

July 9, 2024

The Manager

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051.

Dear Sirs/Madam,

Subject: NIIF Infrastructure Finance Limited – Submission of Corporate Governance Report for the quarter ended June 30, 2024.

Please find attached herewith Corporate Governance Report for the quarter ended June 30, 2024, in compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Thanking You,

For NIIF Infrastructure Finance Limited

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521

Encl: As mentioned above.

Format of report on Corporate Governance to be submitted by a listed entity on a quarterly basis.

1. **Name of Listed Entity:** NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)
2. **Quarter ending:** June 30, 2024

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN^s & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) &	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directors hip in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity.
									<i>[in reference to Regulation 17A(1)]</i>	<i>[in reference to proviso to Regulation 17A(1)]</i>	<i>(Refer Regulation 26(1) of Listing Regulations)</i>	<i>(Refer Regulation 26(1) of Listing Regulations)</i>
Mr.	Alwarthirunagari Kuppuswamy Thiruvengata Chari	PAN- ABJPC5571E DIN- 00746153	Non-Executive - Nominee Director	12-03-2019	-	-	-	16-12-1939	0	0	1	0
Mr.	Ashwani Kumar	PAN- AGSPK8448A DIN- 02870681	Non-Executive - Independent Director	30-09-2020	29-09-2023	-	45 months	28-02-1958	2	2	6	2
Ms.	Rosemary Sebastian	PAN- AABPS1500J	Non-Executive -	07-06-2022	-	-	25 months	05-05-1959	0	0	3	1

		DIN- 07938489	Independent Director									
Mr.	Prashant Kumar Ghose	PAN - ACLPG2397M DIN - 00034945	Non – Executive Independent Director	01-02-2023	-	-	17 months	03-09-1950	0	0	2	2
Mr.	Padmanabh Sinha	PAN – AAYPS0694J DIN – 00101379	Non-Executive Nominee Director	28-03-2024	-	-	-	21-02-1971	0	0	0	0
Mr.	Nilesh Shrivastava	PAN – ALZPS4507L DIN – 09632942	Non-Executive Nominee Director	28-03-2024	-	-	-	01-10-1973	0	0	3	0
		Whether Regular chairperson appointed – No										
		Whether Chairperson is related to managing director or CEO – NA										
		<p>§ PAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>										

Note:

- Details mentioned under tab named “No. of directorship in listed entities including this listed entity” and “No of Independent Directorship in listed entities including this listed entity” pertains to directorship of those Companies whose equity shares are listed on a stock exchange.
- Mr. Alwarthirunagari Kuppaswamy Thiruvenkata Chari was appointed as Independent Non-Executive Director of the Company with effect from October 28, 2015 till October 27, 2018 and thereafter appointed as Non-Executive Director with effect from March 12, 2019.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) \$	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Prashant Kumar Ghose	Chairperson – Non-Executive – Independent Director	27.12.2023	-
		Mr. Ashwani Kumar	Non-Executive – Independent Director	29-10-2020	-
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
		Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-
Note:					
<i>Mr. Ashwani Kumar was appointed as Chairman of the Audit Committee with effect from October 29, 2020, and thereafter appointed as member of the Audit Committee with effect from December 27, 2023</i>					
Nomination & Remuneration Committee	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	29-10-2020	-
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
		Mr. Padmanabh Sinha	Non-Executive – Nominee Director	28-03-2024	-
Risk Management Committee	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	19-05-2021	-
		Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-
		Mr. Alwarthirunagari Kuppaswamy Thiruvenkata Chari	Non-Executive – Nominee Director	12-03-2019	-
		Mr. Prashant Kumar Ghose	Non-Executive – Independent Director	28-04-2023	-
		Chief Executive Officer	Member	28-04-2023	-

		Chief Risk Officer	Member	07-11-2023		
Stakeholders Committee	Relationship	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	29-10-2021	-
			Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-
			Mr. Alwarthirunagari Kuppuswamy Thiruvankata Chari	Non-Executive – Nominee Director	27-12-2023	-
Corporate Social Responsibility Committee	Relationship	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	29-10-2020	-
			Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
			Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors' present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
<i>February 1, 2024</i>		Yes / No			
<i>February 22, 2024</i>					<i>21 days</i>
<i>March 28, 2024</i>					<i>35 days</i>
	<i>May 3, 2024</i>	<i>Yes</i>	<i>6</i>	<i>3</i>	<i>36 days</i>
	<i>June 25, 2024</i>	<i>Yes</i>	<i>5</i>	<i>3</i>	<i>53 days</i>

* to be filled in only for the current quarter meetings

IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in therelevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors' present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
	Yes / No				
Audit Committee					
May 3, 2024	Yes	4	3	March 28, 2024	36 days
June 25, 2024	Yes	4	3	January 31, 2024	52 days
Nomination and Remuneration Committee					
May 2, 2024	Yes	3	2	March 28, 2024	35 days
June 25, 2024	Yes	3	2	February 1, 2024	53 days
Corporate Social Responsibility Committee					
May 2, 2024	Yes	3	2	January 16, 2024	107 days
Risk Management Committee					
May 2, 2024	Yes	6	2	January 31, 2024	92 days
* <i>This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
** <i>to be filled in only for the current quarter meetings</i>					
<i>Note: Details entered in the tab Number of Directors present for the Risk Management Committee includes attendance of Chief Executive Officer and Chief Risk Officer as members of the Committee.</i>					
V. Related Party Transactions					
Subject				Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained				Yes.	
Whether shareholder approval obtained for material RPT				Yes, The members at their Extra-ordinary General meeting held on March 28, 2024, approved material related party transactions for the financial year 2024-2025, in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee				Yes	

VI. Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of event: NA	Brief Details of the Event: NA
<p>Note:</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations:	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. 	
<p>Name & Designation:</p> <p>Ankit Sheth Company Secretary and Compliance Officer Membership No.: A27521</p>	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.