	5,678	19,804.22	25,482.58
Financial liabilities					
Debt securities					
- Debentures and bonds	11	-	22,708	-	22,708.40
- Commercial papers	11	-	-	-	-
- Accrued interest on borrowings	11	-	-	717.73	717.73
Total financial liabilities		-	22,708	717.73	23,426.13

- There are no transfers between levels 1, 2 and 3 during the year.
- The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The Company uses the following hierarchy for determining and disclosing the fair value of financial assets by valuation technique:

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The hierarchies used are as follows:

Level 1: Level 1: The fair value of financial instruments traded in active markets (such as mutual funds) is based on quoted market prices at the end of the reporting period. The mutual funds are valued using the closing NAV. These instruments are included in Level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

c) Valuation technique used to determine fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

Specific valuation techniques used to value financial instruments include:

- the fair value of the unquoted mutual fund units is determined using observable NAV representing repurchase price issued by the mutual fund/venture capital fund.
- the fair values of interest rate swaps is calculated as the present value of the estimated future cash flows based on the observable yield curves.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis and the discount rates used were adjusted for counterparty or own credit risk.

d) Fair value of financial assets and liabilities measured at amortised cost

(₹ in crores)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Loans				
Rupee loans	25,221.47	25,221.47	19,522.59	19,522.59
Debentures and Bonds	6,390.63	6,390.63	5,678.36	5,678.36
Accrued interest on loans, debentures and bonds	25.87	25.87	32.10	32.10
Investments	-	-	249.53	249.53
Total financial assets	31,637.97	31,637.97	25,482.58	25,482.58
Financial liabilities				
Debt securities				
Debentures	27,255.39	27,290.52	22,708.40	22,708.40
Commercial papers	-	-	-	-
Interest accrued but not due	786.51	786.51	717.73	717.73
Total financial liabilities	28,041.90	28,077.02	23,426.13	23,426.13

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual creditworthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk. The fair values of financial liabilities measured at amortised cost i.e. debt securities issued were calculated based on their cash flows discounted using a current borrowing rate. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. Accordingly, fair value of such instruments is not materially different

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

from their carrying amounts. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts are a reasonable approximation of their fair value. Such instruments include, cash and bank balances, trade and other payables, other financial assets and liabilities. Such amounts have been classified as Level 3 on the basis that no adjustments have been made to the balances in the balance sheet.

31 FINANCIAL RISK MANAGEMENT

31.1. Introduction

Risk management is an integral part of the business practices of the Company. The framework of risk management concentrates on formalising a system to deal with the most relevant risks, building on existing management practices, knowledge and structures. The process of risk management is paramount to the Company and each employee is accountable for risks relating to his/her responsibilities. The key risk management tenets adopted by the Company includes maker-checker principle and three levels of defence (first level - employee, second level - risk team, third level - internal audit). The Company is exposed to credit risk, interest rate risk, liquidity risk, price risk and operations risk (including cyber risk) through its business operations.

31.2. Risk management structure

The Company has set up a robust risk governance framework based on the following key principles:

- The Board has ultimate responsibility for the Company's risk management framework. The board is principally responsible for approving the Company's risk related strategies and policies.
- To ensure that the Company has a sound system of risk management and internal controls in place, the board has established a Risk Management Committee (RMC). The RMC assists the board in relation to the oversight and review of the Company's risk management principles and policies, strategies, appetite, processes and controls. The RMC has direct access to the Company's management and has open communication with them.
- Policies, processes and systems are put in place for effective risk management.
- The Company has an independent risk unit which is entrusted with the responsibility of implementing risk policy and processes for risk identification, assessment, measurement, monitoring and control. It reports to the Chief Risk Officer (CRO), who in turn reports directly to the Chief Executive Officer (CEO) of the Company. The board has put in place the policy to safeguard the independence of CRO (The CRO meets the Risk Management Committee (RMC) on a quarterly basis without the presence of CEO).
- The Company's Resources team is primarily responsible for funding and liquidity risks and is guided by the asset liability management policy. The market risks of the Company are supervised by the asset liability committee.
- The Company maintains a Risk Register for all its processes. Operational risks of the Company are monitored by business operations risk committee.
- The portfolio team along with business team monitors project assets on regular basis and highlights pending compliances to senior management on monthly basis. It also conducts annual site visits and monitors financial covenants.
- Annual review of financial and operational performance of projects is conducted by Portfolio team and annual portfolio re-rating is conducted by the risk team.
- Risk management processes are also audited quarterly by internal audit and findings and recommendations are provided to the audit committee.

31.3. Credit risk

Credit risk is the risk of suffering financial loss, should any of the Company's customers, clients or market counterparties fail to fulfil their contractual obligations to the Company. Credit risk arises mainly from loans and advances arising from lending activities.

Credit risk is the single largest risk for the Company's business, management therefore carefully manages its exposure to credit risk. The credit risk management and control are centralised in RMC which reports regularly to the Board. The Company adheres to high standards of credit risk management and mitigation. The lending proposals are subjected to

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

a thorough assessment of promoters; group financial strength and leverage; operational & financial performance track record; cash flows; valuation of collateral.

The exposures are subjected to regular monitoring of (i.e. cash flows of the projects, security cover and operational performance is regularly monitored). The Company manages and controls credit risk by setting limits on the amount of exposure at each sector/sub-sector level. The concentration of risk is monitored in relation to such limits.

31.3.1. Credit risk measurement - loans and advances

The estimation of credit exposure for risk management purposes is complex and requires the use of models, as the exposure varies with changes in market conditions, expected cash flows and the passage of time. The assessment of credit risk of a loans and advances entails further estimations as to the likelihood of defaults occurring, of the associated loss ratios and of default correlations counterparties. The Company measures credit risk using probability of default (PD), exposure at default (EAD) and loss given default (LGD). This is similar to the approach used for the purpose of measuring expected credit loss (ECL) under Ind AS 109.

The Company's concentration risk is managed at the sector/sub-sector level. These limits are approved by the RMC and reviewed at regular intervals. The following table shows the risk concentration towards each sector/sub-sector.

