NIIF IFL INFRASTRUCTURE FINANCING

**July 16, 2026**

**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, 2026.**

Please find attached herewith Corporate Governance Report for the quarter ended June 30, 2026, in compliance with Regulation 62(Q)(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**Thanking You,**
**For NIIF Infrastructure Finance Limited**

ANKIT RAMESHCHANDRA SHETH

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Date: 2026.07.16 16:20:16 +05'30'

**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, 2026

**I. Composition of Board of Directors**

| Title (Mr. /Ms.) | Name of the Director | PAN[$] & 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 *[with reference to Regulation 17A(1) / 62E]* | No. of Independent Directorship in listed entities including this listed entity *[with reference to proviso to Regulation 17A (1) & 17A (2) / 62E]* | No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity *(Refer Regulation 26(1) of the LODR Regulations)* | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. *(Refer Regulation 26(1) of the LODR Regulations)* |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Mr. | Alwarthirunagari Kuppuswamy Thiruvenkata Chari | PAN - [redacted] DIN – 00746153 | Non-Executive - Nominee Director | 12-03-2019 | - | 20-04-2026 | - | 16-12-1939 | 1 | 0 | 1 | 0 |
| Mr. | Ashwani Kumar | PAN - [redacted] DIN – 02870681 | Non-Executive - Independent Director | 30-09-2020 | 29-09-2023 | - | 69 months | 28-02-1958 | 2 | 2 | 4 | 2 |
| Ms. | Rosemary Sebastian | PAN- [redacted] DIN- 07938489 | Non-Executive - Independent Director | 07-06-2022 | 06-06-2025 | - | 49 months | 05-05-1959 | 3 | 3 | 6 | 4 |
| Mr. | Prashant Kumar Ghose | PAN - [redacted] DIN – 00034945 | Non – Executive Independent Director | 01-02-2023 | 01-02-2026 | - | 41 months | 03-09-1950 | 1 | 1 | 4 | 3 |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Mr. | Abhay Rangnekar | **PAN-** [redacted] **DIN -** 11616244 | Non-Executive - Independent Director | 06-04-2026 | - | - | 3 months | | 1 | 1 | 0 | 0 |
| Mr. | Nilesh Shrivastava | **PAN –** [redacted] **DIN –** 09632942 | Non-Executive Nominee Director | 28-03-2024 | - | - | - | 01-10-1973 | 1 | 0 | 4 | 0 |
| Mr. | Saurabh Jain | **PAN –** [redacted] **DIN –** 02052518 | Non-Executive Nominee Director | 06-08-2025 | - | 22-05-2026 | - | 24-07-1976 | 1 | 0 | 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.* | | | | | | | | | | |

***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 and High Value Debt Listed entities.*

| **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 | - |
| | | Mr. Saurabh Jain | Non-Executive – Nominee Director | 04-02-2026 | 22-05-2026 |

***Note:***

1. *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.*
2. *Mr. Saurabh Jain resigned from the position of Non-Executive Nominee Director (Nominee of National Investment and Infrastructure Fund II) with effect from May 22, 2026, and consequently ceased to be a member of the Audit Committee from the same date.*

| | | | | | |
|---|---|---|---|---|---|
| **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. Nilesh Shrivastava | Non-Executive – Nominee Director | 17-04-2025 | - |
| | | | | | |
| **Risk Management Committee** | Yes | Mr. Ashwani Kumar | Chairperson – Non-Executive – Independent Director | 19-05-2021 | - |
| | | Mr. Prashant Kumar Ghose | Non-Executive – Independent Director | 28-04-2023 | - |
| | | Mr. Alwarthirunagari Kuppuswamy Thiruvenkata Chari | Non-Executive – Nominee Director | 12-03-2019 | 20-04-2026 |
| | | Mr. Nilesh Shrivastava | Non-Executive – Nominee Director | 28-03-2024 | - |
| | | Chief Executive Officer | Member | 28-04-2023 | - |
| | | Chief Risk Officer | Member | 07-11-2023 | - |

