

NIIF INFRASTRUCTURE FINANCE LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Reviewing & Approving Authority

Authority	Designation
Prepared By	Company Secretary
Reviewed By	Chief Executive Officer
Approved By	Board of Directors
Date of approval	May 2022

NIIF INFRASTRUCTURE FINANCE LIMITED

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NIIF IFL - FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. PREAMBLE:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stipulates that the Company is required to formulate a familiarisation process for Independent Directors (IDs) through various programmes:

- (i) with the nature of the industry in which the company operates, the company's business model, their roles, rights, and responsibilities in the company, and other relevant information, etc.
- (ii) The details of such familiarisation programmes, including the number of programmes attended, the number of hours spent, and other relevant details (during the year and cumulatively to date), shall be disclosed on the company's website, with a web link provided in the Annual Report.

2. OBJECTIVE:

The Company introduces the familiarisation program that aims to provide insights into the Company so that the Independent Directors can make well-informed decisions in timely manner and contribute significantly to the Company.

The Independent Directors of the Company shall be given every opportunity to become acquainted with the Company, its management, and its operations in order to comprehend the Company, its operations, business, industry, and environment.

3. DETAILS OF THE PROGRAM:

At the time of joining, an appointment letter will be issued to the Independent Directors, broadly outlining their statutory duties, roles, and responsibilities as an Independent Director. The Independent directors shall be informed about the important policies of the Company including the Code of Conduct and Ethics for Employees and Directors.

The members of the Board of Directors shall be provided complete access to the information within the Company. The Company from time to time will update the Board members about their roles, responsibilities & liabilities.

Whenever a new Director is appointed as part of the induction process, the Company shall provide the new director with information on various aspects of the Company. The Directors shall be provided with the Code of Conduct and Ethics of the Company, Annual Reports for the last 3 financial years, the latest business presentation, and the details of the current composition of the Board and Committee.

The familiarisation program will include presentations to be made regularly to the Board / Nomination & Remuneration (NRC) / Audit Committee (AC), where Directors shall get an opportunity to interact with Senior Managers. Presentations, inter alia, shall cover

business strategies, management structure, quarterly and annual results, budgets, review of Internal Audit, risk management framework, regulatory updates etc.

Independent Directors shall have the freedom to interact with the Company's management. Such interactions shall also happen during Board / Committee meetings. The relevant details with respect to familiarising the Directors shall be updated from time to time on the website of the Company i.e. www.niiffl.in.

4. REVIEW:

The Company may review the program and make necessary revisions, as and when required.

Details of Familiarisation Program for Independent Directors
(Hours)

Name of Director	Ms. Ritu Anand*	Mr. Ashwani Kumar	Ms. Rosemary Sebastian**
Date Of Board / Committee Meeting/ Program			
Financial Year 2022-2023			
Board Meetings			
6 th May, 2022	3.15	3.15	-
3 rd June, 2022	N.A.	0.45	-
5 th August, 2022	N.A.	2.05	2.05
2 nd November, 2022	N.A.	2.25	2.25
Audit Committee Meetings			
5 th May, 2022	1.30	1.30	-
4 th August, 2022	N.A.	1.15	1.15
2 nd November, 2022	N.A.	1.25	1.25
Nomination and Remuneration Committee Meetings			
5 th May, 2022	1.35	1.35	-
2 nd November, 2022	N.A.	0.25	0.25
Stakeholders Relationship Committee Meeting			
5 th August, 2022	N.A.	0.10	0.10
Corporate Social Responsibility Committee Meetings			
4 th August, 2022	N.A.	0.30	0.30
3 rd January, 2023	N.A.	1.48	1.48
Risk Management Committee Meetings			
5 th May, 2022	1.00	1.00	-
4 th August, 2022	N.A.	1.00	-
6 th October, 2022	N.A.	0.40	-
2 nd November, 2022	N.A.	0.55	-
IT Strategy Committee Meetings			
14 th September, 2022	N.A.	-	1.15
Familiarisation Program			
21 st July, 2022	N.A.	-	1.30

*Ms. Ritu Anand (DIN: 05154174) Independent Director of the Company has retired from the Board of the Company, on completion of tenure of appointment with effect from closing of business hours on May 6, 2022.

**Ms. Rosemary Sebastian (DIN: 07938489) Independent Director of the Company was appointed on the Board of the Company, with effect from June 7, 2022.