(₹ in crores)

Sector/sub-sector	Exposure limit as per risk policy		Exposure		Amount Outstanding (₹ in crores)	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Energy Generation - Wind	20%	20%	3.47%	4.87%	1,183.41	1,339.91
Energy Generation - Solar	50%	50%	24.98%	26.41%	8,311.04	7,107.59
Energy Generation - Hydro	15%	15%	1.42%	1.84%	483.64	505.65
Energy Generation - Other	35%	35%	33.48%	32.20%	10,625.85	8,235.80
Energy Transmission	20%	20%	3.99%	2.66%	1,347.90	729.40
Total Energy Sector	80%	80%	67.34%	67.98%	21,951.84	17,918.35
Ports, Airports, Railways etc. (without tripartite)	25%	25%	9.60%	7.74%	2,598.61	2,119.61
Logistics	25%	25%	0.00%	2.95%	-	642.10
Bulk Material Transportation	25%	25%	1.36%	1.33%	345.99	365.99
Other social and commercial infrastructure	25%	25%	1.38%	1.79%	470.25	493.01
Hospitals	25%	25%	1.00%	0.52%	123.78	141.62
Education Institutions	25%	25%	0.00%	0.00%	-	-
Transport - Roads	25%	25%	8.70%	3.70%	2,965.89	1,016.40
Water & Sanitation	15%	15%	1.63%	2.02%	521.79	521.79
Communication	15%	15%	8.99%	11.97%	2,804.14	2,171.09
Total			100.00%	100.00%	31,782.29	25,389.96

a) Credit risk grading

The Company uses internal credit risk grading framework that reflects its assessment of the probability of default of individual counterparty. Borrower and loan specific information collected at the time of initial application and annual re-rating exercise is fed into risk rating model. This is supplemented by external data such as credit bureau scoring information.

The framework is robust and comparable to credit models used by premier credit rating bureaus. The credit rating model considers various parameters (such as promoter strength, operating risk, market risk, financial factors, etc.) and a score is assigned to each parameter between 1 (lowest) to 5 (highest). The internal rating grade is based on the final score derived from the credit rating model.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The Company's internal rating grades

Internal rating grades	Description of the grade
iAAA	Highest Safety
iAA+	High Safety
iAA	
iAA-	
iA+	Adequate Safety
iA	
iA-	
iBBB+	Moderate Safety
iBBB	
iBBB-	
iBB+, iBB & iBB-	Moderate Risk
iB, iC & iD	High Risk/ Very High Risk/ Default

As per risk rating policy, the Company does not finance the projects having internal rating grade below iBBB-, arrived as per the above mentioned risk rating framework. In case of difference between internal rating grade and external credit rating (if any), then lower of the two ratings would be considered while evaluating the minimum rating criteria.

However, at the time of sanction, if the external credit rating is below internal rating grade, but is expected to improve due to various factors (including refinance loan terms), Company may provide financial assistance to such borrowers on the condition that the disbursement would be made only after the minimum investment grade rating as aforesaid is obtained.

An annual review of the loans / debentures (credit substitutes) would be conducted to determine the credit migration and rating of the portfolio. The analysis below summarises the credit quality of the Company's debt portfolio at March 31.

(₹ in crores)

Internal rating grades	% of total customer		Amount Outstanding (₹ in crores)	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
iAAA	2%	0%	4%	0%
iAA+, iAA, iAA-	18%	17%	34%	33%
iA+, iA, iA-	41%	56%	35%	48%
iBBB+	31%	20%	22%	12%
iBBB	7%	7%	3%	5%
iBBB-	1%	1%	2%	1%
Total	100%	100%	100%	100%

b) Expected credit loss measurement

Ind AS 109 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired. Refer note 31(b)(i) below for a description of how the Company determines when a significant increase in credit risk has occurred.
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'. Refer note 31(b)(ii) below for a description of how the Company defines credit-impaired and default.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 have their ECL measured based on expected credit losses on a lifetime basis while for Stage 3, probability of default is taken as 100%. Refer note 31(b)(iii) below for a description of inputs, assumptions and estimation techniques used in measuring the ECL.
- A pervasive concept in measuring ECL in accordance with Ind AS 109 is that it should consider forward-looking information.

The following diagram summarises the impairment requirements under Ind AS 109:

Change in credit quality since initial recognition		
Stage 1	Stage 2	Stage 3
(Initial recognition)	(Significant increase in credit risk since initial recognition)	(Credit-impaired assets)
12-month expected credit losses	Lifetime expected credit losses	PD taken as 100%

i) Significant increase in credit risk (SICR)

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the quantitative, qualitative or backstop criteria have been met.

Quantitative criteria:

The credit risk on a financial asset of the Company are assumed to have increased significantly since initial recognition when contractual payments are 31 days past due but less than 90 days past due, with rebuttable presumption. Accordingly the financial assets shall be classified as Stage 2, if on the reporting date, it has been 31 days past due but less than 90 days past due.

Qualitative criteria:

For all financial instruments held by the Company, if the borrower or the instrument meets one or more of the following criteria:

- Internal rating downgrade of two notches or more
- Any event/s of non-cooperation
- Evidence of diversion of funds

- d) The Company has not used the low credit risk exemption for any financial instruments in the year ended March 31, 2026

ii) Default and credit-impaired asset

The Company defines a financial asset as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria:

The borrower is more than 90 days past due on its contractual payments to be considered in default.

Qualitative criteria:

The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances where:

- the borrower is in long-term forbearance
- the borrower is insolvent

The criteria above have been applied to all financial instruments held by the Company and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the probability of default (PD), exposure at default (EAD) and loss given default (LGD) throughout the Company's expected loss calculations.

iii) Measuring ECL – Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

considered to be credit-impaired. Expected credit losses are the discounted product of the probability of default (PD), exposure at default (EAD) and loss given default (LGD), defined as follows:

PD Estimation:

The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.

The lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis.

The credit quality of the portfolio is assessed using internally developed credit rating model. The internal rating grade is determined for every initial application and annual re-rating is also performed for all existing counterparties. In the absence of default/SMA history and limited number of counterparties involved, credit rating data available in public domain has been used to assign PDs to Internal rating grades.

- For Stage 1, 12 month PD are calculated on average of three rating agencies for 1 year cumulative default rate data and GDP forecast estimates have been used to arrive at 12 month PD for base case, best case and worst case economic scenarios
- For Stage 2, Lifetime PD are calculated by considering the survival rate of the counterparty for the remaining maturity. The PD is based on average transition matrices of three rating agencies based on corporates.
- For Stage 3, Lifetime PD is taken as 100%

Internal rating grades – 12 month PD Mapping:

Internal rating grades		PIT PD
Highest Safety	iAAA	0.29%
High Safety	iAA+	0.27%
	iAA	0.27%
	iAA-	0.26%
Adequate Safety	iA+	0.33%
	iA	0.36%
	iA-	0.39%
Moderate Safety	iBBB+	0.97%
	iBBB	1.28%
	iBBB-	1.58%
Moderate Risk	iBB+	3.05%
	iBB	3.94%
	iBB-	4.83%
High Risk	iB	7.55%
Very High Risk	iC	24.62%
Default	iD	100.00%

Exposure at default:

EAD is based on the amounts the Company expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD).

