

April 21, 2025

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 March 31, 2025.

Please find attached herewith Corporate Governance Report for the quarter ended March 31, 2025, in compliance with Regulation 27(2) read with Regulation 62(Q)(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:** March 31, 2025

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 directorship in listed entities including this listed entity <i>[with reference to Regulation 17A(1) / 62E]</i>	No. of Independent Directorship in listed entities including this listed entity <i>[with reference to proviso to Regulation 17A (1) & 17A (2) / 62E]</i>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity <i>(Refer Regulation 26(1) of the LODR Regulations)</i>	Post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. <i>(Refer Regulation 26(1) of the LODR Regulations)</i>
Mr.	Alwarthirunagari Kuppuswamy Thiruvankata Chari	PAN - ABJPC5571E DIN – 00746153	Non-Executive Nominee Director	12-03-2019	-	-	-	16-12-1939	1	0	1	0
Mr.	Ashwani Kumar	PAN - AGSPK8448A DIN – 02870681	Non-Executive - Independent Director	30-09-2020	29-09-2023	-	54 months	28-02-1958	3	3	5	2
Ms.	Rosemary Sebastian	PAN- AABPS1500J DIN- 07938489	Non-Executive - Independent Director	07-06-2022	-	-	34 months	05-05-1959	2	2	3	1
Mr.	Prashant Kumar Ghose	PAN - ACLPG2397M DIN – 00034945	Non – Executive Independent Director	01-02-2023	-	-	26 months	03-09-1950	2	2	3	3

Mr.	Padmanabh Sinha**	PAN – AAYPS0694J DIN – 00101379	Non-Executive Nominee Director	28-03-2024	-	-	-	21-02-1971	Not Applicable <i>Mr. Padmanabh Sinha has tendered his resignation as Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company with effect from the 'closure of business hours on March 31, 2025'.</i>			
r.	Nilesh Shrivastava	PAN – ALZPS4507L DIN – 09632942	Non-Executive Nominee Director	28-03-2024	-	-	-	01-10-1973	2	2	3	0
		Whether Regular chairperson appointed – No										
		Whether Chairperson is related to managing director or CEO – NA										
		[§] 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. **Mr. Padmanabh Sinha has tendered his resignation as Non-Executive Nominee Director (Nominee of NIIF Fund II) of the Company with effect from the closure of business hours on March 31, 2025.										

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 Thiruvankata 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		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	-
<i>&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.</i>						
III. Meeting of Board of Directors						
Date(s) of Meeting (ifany) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors' present*	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	
March 4, 2025	Yes	6	3			
February 6, 2025	Yes	6	3		26 days	
				November 7, 2024	90 days	
				October 24, 2024	13 days	
				October 3, 2024	20 days	
* to be filled in only for the current quarter meetings						

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
	Yes / No				
Audit Committee					
March 4, 2025	Yes	4	3		
February 5, 2025	Yes	4	3		26 days
				October 24, 2024	103 days
Nomination and Remuneration Committee					
-	-	-	-	October 23, 2024	-
Corporate Social Responsibility Committee					
February 6, 2025	Yes	3	2	-	-
January 7, 2025	Yes	3	2	-	29 days
Risk Management Committee					
February 5, 2025	Yes	6	2	October 23, 2024	104 days
Stakeholder Relationship Committee					
February 6, 2025	Yes	3	1	-	-
*to be filled in only for the current quarter meetings					
** This information has to mandatorily be given for Audit Committee and Risk Management Committee, for rest of the committees giving this information is optional					
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.					
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 RPTs			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 RPTs entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		

Note: <ol style="list-style-type: none">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 LODR Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.2. If status is “No” details of non-compliance may be given here.	
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

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 Committeeb. Nomination & Remuneration Committeec. Stakeholders Relationship Committeed. Risk Management Committee3. 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.
Name & Designation: Ankit Sheth Company Secretary and Compliance Officer Membership No.: A27521

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.