

**January 8, 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 December 31, 2024.**

Please find attached herewith Corporate Governance Report for the quarter ended December 31, 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.

**COMPLIANCE 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: December 31, 2024

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) <sup>&amp;</sup>	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]</i>	No. of Independent Directorship in listed entities including this listed entity  <i>[with reference to proviso to Regulation 17A (1) &amp; 17A (2)]</i>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  <i>(Refer Regulation 26(1) of the LODR Regulations)</i>	No. of 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 Thiruvenkata Chari	PAN - [REDACTED] DIN – 00746153	Non-Executive Nominee Director	12-03-2019	-	-	-	16-12-1939	0	0	1	0
Mr.	Ashwani Kumar	PAN - [REDACTED] DIN – 02870681	Non-Executive - Independent Director	30-09-2020	29-09-2023	-	51 months	28-02-1958	2	2	5	2
Ms.	Rosemary Sebastian	PAN- [REDACTED] DIN- 07938489	Non-Executive - Independent Director	07-06-2022	-	-	31 months	05-05-1959	0	0	3	1
Mr.	Prashant Kumar Ghose	PAN - [REDACTED] DIN – 00034945	Non – Executive Independent	01-02-2023	-	-	23 months	03-09-1950	0	0	3	3

			Director									
Mr.	Padmanabh Sinha	PAN – ██████████ DIN – 00101379	Non-Executive Nominee Director	28-03- 2024	-	-	-	21-02- 1971	0	0	0	0
Mr.	Nilesh Shrivastava	PAN – ██████████ 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										
		<sup>§</sup> PAN of any director would not be displayed on the website of Stock Exchange <sup>&amp;</sup> 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.										

**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 Kuppuswamy 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.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>Audit Committee</b>	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	-
<b>Note:</b>					
<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>					
<b>Nomination &amp; Remuneration Committee</b>	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	-
<b>Risk Management Committee</b>	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		
<b>Stakeholders Committee</b>	<b>Relationship</b>	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	-
<b>Corporate Social Responsibility Committee</b>	<b>Relationship</b>	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>&amp;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>						
<b>III. Meeting of Board of Directors</b>						
Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*  Yes / No	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)	
				August 1, 2024		
October 3, 2024	Yes	6	3		62 days	
October 24, 2024	Yes	6	3		20 days	
November 7, 2024	Yes	6	3		13 days	
* to be filled in only for the current quarter meetings						

<b>IV. Meetings of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors' present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days**</b>
	Yes / No				
<b>Audit Committee</b>					
October 24, 2024	Yes	4	3		
				July 31, 2024	84 days
				July 10, 2024	20 days
<b>Nomination and Remuneration Committee</b>					
October 23, 2024	Yes	3	2		-
<b>Corporate Social Responsibility Committee</b>					
-	-	-	-	August 29, 2024	-
<b>Risk Management Committee</b>					
October 23, 2024	Yes	6	2	July 31, 2024	83 days
<b>Stakeholder Relationship Committee</b>					
-	-	-	-	August 1, 2024	-
<i>*to be filled in only for the current quarter meetings</i>					
<i>** This information has to mandatorily be given for Audit Committee and Risk Management Committee, for rest of the committees giving this information is optional</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>					
<b>V. Details of Cyber Security Incidence</b>					
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:**

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
  - 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.

**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 1<sup>st</sup> 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.*