For amortising products and bullet repayment loans, this is based on the contractual repayments owed by the borrower over a 12 month or lifetime basis. This will also be adjusted for any expected overpayments made by a borrower. Early repayment/refinance assumptions are also incorporated into the calculation.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Loss given default:

Loss Given Default (LGD) represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by product type and security coverage.

- In case of re-financing of operating road project, the Company may enter into a tripartite agreement with the concessionaire and NHAI/any other project authority for ensuring a compulsory buyout with termination payments. The LGD for road project loans with tripartite agreement is taken as 5% since the entire credit exposure arising out of loan agreement is secured by way of tripartite agreement with Government authorities. 5% assumption on LGD is hence assumed only to capture any time delay in enforcing the tripartite agreement.
- In case of re-financing of other operating infrastructure project loans, the primary credit support is cash flow control and additional comfort is taken as project assets as collateral. In absence of actual instances of default and consequential recoveries, the LGD rates under "Foundation IRB approach" as prescribed by RBI, after considering the threshold level of collateralisation and required level of over collateralisation for full recognition of collateral, have been taken as a proxy measure.

ECL computation:

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month).

iv) Forward-looking information incorporated in the ECL model

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Company has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for portfolio.

Judgment has also been applied in this process. Forecasts of these economic variables (the "base economic scenario") are provided on a regular basis and provide the best estimate view of the economy over the next five years.

The assessment of SICR is performed using the Lifetime PD under each of the base and the other scenarios, multiplied by the associated scenario weighting, along with qualitative and backstop indicators. This determines whether the whole financial instrument is in Stage 1, Stage 2, or Stage 3 and hence whether 12-month or lifetime ECL should be recorded. Following this assessment, the Company measures ECL as either a probability weighted 12 month ECL (Stage 1), or a probability weighted lifetime ECL (Stages 2 and 3). These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting (as opposed to weighting the inputs).

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Company considers these forecasts to represent its best estimate of the possible outcomes and has analysed the non-linearities and asymmetries within the Company's different portfolios to establish that the chosen scenarios are appropriately representative of the range of possible scenarios.

The Company has identified the "GDP growth rate" as a key driver for the expected credit loss. To smoothen the GDP growth rate for past 15 years, GDP growth rates achieved during black swan events such as during the COVID period (FY 2021) and subsequent high revival growth rate (FY 2022) have not been considered while taking the GDP numbers for March 2026 ECL workings.

The following table sets out the assumptions used for base case, best case and worst case ECL scenarios, taking GDP growth rate as key driver for expected loss:

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Year ended March 31, 2026

ECL Scenario	Assigned probabilities %	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029
Base case	60%	6.65%	6.16%	6.41%	6.48%	6.50%
Best case	20%	10.01%	9.52%	9.77%	9.84%	9.86%
Worst case	20%	3.29%	2.80%	3.05%	3.12%	3.13%

Year ended March 31, 2025

ECL Scenario	Assigned probabilities %	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029
Base case	50%	7.02%	6.46%	6.47%	6.48%	6.49%
Best case	20%	9.47%	8.91%	8.91%	8.92%	8.93%
Worst case	30%	4.58%	4.02%	4.03%	4.04%	4.04%

The GDP estimates are used to project the grade wise PD for base case, best case and worst case scenario. The final (weighted) ECL is arrived at by assigning 60%, 20% and 20% weights to the base case, best case and worst case ECL respectively.

The GDP estimates are presented for financials years

Particulars	As at March 31, 2026 (₹ in crores)	As at March 31, 2026 (%)	As at March 31, 2026 (% of Total Loans)	As at March 31, 2025 (₹ in crores)	As at March 31, 2025 (%)	As at March 31, 2025 (% of Total Loans)
Scenario weighted computed ECL	89.97	47%	0.28%	54.09	30%	0.21%
Management Overlay	100.73	53%	0.32%	123.64	70%	0.49%
Total Impairment Loss Allowance on Loans (Note 2)	190.69	100%	0.60%	177.73	100%	0.70%

Scenario weighted computed ECL as on March 31, 2026 is ₹ 89.97 crores (March 31, 2025 is ₹ 54.09 crores). Over and above this, there is management overlay of ₹100.73 crores (₹123.64 crores) such that the Total Impairment Loss Allowance will be 0.6% of Total Loans which amounts to ₹ 190.69 crores (₹ 177.73 crores).

v) Financial assets measured on a collective basis

ECL is calculated on individual basis for all loan assets.

vi) Proposal appraisal

The Company collects relevant project/ corporate documents and initiate appraisal of the proposal. The evaluation process encompasses establishment of viability of proposal including borrower's ability to service the loan. The evaluation is undertaken through a combination of review of project/corporate documents, external rating rationales (if any), meetings with project promoters/key officials, site visits, etc.

Proposals shall be approved by the Credit Committee post recommendation by the Decision Committee.

Term loans /debentures can have fixed rate or floating rate of interest linked to the Company's benchmark rate or another agreed benchmark. There may be reset of spreads after defined intervals.

Below is the mix of assets with spread reset dates falling within 1 year and more than 1 year:

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year	15.03%	12.95%
More than 1 year	84.97%	87.05%

vii) Overview of modified and forborne loan

All the loan assets of the Company are categorised under Stage 1 and there are no modified or forborne loans.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

c) Credit risk exposure

i) Maximum exposure to credit risk - Loans and debenture measured at amortised subject to impairment

The following table contains an analysis of the credit risk exposure of financial instruments for which an ECL allowance is recognised. The gross carrying amount of financial assets below also represents the Company's maximum exposure to credit risk on these assets.

