NIIF IFL
INFRASTRUCTURE FINANCING

October 21, 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 Sir/Madam,

Subject: NIIF Infrastructure Finance Limited – Submission of Corporate Governance Report for the quarter ended September 30, 2026.

Please find attached herewith Corporate Governance Report for the quarter and half year ended September 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
Digitally signed by ANKIT RAMESHCHANDRA SHETH
Date: 2026.10.21 19:29:55 +05'30'

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

Encl: As mentioned above.

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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 and half year ending:** September 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 listedentities including this listed entity. *(Refer Regulation 26(1) of the LODR Regulations)*
Mr.	Ashwani Kumar	**PAN -** [redacted] **DIN –** 02870681	Non-Executive - Independent Director	30-09-2020	29-09-2023	28-09-2026	72 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	-	52 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	-	44 months	03-09-1950	1	1	4	4

Mr.	Abhay Rangnekar	**PAN-** [redacted] **DIN -** 11616244	Non-Executive - Independent Director	06-04-2026	-	-	6 months	10-02-1953	1	1	1	0
Mr.	Nilesh Shrivastava	**PAN –** [redacted] **DIN –** 09632942	Non-Executive Nominee Director	28-03-2024	-	-	-	01-10-1973	1	0	4	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	28-09-2026
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
		Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-

Note:

1. **Pursuant to the completion of second consecutive term as an Independent Director on September 28, 2026, Mr. Ashwani Kumar ceased to hold office as an Independent Director of the Company and, accordingly, ceased to be a member of the Audit Committee with effect from the same date.*

Nomination & Remuneration Committee	Yes	Mr. Ashwani Kumar*	Chairperson – Non-Executive – Independent Director	29-10-2020	28-09-2026
		Mr. Abhay Rangnekar@	Chairperson – Non-Executive – Independent Director	29-09-2026	-
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
		Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	17-04-2025	-

Note:

1. **Pursuant to the completion of second consecutive term as an Independent Director on September 28, 2026, Mr. Ashwani Kumar ceased to hold office as an Independent Director of the Company and, accordingly, ceased to be a member of the Nomination & Remuneration Committee with effect from the same date.*
2. *@Mr. Abhay Rangnekar was appointed as the Chairperson of the Nomination and Remuneration Committee with effect from September 29, 2026.*

Risk Management Committee	Yes	Mr. Ashwani Kumar*	Chairperson – Non-Executive – Independent Director	19-05-2021	28-09-2026
		Mr. Nilesh Shrivastava@	Chairperson – Non-Executive – Nominee Director	29-09-2026	-
		Mr. Prashant Kumar Ghose	Non-Executive – Independent Director	28-04-2023	-
		Chief Executive Officer#	Member	28-04-2023	29-09-2026
		Chief Risk Officer	Member	07-11-2023	-

Note:

1. ** Pursuant to the completion of second consecutive term as an Independent Director on September 28, 2026, Mr. Ashwani Kumar ceased to hold office as an Independent Director of the Company and, accordingly, ceased to be a member of the Risk Management Committee with effect from the same date.*
2. *@Mr. Nilesh Shrivastava was appointed as a member of the Risk Management Committee with effect from March 28, 2024, and with effect from September 29, 2026, was appointed as the Chairperson of the Risk Management Committee.*
3. *#The Chief Executive Officer was appointed as a member of the Risk Management Committee with effect from April 28, 2024, and he ceased to be a member with effect from September 29, 2026.*

Stakeholders Relationship Committee	Yes	Mr. Ashwani Kumar*	Chairperson – Non-Executive – Independent Director	29-10-2021	28-09-2026
		Mr. Prashant Kumar Ghose#	Chairperson – Non-Executive – Independent Director	29-09-2026	-
		Mr. Abhay Rangnekar@	Non-Executive Independent Director	29-09-2026	-
		Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-

Note:

1. **Pursuant to the completion of second consecutive term as an Independent Director on September 28, 2026, Mr. Ashwani Kumar ceased to hold office as an Independent Director of the Company and, accordingly, ceased to be a member of the Stakeholders Relationship Committee with effect from the same date.*
2. *Mr. Prashant Kumar Ghose was appointed as a member of the Stakeholders Relationship Committee with effect from April 28, 2026, and with effect from*

September 29, 2026, he was appointed as the Chairperson of the Stakeholder Relationship Committee. *3. @Mr. Abhay Rangnekar was appointed as a member of the Stakeholder Relationship Committee with effect from September 29, 2026.*					
Corporate Social Responsibility Committee	Yes	Mr. Ashwani Kumar*	Chairperson – Non-Executive – Independent Director	29-10-2020	28-09-2026
		Mr. Prashant Kumar Ghose#	Chairperson – Non-Executive – Independent Director	29-09-2026	-
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
		Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-

Note:

1. ** Pursuant to the completion of second consecutive term as an Independent Director on September 28, 2026, Mr. Ashwani Kumar ceased to hold office as an Independent Director of the Company and, accordingly, ceased to be a member of the Corporate Social Responsibility Committee with effect from the same date.*
2. *#Mr. Prashant Kumar Ghose was appointed as the Chairperson of the Corporate Social Responsibility Committee with effect from September 29, 2026.*

&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)
July 30, 2026	*Yes*	5	4		*24 days*
July 6, 2026	*Yes*	5	4		*60 days*
				May 7, 2026	*31 days*
				April 6, 2026	

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

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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					
July 30, 2026	Yes	4	3		84 days
				May 7, 2026	
Nomination and Remuneration Committee					
July 29, 2026	Yes	3	2		50 days
				June 9, 2026	33 days
				May 7, 2026	1 day
				May 6, 2026	
Corporate Social Responsibility Committee					
September 28, 2026	Yes	3	2		21 days
September 7, 2026	Yes	3	2		67 days
July 2, 2026	Yes	3	2		57 days
				May 6, 2026	
Risk Management Committee					
July 29, 2026	Yes	3	2		83 days
				May 6, 2026	
Stakeholder Relationship Committee					
July 29, 2026	Yes	3	2		176 days
				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 September 30, 2026
Whether details of RPTs entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Note: 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. 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

Digitally signed by ANKIT RAMESHCHANDRA SHETH
Date: 2026.10.21 19:30:18 +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: Not Applicable

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY: Not Applicable

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES: Not Applicable

F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. FOR HALF YEAR ENDED SEPTEMBER 30, 2026: Not Applicable

G. AFFIRMATIONS ON COMPLIANCE REQUIREMENTS FOR AGM FOR HALF YEAR ENDED SEPTEMEBR 30, 2026.

I Affirmations		
	Regulation Number	**Compliance status (Yes/No/NA)**
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	62(1)(b)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	62F(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration committee at the annual general meeting	62G(4)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	62H(4)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	62M read with 24A(1)	Yes
Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	62M read with 24A(1A), 24A(1B), 24A(1C)	Yes
Submission of Annual Secretarial Compliance Report	62M read with 24A(2)	Yes

Whether "Corporate Governance Report" disclosed in Annual Report	53 read with para C of Schedule V	Yes

Thanking You,
For NIIF Infrastructure Finance Limited

ANKIT RAMESHCHANDRA SHETH

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Date: 2026.10.21 19:30:31 +05'30'

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