

April 11, 2023

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 and financial year ended March 31, 2023

Please find attached herewith Corporate Governance Report for the quarter and financial year ended March 31, 2023, 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

ANNEX I

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 ("NIIF IFL" or "the Company")
2. **Quarter ending:** March 31, 2023

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 Appointme nt	Date of re-appoint ment	Date of Cessati on	Tenure*	Date of Birth	No. of directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of membershi ps in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
									<i>[in reference to Regulation n 17A(1)]</i>	<i>[in referencee to proviso to Regulation 17A(1)]</i>	<i>(Refer Regulation 26(1) of Listing Regulations)</i>	<i>(Refer Regulation 26(1) of Listing Regulations)</i>
Mr.	Surya Prakash Rao Pendyala	PAN- AFAPP8409F DIN- 02888802	Non-Executive - Nominee Director	12-03-2019	-	-	-	23-11-1958	0	0	2	0
Mr.	Rajiv Dhar	PAN- AADPD2221P DIN- 00073997	Non-Executive - Nominee Director	12-03-2019	-	-	-	18-08-1961	0	0	3	0
Mr.	Alwarthiru nagari Kuppuswamy Thiruvengkata Chari	PAN- ABJPC5571E DIN- 00746153	Non-Executive - Nominee Director	12-03-2019	-	-	-	16-12-1939	0	0	0	0

Mr.	Ashwani Kumar	PAN- AGSPK8448A DIN- 02870681	Non-Executive - Independent Director	30-09-2020	-	-	30 months	28-02-1958	2	2	5	2
Ms.	Rosemary Sebastian	PAN- AABPS1500J DIN- 07938489	Non-Executive - Independent Director	07-06-2022	-	-	10 months	05-05-1959	0	0	3	1
Mr.	Prashant Kumar Ghose	PAN - ACLPG2397M DIN - 00034945	Non – Executive Independent Director	01-02-2023	-	-	2 months	03-09-1950	0	0	0	0
		Whether Regular chairperson appointed- Yes										
		Whether Chairperson is related to managing director or CEO- No										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><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></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.
- Mr. Alwarthirunagari Kuppuswamy Thiruvengkata 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.
- Mr. Prashant Kumar Ghose was appointed as Independent Non – Executive Director with effect from February 1, 2023.

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. Ashwani Kumar	Chairperson - Non-Executive – Independent Director	29-10-2020	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	07-06-2022	-
		Mr. Rajiv Dhar	Non-Executive – Nominee Director	12-03-2019	-
Nomination & Remuneration	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive –	29-10-2020	-

Committee			Independent Director		
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
		Mr. Surya Prakashrao Pendyala	Non-Executive – Nominee Director	12-03-2019	-
Risk Management Committee	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	19-05-2021	-
		Mr. Rajiv Dhar	Non-Executive – Nominee Director	12-03-2019	-
		Alwarthirunagari Kuppuswamy Thiruvengkata Chari	Non-Executive – Nominee Director	12-03-2019	-
Stakeholders Relationship Committee	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	29-10-2021	-
		Mr. Prakash Rao	Non-Executive – Nominee Director	29-10-2021	-
		Mr. Rajiv Dhar	Non-Executive – Nominee Director	29-10-2021	-
Corporate Social Responsibility Committee	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	29-10-2020	-
		Mr. Surya Prakashrao Pendyala	Non-Executive – Nominee Director	12-03-2019	-
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-

&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					
<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>
November 2, 2022		Yes / No Yes			
	February 1, 2023	Yes	6	3	90 days
	March 3,	Yes	6	3	29 days

	2023				
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
<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				
Audit Committee					
January 31, 2023	Yes	3	2	November 2, 2022	89 days
Nomination and Remuneration Committee					
January 31, 2023	Yes	3	2	November 2, 2022	89 days
Corporate Social Responsibility Committee					
January 3, 2023	Yes	3	2	-	-
January 31, 2023	Yes	3	2	-	27 days
Risk Management Committee					
January 31, 2023	Yes	3	1	November 2, 2022	89 days
				October 6, 2022	-
Stakeholders Relationship Committee					
January 31, 2023	Yes	3	1	-	-
* This information has to 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					
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 RPT				Yes, The members at their extra-ordinary general meeting held on March 24, 2023 approved material related party transactions for the financial year 2023-2024, in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").	
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:

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 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.