(₹ in crores)

Term loans and debentures	As at March 31, 2026			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety	1,346.47	-	-	1,346.47
High Safety	10,936.65	-	-	10,936.65
Adequate Safety	11,031.33	-	-	11,031.33
Moderate Safety	8,467.86	-	-	8,467.86
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	31,782.31	-	-	31,782.31

(₹ in crores)

Term loans and debentures	As at March 31, 2025			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety	-	-	-	-
High Safety	8,379.68	-	-	8,379.68
Adequate Safety	12,309.76	-	-	12,309.76
Moderate Safety	4,700.52	-	-	4,700.52
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	25,389.96	-	-	25,389.96

ii) Maximum exposure to credit risk - Financial instruments not subject to impairment

The Company does not have any exposure to Financial instruments not subjected to impairment. The Company is exposed to credit risk from investments held in debt-oriented mutual fund units. These investments are measured at fair value through profit and loss. The following table contains an analysis of the maximum credit risk exposure from investment in mutual funds not subject to impairment (i.e. measured at FVTPL):

iii) Collateral and other credit enhancement

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are in place covering the acceptability and valuation of each type of collateral.

The Company employs a range of policies and practices to mitigate credit risk. The most common of these is accepting collateral for funds advanced. The Company has internal policies on the acceptability of specific classes of collateral or credit risk mitigation.

The Company prepares a valuation of the collateral obtained as part of the loan origination process. This assessment is reviewed periodically. The principal collateral types are:

- charges over tangible assets such as property, plant and equipment; and
- charges over book debts, inventories, bank deposits and other working capital items; and
- charges over financial instruments such as debt securities and equities.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a regular basis.

(₹ in crores)

Particulars	Gross Exposure	Impairment allowance	Undrawn amount	EIR Adjustment	Carrying amount
As at March 31, 2026					
Loans to corporate entities/individuals:					
- Term loans	25,631.18	150.59	533.54	(1.79)	24,948.85
- Debentures and bonds	6,684.66	40.11	-	(0.47)	6,645.02
- Accrued interest on loans, debentures and bonds	25.87	-	-	-	25.87
Total	32,341.71	190.70	533.54	(2.26)	31,619.74

(₹ in crores)

Particulars	Gross Exposure	Impairment allowance	Undrawn amount	EIR Adjustment	Carrying amount
As at March 31, 2025					
Loans to corporate entities/individuals:					
- Term loans	20,299.61	143.56	604.97	8.80	19,542.28
- Debentures and bonds	5,695.33	34.17	-	2.47	5,658.68
- Accrued interest on loans, debentures and bonds	32.10	-	-	-	32.10
Total	26,027.04	177.73	604.97	11.27	25,233.06

iv) Loss allowance

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period and the consequent "step up" (or "step down") between 12-month and Lifetime ECL;
- additional allowances for new financial instruments recognised during the period, as well as releases for financial instruments de-recognised in the period;
- impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models;
- impacts on the measurement of ECL due to changes made to models and assumptions;
- financial assets derecognised during the period and write-offs of allowances related to assets that were written off during the period.

An analysis of change in the gross carrying amount of the loan portfolio and corresponding loss allowance:

The following table further explains changes in the gross carrying amount of the loan portfolio to help explain their significance to the changes in the loss allowance for the same portfolio as discussed below:

(₹ in crores)

Term loans and debentures	Year ended March 31, 2026			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	25,410.79	-	-	25,410.79
New assets originated or purchased	11,024.71	-	-	11,024.71
Assets derecognised or repaid	(4,629.53)	-	-	(4,629.53)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	31,805.97	-	-	31,805.97

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in crores)

Term loans and debentures	Year ended March 31, 2025			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	22,144.60	-	-	22,144.60
New assets originated or purchased	7,055.10	-	-	7,055.10
Assets derecognised or repaid	(3,788.91)	-	-	(3,788.91)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	25,410.79	-	-	25,410.78

The following table explains the changes in the loss allowance between the beginning and at the end of the annual period due to various factors:

(₹ in crores)

Term loans and debentures	Year ended March 31, 2026			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	152.34	-	-	152.34
New assets originated or purchased	66.15	-	-	66.15
Assets derecognised or repaid	(27.76)	-	-	(27.76)
Net remeasurement of loss allowance	-	-	-	-
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	190.73	-	-	190.73

(₹ in crores)

Term loans and debentures	Year ended March 31, 2025			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	154.83	-	-	154.83
New assets originated or purchased	49.39	-	-	49.39
Assets derecognised or repaid	(26.49)	-	-	(26.49)
Net remeasurement of loss allowance	-	-	-	-
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	177.73	-	-	177.73

The origination of new loan assets is the primary factor that contributed to the change in the loss allowance during the period.

31.3.2. Other financial assets

The Company has credit risk exposure in cash and cash equivalents, deposits with banks and other financial assets. Cash and cash equivalents and bank deposits are held with only high rated banks/financial institutions only, therefore credit risk is perceived to be low. The Company has no significant concentration of credit risk.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

31.4. Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stressful circumstances. To limit this risk management has adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a monthly basis. The Company has developed internal control processes and contingency plans for managing liquidity risk.

Prudent liquidity risk management implies maintaining liquid investments. In accordance with the Company's policy, the liquidity position is assessed by setting limits on the amount of liquidity exposure and monitoring exposures in relation to each such limits:

a) Liquidity Risk framework

Category	Limits
Limits on cumulative negative gaps, as a % of cumulative outflows [maximum]	-10% of cumulative outflows for 0 to 7 days, over 7 days to 14 days -20% of cumulative outflows for 14 days to 1-month -25% of cumulative outflows for 1-month to 6-months -40% of cumulative outflows for 6-months to 1-year -50% of cumulative outflows for 1-year to 3-years -50% of cumulative outflows for 3-years to 5-years
Capital adequacy ratio (CRAR) [minimum]	15%
Capital Classification	Tier II Capital shall not exceed Tier I Capital
Borrowings through shorter tenor bonds and commercial papers (CPs)	Up to 10% of total outstanding borrowings
Credit rating [minimum]	A
Liquidity coverage ratio (LCR) [minimum]	1.00
Earnings at risk (EaR) [maximum]	₹ 50 crores
Liquidity ratio - Long-term assets/Total Assets	Min. 80% - Max 95%

The Company has assumed prepayment in upto 3 year buckets based on behavioural pattern as allowed under RBI circular from Oct 31,2023.

b) Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

As at March 31, 2026	0 - 7 Days	8 - 14 Days	15 Days - 1 Month	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months to 6 Months	Over 6 Months to 1 Year	Over 1 Year to 3 Years	Over 3 Year to 5 Years	Above 5 Years	Total
Deposits											
Advances	8.75	-	37.29	14.61	381.09	1,029.47	855.54	4,146.66	5,906.82	19,402.08	31,782.31
Investments	-	-	-	-	-	-	-	-	-	-	-
Borrowings	-	-	-	1,068.00	-	-	4,185.00	6,024.00	6,751.00	9,263.00	27,291.00
Foreign Currency Assets	-	-	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

