

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

1. Name of Listed Entity: NIIF Infrastructure Finance Limited
2. Quarter ending: September 30, 2021

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	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  [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to provision to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Surya Prakash Rao Pendyala	DIN- 02888802	Non-Executive - Nominee Director	12-03-2019	-	-	-	23-11-1958	0	0	0	0
Mr.	Rajiv Dhar	DIN- 00073997	Non-Executive - Nominee	12-03-2019	-	-	-	18-08-1961	0	0	2	0

			Director									
Mr.	Alwarthirunagari Kuppuswamy Thiruvenkata Chari	DIN- 00746153	Non-Executive - Nominee Director	12-03-2019	-	-	-	16-12-1939	0	0	1	0
Mr.	Ashwani Kumar	DIN- 02870681	Non-Executive - Independent Director	30-09-2020	-	-	12 months	28-02-1958	3	3	3	1
Ms.	Ritu Anand	DIN- 05154174	Non-Executive - Independent Director	24-04-2017	07-05-2019	-	54 months	12-11-1953	1	1	3	1
		Whether Regular chairperson appointed- Yes										
		Whether Chairperson is related to managing director or CEO- No										
		<p><i>SPAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* 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.</i></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.
- Ms. Ritu Anand was appointed as Non-Executive Director with effect from October 28, 2015 and thereafter appointed as Independent- Non -Executive Director with effect from April 24,2017.
- Mr. Alwarthirunagari Kuppuswamy Thiruvenkata Chari was appointed as Independent Non-Executive Director of the Company with effect from October 28, 2015 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) \$</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>Audit Committee</b>	Yes	Mr. Ashwani Kumar	Non-Executive – Independent Director	29-10-2020	-
		Ms. Ritu Anand	Non-Executive – Independent Director	01-01-2019	-
		Mr. Rajiv Dhar	Non-Executive – Nominee Director	12-03-2019	-
<b>Nomination &amp; Remuneration Committee</b>	Yes	Mr. Ashwani Kumar	Non-Executive – Independent Director	29-10-2020	-
		Ms. Ritu Anand	Non-Executive – Independent Director	01-01-2019	
		Mr. Rajiv Dhar	Non-Executive – Nominee Director	12-03-2019	
		Mr. Surya Prakashrao Pendyala	Non-Executive – Nominee Director	12-03-2019	
<b>Risk Management Committee (if applicable)</b>	Yes	Mr. Ashwani Kumar	Non-Executive – Independent Director	19-05-2021	
		Mr. Rajiv Dhar	Non-Executive – Nominee Director	12-03-2019	
		Alwarthirunagari Kuppaswamy	Non-Executive - Nominee Director	12-03-2019	

		Thiruvenkata Chari			
<b>Stakeholders Relationship Committee'^</b>	-	-	-	-	-
<b>Corporate Social Responsibility Committee</b>	Yes	Mr. Ashwani Kumar	Non-Executive – Independent Director	29-10-2020	
		Mr. Surya Prakash Rao Pendyala	Non-Executive – Nominee Director	12-03-2019	
		Ms. Ritu Anand	Non-Executive – Independent Director	28-10-2015^^	-
<p><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></p> <p><i>Note: ^The Company is in the process of constituting Stakeholders Relationship Committee in view of the applicability of Regulation 19 of the SEBI LODR Regulations 2015 with effect from September 7, 2021;</i></p> <p><i>^^ Ms. Ritu Anand was appointed as Non-Executive Director with effect from October 28, 2015 and thereafter appointed as Independent-Non -Executive Director with effect from April 24,2017.</i></p>					
<b>III. Meeting of Board of Directors</b>					
<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>
		Yes / No			
19-05-2021		Yes			51
15-06-2021		Yes			26

	18-08-2021	Yes	5	2	63
* to be filled in only for the current quarter meetings					
<b>IV. Meetings of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant 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				
<b>Audit Committee</b>					
18-08-2021	Yes	3	2	19-05-2021	90
<b>Nomination and Remuneration Committee</b>					
-	-	-	-	17-05-2021	-
<b>Corporate Social Responsibility Committee</b>					
-	-	-	-	18-05-2021	-
<b>Risk Management Committee</b>					
12-08-2021	Yes	3	1	24-04-2021	109
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance status (Yes/No/NA)</b>	
				<i>refer note below</i>	
Whether prior approval of audit committee obtained				Yes	
Whether shareholder approval obtained for material RPT				NA	
Whether details of RPT 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 Listing 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. Affirmations:** Clause 15 to 27 of SEBI LODR have become applicable to the Company w.e.f September 07, 2021. The Company is in a process of implementing the same.

- ~~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 (as applicable)~~
- ~~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: Shweta Laddha**

**Company Secretary & Compliance Officer**

**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.*