**Note:**

1. Mr. Alwarthirunagari Kuppuswamy Thiruvenkata Chari *resigned from the position of Non-Executive Nominee Director (Nominee of National Investment and Infrastructure Fund II) with effect from April 20, 2026, and consequently ceased to be a member of the Risk Management Committee from the same date.*

| | | | | | |
|---|---|---|---|---|---|
| **Stakeholders Relationship Committee** | Yes | Mr. Ashwani Kumar | Chairperson – Non-Executive – Independent Director | 29-10-2021 | - |
| | | Mr. Prashant Kumar Ghose | Non-Executive Independent Director | 28-04-2026 | |
| | | Mr. Nilesh Shrivastava | Non-Executive – Nominee Director | 28-03-2024 | - |
| | | Mr. Alwarthirunagari Kuppuswamy Thiruvenkata Chari | Non-Executive – Nominee Director | 27-12-2023 | 20-04-2026 |

**Note:**

1. Mr. Alwarthirunagari Kuppuswamy Thiruvenkata Chari *resigned from the position of Non-Executive Nominee Director (Nominee of National Investment and Infrastructure Fund II) with effect from April 20, 2026, and consequently ceased to be a member of the Stakeholders Relationship Committee from the same date.*
2. *Mr. Prashant Kumar Ghose was appointed as member of the Stakeholders Relationship Committee with effect from April 28, 2026.*

| | | | | | |
|---|---|---|---|---|---|
| **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 | - |

[&] *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**

| 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) |
|---|---|---|---|---|---|
| *May 7, 2026* | *Yes* | 5 | 4 | | *31 days* |

| | | | | | |
|---|---|---|---|---|---|
| *April 6, 2026* | *Yes* | 6 | 3 | | *20 days* |
| | | | | *March 17, 2026* | *41 days* |
| | | | | *February 4, 2026* | *58 days* |
| **To be filled in only for the current quarter meetings* | | | | | |

| IV. Meetings of Committees | | | | | |
|---|---|---|---|---|---|
| **Date(s) of meeting of the committee in therelevant quarter** | **Whether requirement of Quorum met (details)*** Yes / No | **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**** |
| **Audit Committee** | | | | | |
| May 7, 2026 | Yes | 5 | 3 | | 92 days |
| | | | | February 4, 2026 | - |
| **Nomination and Remuneration Committee** | | | | | |
| June 9, 2026 | Yes | 3 | 2 | | 33 days |
| May 7, 2026 | Yes | 3 | 2 | | 1 day |
| May 6, 2026 | Yes | 3 | 2 | | 92 days |
| | | | | February 3, 2026 | - |
| **Corporate Social Responsibility Committee** | | | | | |
| May 6, 2026 | Yes | 3 | 2 | | 98 days |
| | | | | January 28, 2026 | - |
| **Risk Management Committee** | | | | | |
| May 6, 2026 | Yes | 3 | 2 | | 92 days |
| | | | | February 3, 2026 | - |
| **Stakeholder Relationship Committee** | | | | | |
| - | - | - | - | | |
| | | | | February 3, 2026 | |

**To be filled in only for the current quarter meetings*

***This information must mandatorily be given for the Audit Committee and Risk Management Committee, for the rest of the committees giving this information is optional*

*Note: Details entered in the tab Number of Directors present for the Risk Management Committee include attendance of Chief Executive Officer and Chief Risk Officer as member 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 | Not Applicable for quarter ended June 30, 2026 |

NIIF IFL INFRASTRUCTURE FINANCING

| Whether details of RPTs entered into pursuant to omnibus approval have been reviewed by the Audit Committee | Yes |
|---|---|

**Note:**

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 62Q(2)(c) of SEBI (LODR) Regulations, 2015, there has been any 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 |

**VII. 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 RAMESHCHANDRA SHETH

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Date: 2026.07.16 16:14:14 +05'30'

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

## B. INVESTOR GRIEVANCE REDRESSAL REPORT

| | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 0 |
| No. of investor complaints disposed off during the Quarter | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

## C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

| S. No. | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
|---|---|---|---|---|---|
| **Not Applicable** | | | | | |

## D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

| S. No. | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority | Details of the violation(s)/contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
|---|---|---|---|---|---|
| **Not Applicable** | | | | | |

## E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

| S. No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
|---|---|---|---|---|
| Not Applicable | | | | |

**Thanking You,**
**For NIIF Infrastructure Finance Limited**

ANKIT RAMESHCHANDRA SHETH

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