As at March 31, 2025	0 - 7 Days	8 - 14 Days	15 Days- 1 Month	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months to 6 Months	Over 6 Months to 1 Year	Over 1 Year to 3 Years	Over 3 Year to 5 Years	Above 5 Years	Total
Deposits											-
Advances	8.75	-	22.26	8.29	269.92	1,605.99	1,912.06	7,508.45	4,789.06	9,253.90	25,378.68
Investments	149.94	-	99.58	-							249.52
Borrowings	-	-	-	544.00	250.00	125.00	450.00	9,177.00	3,220.00	8,942.40	22,708.40
Foreign Currency Assets	-	-	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-	-	-

c) Public disclosure on liquidity risk

The disclosure in terms of Reserve Bank of India (Non-Banking Financial Companies – Asset Liability Management) Directions, 2025 circular reference no: RBI/DoR/2025-26/355 DoR.LRG.REC.No.274/13-10-004/2025-26 dated November 28, 2025 on liquidity risk management framework for NBFCs is provided below :

i) Funding concentration based on significant counterparty

Sr no	Year	No. of counterparties	Amount (₹ in crores)	% of Total Borrowings	% of Total Liabilities
1	March 31, 2026	68	21,559	79%	77%
2	March 31, 2025	64	19,112	84%	81%

Note:Funding concentration has been calculated based on group counterparties.

ii) Top 20 large deposits - Nil

iii) Top 10 borrowings: ₹ 17,602 crores (represent 64% of total borrowings) (previous year ₹ 15,487 crores (represent 68.04% of total borrowings)

iv) Funding concentration based on significant instrument/product

Sr no	Name of instrument	March 31, 2026		March 31, 2025	
		Amount (₹ in crores)	% of Total Liabilities	Amount (₹ in crores)	% of Total Liabilities
1	Non Convertible Debentures	27,291	100%	22,762	100%
2	Commercial papers	-	-	-	-

v) Stock ratios:

Sr no	Instrument	March 31, 2026			March 31, 2025		
		As a % of total public funds	As a % of total liabilities	As a % of total assets	As a % of total public funds	As a % of total liabilities	As a % of total assets
(a)	Commercial papers	NA	Nil	Nil	NA	Nil	Nil
(b)	Non Convertible Debentures (original maturity <1 year)	NA	Nil	Nil	NA	Nil	Nil
(c)	Other short term liabilities	NA	22%	18%	NA	9%	8%

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

vi) Institutional set-up for liquidity risk management:

The Company has put in place an Asset Liability Management Policy under which the Asset Liability Management Committee (ALCO) has been set up to oversee Asset Liability Management (ALM), including liquidity risk management. The overall ALM framework as well as liquidity risk is managed by-

- Board which provides the overall direction for the Policy and framework.
- ALCO - comprises of Chief Executive Officer (CEO), Chief Finance Officer (CFO) Chief Risk Officer (CRO) and Chief Business Officer (CBO) and Director - Resources. It is a decision making body responsible for strategic management of interest rate and liquidity risks.
- Asset Liability Management Support Group - which consist of operating staff from Risk, Finance and Resources group. The ALM support group analyses / monitors the liquidity profile, limits and reports to ALCO.
- Finance Committee - comprises of CEO, CRO, CBO and CFO. The Finance Committee is authorised to borrow monies through various instruments permitted by RBI, subject to the overall borrowing limits approved by the Board and Shareholders.
- Investment Committee - Comprises CEO, CRO, CBO, CFO, CCO and GC is responsible for investment of surplus funds of the Company as per the Board approved Investment policy.

(vii) Resources Group - which is ALM support group and is responsible for the following:

- Fund raising for the Company.
- Ensuring compliance with respect to funds raised.
- Provide market-related inputs post discussion with relevant stakeholders e.g. interest rate, liquidity and exchange rate scenarios to the ALCO.
- Actively implement the asset and liability management strategy as decided by the ALCO.
- Maintain appropriate liquidity buffers in consultation with relevant stakeholders (the minimum liquidity buffer would always be as specified by regulatory guidelines)
- Prepare all regulatory and internal MIS (management information systems) and be responsible for all data collection, aggregation and limit monitoring for liquidity risk and interest rate risk, as specified in the Policy and/or as suggested from time to time by the ALCO.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

D) Disclosure on Liquidity Coverage Ratio (LCR) under RBI circular no. RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24 dated March 21, 2024 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies

Particulars	(₹ in crores)											
	March 31, 2026			December 31, 2025			September 30, 2025			June 30, 2025		
	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total
High Quality Liquid Assets												
1 Total High Quality Liquid Assets (HQLA)1	483	415		462	394		588	520		559	490	
Balance in Current Account	29	29		9	9		9	9		21	21	
T-bill	-	-		-	-		125	125		84	84	
NCDs (HQLA)	454	386		454	386		454	386		454	386	
Cash Outflows												
2 Deposits (for deposit taking companies)	-	-		-	-		-	-		-	-	
3 Unsecured wholesale funding	-	-		-	-		-	-		-	-	
4 Secured wholesale funding	230	264		234	269		199	229		356	410	
5 Additional requirements, of which	-	-		-	-		-	-		-	-	
(i) Outflows related to derivative exposures	-	-		-	-		-	-		-	-	
(ii) Outflows related to loss of funding on debt products	-	-		-	-		-	-		-	-	
(iii) Credit and liquidity facilities	-	-		-	-		-	-		-	-	
6 Other contractual funding obligations	6	7		6	7		6	7		6	7	
7 Other contingent funding obligations	-	-		-	-		-	-		-	-	
8 Total Cash Outflows	236	271		240	275		205	236		362	416	
Cash Inflows												
9 Secured lending	-	-		-	-		-	-		-	-	
10 Inflows from fully performing exposures	314	235		302	226		293	220		255	191	
11 Other cash inflows	2,045	1,534		1,174	880		947	710		1,671	1,254	
12 Total Cash Inflows	2,358	1,769		1,475	1,106		1,240	930		1,926	1,444	
		Total Adjusted Value			Total Adjusted Value			Total Adjusted Value			Total Adjusted Value	
13 Total HQLA		415			394			520			490	
14 Total Net Cash Outflows (Higher of inflow less outflows or 25% of outflows		68			69			59			104	
15 LIQUIDITY COVERAGE RATIO (%)		612%			574%			880%			471%	

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Notes:

- 1) Unweighted values must be calculated as outstanding balances maturing or callable within 30 days (for inflows and outflows).
- 2) Weighted values must be calculated after the application of respective haircuts (for HQLA) and stress factors on inflow and outflow.

(a) The main drivers of their LCR results and the evolution of the contribution of inputs to the LCR's calculation over time; The main drivers of the Liquidity Coverage Ratio (LCR) include the composition of High-Quality Liquid Assets (HQLA) and the evolution of various components of stressed cash flows.

(b) intra-period changes as well as changes over time: Quarterly LCR mentioned in table above

(c) the composition of HQLAs: Mentioned above

(d) concentration of funding sources: Refer 31.4 (c) liquidity risk

(e) derivative exposures and potential collateral calls: NA

(f) currency mismatch in the LCR: NA

(g) other inflows and outflows in the LCR calculation that are not captured in the LCR common template but which the institution considers to be relevant for its liquidity profile: NA

31.5. Market Risk

The risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and mutual fund NAV's.

a) Interest rate risk-lending

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Company's main interest rate risk arises from lending with variable rates, which expose the Company to cash flow interest rate risk. During March 31, 2026 and March 31, 2025, the Company's lending portfolio at variable rate are mainly denominated in Indian rupees (₹).

The Company's fixed rate lending portfolio is carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

i) Interest rate risk exposure

The exposure of the Company's lending portfolio to interest rate changes at the end of the reporting years are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Variable rate lending portfolio	297.56	329.64
Fixed rate loans	31,484.75	25,060.00
Total	31,782.31	25,389.64

ii) Sensitivity

a) Interest rate risk - Loans and debenture

Profit or loss may be impacted due to change in interest rate on rate-sensitive assets and liabilities.

Particulars	Impact on profit after tax	
	Year ended March 31, 2026	Year ended March 31, 2025
Interest rates – increase by 100 basis points	28.00	29.30
Interest rates – decrease by 100 basis points	(28.00)	(29.30)

* The sensitivity is derived holding all other variables constant

- iii) Company does not have any variable rate borrowings; hence its not exposed to borrowing interest rate risk exposure.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

b) Price risk

Since the Company does not hold any equity instruments, it is not exposed to price risk. Investment in Mutual fund is subject to price risk.

c) Foreign currency risk

The Company does not have any foreign currency exposures in respect of financial assets and financial liabilities as at the balance sheet date that will result in net currency gains or losses in the statement of profit and loss due to change foreign currency exchange rates. This mitigates the foreign currency risk exposure for the Company.

31.6. Operational and business risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. Operational risk management process comprises of identification, assessment, measurement, monitoring / controlling, reporting and mitigation of operational risk. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit. Periodic Business Operational Risk Committee (BORC) meetings are convened to keep a track of operational risks and mitigation plans across the Company.

32 RELATED PARTY DISCLOSURE

List of Related Parties

a) Controlling Stake Holder

National Investment and Infrastructure Fund II

b) Entity with significant influence

National Investment and Infrastructure Fund Limited (Investment Manager of National Investment and Infrastructure Fund II)

Aseem Infrastructure Finance Limited

President of India

c) Key Management Personnel

Mr. Ajay Chaudhary - Chief Executive Officer (Appointed wef December 08, 2025)

Mr. Shiva Rajaraman - Chief Executive Officer (Ceased wef August 25, 2025)

Mr. Debatra Mukharjee (Appointed wef August 26, 2025, Ceased wef December 08, 2025)

Mr. Sudeep Bhatia - Chief Financial Officer (Appointed wef June 25, 2024)

Mr. Pankil Mehta - Chief Financial Officer (Ceased wef June 24, 2024)

Mr. Ankit Sheth - Company Secretary

d) Directors

Mr. AKT Chari - Nominee Director, NIIF

Mr. Ashwani Kumar - Independent Director

Ms. Rosemary Sebastian - Independent Director

Mr. Prashant Kumar Ghose - Independent Director

Mr. Padmanabh Sinha - Nominee Director NIIF Fund II (Ceased w.e.f March 31, 2025)

Mr. Nilesh Shrivastava – Nominee Director NIIF Fund II

Mr. Saurabh Jain – Nominee Director NIIF Fund II (Appointed wef August 06, 2025)

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Related Party	Parent	Subsidiaries		Entity with significant influence		KMPs		Relatives of KMPs		Directors		Relatives of Directors		Total	
		FY 2025	FY 2026	FY 2025	FY 2026	FY 2025	FY 2026	FY 2025	FY 2026	FY 2025	FY 2026	FY 2025	FY 2026	FY 2025	FY 2026
Items															
Recovery against Shared Service Cost	0.05	-	-	-	-	-	-	-	-	-	-	-	-	0.05	-
Reimbursement of expenses to related Party	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.13
Dividend	8.20	8.20	-	6.36	6.36	-	-	-	-	-	-	-	-	14.56	14.56
Purchase of Loans & Advances	-	-	-	358.46	115.00	-	-	-	-	-	-	-	-	358.46	115.00
Managerial Remuneration	-	-	-	-	-	5.25	6.12	-	-	-	-	-	-	5.25	6.12
Sitting Fees	-	-	-	-	-	-	-	-	-	0.73	1.12	-	-	0.73	1.12
Total	8.25	8.33	-	364.82	121.36	5.25	6.12	-	-	0.73	1.12	-	-	379.04	136.92
Balances outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.13

33 The Company has used accounting software for maintaining its books of account which have feature of recording audit-trail (edit log) and same were operated through-out the year for all relevant transactions recorded in the software. In addition, such feature cannot be disabled. The Company did not capture audit trail for direct database changes in one of the applications due to security and performance consideration till August 2025. However, since then the Company allowed access to Database and Server only through Privileged Access Management Tool to address the requirement and has retained audit-trail.

In case of newly implemented globally used accounting software with effect from January 01, 2026, any changes can only be made through the front-end environment, for which edit logs are available and have been retained. This software ensures that the audit trail feature cannot be disabled. The direct database access is completely restricted for the Company and it is managed and controlled by the application vendor solely to perform administrative and maintenance tasks on the database infrastructure. Since the Company has no access to the database, there is no generation of audit trail.

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

34 OTHER DISCLOSURES

a) Ratios

Ratios	Description	March 31, 2026	March 31, 2025
Debt-Equity Ratio	Total Debt / Total Equity	5.72	5.42
Current Ratio	NA	NA	NA
Long Term Debt to Working Capital	NA	NA	NA
Bad Debts to Account Receivable Ratio	NA	NA	NA
Current Liability Ratio	NA	NA	NA
Total Debts to Total Assets	Total Debt / Total Asset	0.85	0.84
Debtors Turnover	NA	NA	NA
Inventory Turnover	NA	NA	NA
Profit before tax margin (%)	PBT / Total Revenue	23.84%	22.79%
Net Profit Margin (%)	PAT / Total Revenue	23.44%	22.32%
Net Worth (in ₹ in crores)	Share capital + Reserves and surplus	4,906.00	4,325.98
Net Profit After Tax (in ₹ in crores)		600.25	487.21
Earnings Per Share (Basic)	PAT / Total number of shares	4.36	3.54
Earnings Per Share (Diluted)	PAT / Total diluted number of shares	4.36	3.54
Gross/ Net Non-Performing Assets (NPAs)		Nil	Nil
Capital Redemption Reserve/Debenture Redemption Reserve *	NA	NA	NA
LCR	Liquidity coverage ratio	6.12	6.26

* Not applicable, being a Non-Banking Financial Service Company registered with the Reserve Bank of India.

- b) There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- c) No proceeding has been initiated during the year or pending against the Company for holding any Benami property
- d) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- e) During the current year the Company has not traded or invested in Crypto currency or Virtual Currency.
- f) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- g) The Company, has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- h) The Company, has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- i) The information as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information received from suppliers regarding their status under the said act as available with the Company and relied upon by the auditors, is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Outstanding principal amount and interest due to suppliers registered under MSMED Act and remaining unpaid at the year end:	6	0.3
- Principal amount	6	0.3
- Interest due thereon	-	-
Interest paid other than under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-
Interest paid under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-
Amount of interest due and payable (where the principal has already been paid but interest has not been paid).	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	-	-

- j) The title deeds of immovable property are held in the erstwhile name of the Company. However, this does not impact the title of the Company on the property.

35 The following additional information is disclosed in terms of the RBI circular RBI/DoR/2023-24/106 DoR.FIN.REC. No.45/03.10.119/2023-24 ,October 19, 2023 as amended.

(a) **Capital to risk assets ratio (CRAR):** Refer note 28

(b) **Details of Investments are set out below:**

	As at March 31, 2026	As at March 31, 2025
1 Value of Investments		
(i) Gross Value of Investments		
(a) In India	-	249.53
(b) Outside India	-	-
(A)	-	249.53
(ii) Provision for depreciation		
(a) In India	-	-
(b) Outside India	-	-
(B)	-	-
(iii) Net Value of Investments		
(a) In India	-	249.53
(b) Outside India	-	-
(A-B)	-	249.53
2 Movement of provisions held towards depreciation on investments.		
(i) Opening balance	-	-
(ii) Add: Provisions made during the year	-	-
(iii) Less: Write-offs/ write-back of excess provisions during the year	-	-
(iv) Closing balance	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(c) Details of non-performing financial assets purchased/sold and accounts subjected to restructuring:

The Company has not undertaken any transactions for purchase/sale of NPA's in the current and in the previous year and hence the related disclosure are not applicable to the Company.

(d) Asset Liability Management Maturity pattern of certain items of assets and liabilities

Please refer note (31b) for the Asset Liability Management maturity patterns.

In computing the above information, certain estimates, assumptions and adjustments have been made by the Management which have been relied upon by auditors.

(e) Exposures to real estate sector (Based on amounts sanctioned):

This disclosure is not applicable to the Company as there are no exposures, direct or indirect to real estate sector as at March 31, 2026 and as at March 31, 2025.

(f) Exposures to Capital Market

This disclosure is not applicable to the Company as there are no exposures to capital market as at March 31, 2026 and as at March 31, 2025.

(g) Details of Single Borrower Limit and Borrower Group Limit exceeded by the Company

During the years ended March 31, 2026 and as at March 31, 2025, the Company's credit exposure to single borrowers and group borrowers were within the limits prescribed by the RBI.

(h) Borrower group-wise classification of assets financed:

(₹ in crores)

		As at March 31, 2026	As at March 31, 2025
		net of provision	net of provision
1	Related parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
2	Other than related parties *	31,615.28	25,233.06
	Total	31,615.28	25,233.06

(*) Net of provision for standard assets

(i) Unsecured advances

The Company has not given any unsecured advances in the current year and in the previous year.

(j) Registration obtained from other financial regulators

The Company has not obtained registrations from other financial sector regulators.

(k) Penalties / fines imposed by the RBI and other regulatory authority

During the year ended March 31, 2026 there was no penalty imposed by the RBI and other regulators (Previous Year ₹ Nil). Refer note 4 for penalty raised under Income Tax Act amounting to ₹ 99.91 crores (Previous Year ₹ Nil).

(n) Break up of 'Provisions and Contingencies' shown under the head 'Expenses' in the Statement of Profit and Loss

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Provisions for depreciation on Investment	-	-
Provision towards NPA	-	-
Provision made towards Income tax	-	-
Other Provision and Contingencies	-	-
Provision for Standard Assets	12.96	22.90
	12.96	22.90

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

In terms of RBI circular reference RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025, the template of comparison between provisions required under Income Recognition, Asset Classification and Provisioning (IRACP) and impairment allowances made under Ind AS 109 is provided below:-

(₹ in crores)

Asset Classification as per RBI norms March 31, 2026	Asset Classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss Allowance (Provision as required under Ind AS 109)	Net Carrying Amount	Provision as required as per IRACP norms	Difference between Ind AS 109 provisios under IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Stage 1	31,805.97	190.69	31,615.28	127.22	63.47
	Stage 2	-	-	-	-	-
Subtotal		31,805.97	190.69	31,615.28	127.22	63.47
Non Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1-3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for Doubtful		-	-	-	-	-
Loss		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc which are in the scope of Ind AS 109 but not covered under Current Income Recognition,	Stage 1	-	-	-	-	-
Asset Classification and Provisioning (IRACP) norms	Stage 2					
Total	Stage 1	31,805.97	190.69	31,615.28	127.22	63.47
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Total		31,805.97	190.69	31,615.28	127.22	63.47

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in crores)

Asset Classification as per RBI norms March 31, 2025	Asset Classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss Allowance (Provision as required under Ind AS 109)	Net Carrying Amount	Provision as required as per IRACP norms	Difference between Ind AS 109 provisions under IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Stage 1	25,410.79	177.73	25,233.06	101.64	76.09
	Stage 2	-	-	-	-	-
Subtotal		25,410.79	177.73	25,233.06	101.64	76.09
Non Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1-3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for Doubtful		-	-	-	-	-
Loss		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc which are in the scope of Ind AS 109 but not covered under Current Income Recognition,	Stage 1	-	-	-	-	-
	Stage 2					
	Stage 3	-	-	-	-	-
Asset Classification and Provisioning (IRACP) norms						
Total	Stage 1	25,410.79	177.73	25,233.06	101.64	76.09
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Total		25,410.79	177.73	25,233.06	101.64	76.09

(o) Drawdowns from Reserves

The Company has not undertaken any drawdown from reserves during the current year and previous year and hence the related disclosures are not applicable to the Company.

(p) Concentration of Advances

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Total Advances to twenty largest borrowers/ customers	13,997.33	11,075.04
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	44.04%	43.62%

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(q) Concentration of Exposures

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Total Exposure to twenty largest borrowers / customers	14,731.27	11,875.11
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	43.23%	43.19%

(r) Concentration of Non Performing Assets (NPAs) /Sectorwise NPAs/ Movement in NPAs

The Company did not have any NPAs in the current year and in the previous year and hence the related disclosures are not applicable to the Company.

(s) The information on Overseas Assets (for those with Joint Ventures and Subsidiaries abroad) is given below:

(₹ in crores)

	For the year ended March 31, 2026		
Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
	Nil	Nil	Nil

(₹ in crores)

	For the year ended March 31, 2025		
Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
	Nil	Nil	Nil

(t) The information on off balance sheet SPV sponsored (which are required to be consolidated as per accounting norms):

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
	Nil	Nil

(u) Disclosure of complaints :

1 Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

(₹ in crores)

Sr. No	Particulars	March 31, 2026	March 31, 2025
	Complaints received by the NBFC from its customers		
1	Number of complaints pending at beginning of the year	-	-
2	Number of complaints received during the year	-	-
3	Number of complaints disposed during the year	-	-
	3.1 Of which, number of complaints rejected by the NBFC	-	-
4	Number of complaints pending at the end of the year	-	-
	Maintainable complaints received by the NBFC from Office of Ombudsman		
5*	Number of maintainable complaints received by the NBFC from Office of Ombudsman	-	-
	5.1 Of 5, number of complaints resolved in favour of the NBFC by Office of Ombud	-	-
	5.2 Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in crores)

Sr. No	Particulars	March 31, 2026	March 31, 2025
5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
6.*	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

Note: Maintainable complaints refer to complaints on the grounds specifically mentioned in Integrated Ombudsman Scheme, 2021 (Previously The Ombudsman Scheme for Non-Banking Financial Companies, 2018) and covered within the ambit of the Scheme.

* It shall only be applicable to NBFCs which are included under The Reserve Bank - Integrated Ombudsman Scheme, 2021

2 Top five grounds of complaints received by the NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of	Number of complaints received during the year	% increase/decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
March 31, 2026					
Ground - 1					
Ground - 2					
Ground - 3					
Ground - 4					
Ground - 5					
Others					
Total					

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of	Number of complaints received during the year	% increase/decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
March 31, 2025					
Ground - 1					
Ground - 2					
Ground - 3					
Ground - 4					
Ground - 5					
Others					
Total					

NOTES FORMING PART OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

36 The additional information required to be disclosed in terms of RBI circular (Ref. No. RBI/2009-2010/356/IDMD/4135/11.08.43/2009-10) dated March 23, 2010 is not applicable for the Company.

37 INTRA GROUP EXPOSURE

(₹ in crores)

Particulars	March 31, 2026	March 31, 2025
Total amount of intra-group exposures	-	-
Total amount of top 20 intra-group exposures	-	-
Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	-	-

38 Details of loans not in default transferred during the quarter ended March 31, 2026 under the RBI Master Direction on Transfer of Loan Exposures dated September 24, 2021 are given below:

Details of loans not in default acquired from other entities:

Mode of acquisition	Assignment and Novation
No.of accounts	4
Aggregate principal outstanding of loans acquired	₹ 197.52 crores
Aggregate consideration paid	₹ 202.92 crores
Weighted average residual maturity	18.94 years
Weighted average holding period	N.A.
Retention of beneficial economic interest by the originator	Nil
Coverage of tangible security	> 1x secured
Rating-wise distribution of loans acquired by value:	
iBBB+	16.42%
iA	21.39%
iA-	62.19%

Details of loans not in default transferred to other entity:

Mode of transfer	Assignment and Novation
No.of accounts	1
Aggregate principal outstanding of loans transferred	₹ 866.69 cr
Weighted average residual tenor of the loans transferred	15.79 Years
Net book value of loans transferred (at the time of transfer)	₹ 130 cr
Aggregate consideration	₹ 130 cr
Additional consideration realised in respect of accounts transferred in earlier years	NA
Weighted average holding period	0.39 Years
Retention of beneficial economic interest by the originator	NA
Coverage of tangible security	>1 x
Rating-wise distribution of rated loans transferred	
iAA-	100.0%

Portion of loan has been transferred.

AS AT AND FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

39 Frauds reported during the year- Nil (Previous year Nil)

40 There are no instances of breach of covenant of loan availed or debt securities issued during the year. (Previous year - Nil)

41 There are no divergence in Asset Classification and Provisioning during the year (Previous year -Nil)

42 There are no unhedged foreign currency exposure during the year (Previous year -Nil)

43 There are no loans granted to Directors & their relatives, Entities associated with directors & their relatives, Senior Officers & their relatives (Previous year -Nil)

44 The figures of ₹ 50,000 or less have been denoted by ₹.

45 Previous year figures have been regrouped/reclassified wherever necessary to correspond with those of the current year's classification/disclosure.

For **G.M. Kapadia & Co.**
Chartered Accountants
ICAI Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569

For **Manohar Chowdhry & Associates**
Chartered Accountants
ICAI Firm Registration No. 001997S

Muthurajan R
Partner
Membership No. 228596

Place: Mumbai
Date: May 07, 2026

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Nilesh Shrivastava
Director
DIN no. 09632942

Ajay Chaudhary
Chief Executive Officer

Ankit Sheth
Company Secretary

Prashant Kumar Ghose
Director
DIN no. 00034945

Sudeep Bhatia
Chief Financial Officer

Notes

Notes



People Driving The Transformation



NIIF Infrastructure Finance Limited

CIN: U67190MH2014PLC253944

3rd Floor, UTI Tower, North Wing,
GN Block, BKC, Bandra (E), Mumbai 400 051

Website: www.niiffl.in

Phone: +91-2268591300