

July 11, 2022

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.

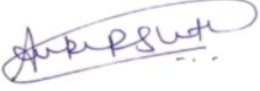
Dear Sirs/Madam,

Subject: NIIF Infrastructure Finance Limited – Submission of Corporate Governance Report for the quarter ended June 30, 2022

Please find attached herewith Corporate Governance Report for the quarter and year ended June 30, 2022, 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

Encl: As mentioned above

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:** June 30, 2022

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	No of Independent Directorship in listed entities including this listed entity	Number of memberships 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 17A(1)]</i>	<i>[in reference 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.	Alwarthirunagari Kuppuswamy	PAN- ABJPC5571E DIN- 00746153	Non-Executive - Nominee Director	12-03-2019	-	-	-	16-12-1939	0	0	0	0

	Thiruvenkata Chari											
Mr.	Ashwani Kumar	PAN-AGSPK8448A DIN- 02870681	Non-Executive - Independent Director	30-09-2020	-	-	21 months	28-02-1958	3	3	4	2
Ms.	Ritu Anand	PAN - AHAPA9701F DIN- 05154174	Non-Executive - Independent Director	24-04-2017	07-05-2019	-	60 months	12-11-1953	1	1	4	0
Ms.	Rosemary Sebastian	PAN-AABPS1500J DIN- 07938489	Non-Executive - Independent Director	07-06-2022	-	-	1 month	05-05-1959	0	0	3	1
		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 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 servingon 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 (DIN: 05154174) Independent Director of the Company has retired from the Board of the Company, on completion of tenure of appointment with effect from closing of business hours on May 6, 2022. Accordingly, Ms. Rosemary Sebastian was appointed as Independent-Non -Executive Director with effect from June 7,2022.
- 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.

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	-
		Ms. Ritu Anand#	Non-Executive – Independent Director	01-01-2019	06-05-2022
		Mr. Rajiv Dhar	Non-Executive – Nominee Director	12-03-2019	-
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	-
		Ms. Ritu Anand#	Non-Executive – Independent Director	01-01-2019	06-05-2022
		Mr. Surya Prakashrao Pendyala	Non-Executive – Nominee Director	12-03-2019	-
Risk Management Committee (if applicable)	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	19-05-2021	-
		Mr. Rajiv Dhar	Non-Executive – Nominee Director	12-03-2019	-
		Alwarthirunagari Kuppuswamy Thiruvenkata Chari	Non-Executive – Nominee Director	12-03-2019	-

Stakeholders Committee	Relationship	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 Responsibility Committee	Social	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	-
			Ms. Ritu Anand [#]	Non-Executive – Independent Director	01-01-2019	06-05-2022

&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

Note: # Ms. Ritu Anand, Independent Director of the Company retired from the Board of the Company with effect from May 6, 2022

[^] Rosemary Sebastian was appointed as Independent- Non -Executive Director with effect from June 7, 2022.

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>
		Yes / No			
31.01.2022					92
23.02.2022					22
28.03.2022					32
	06.05.2022	Yes	5	2	38
	03.06.2022	Yes	4	1	27

** 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					
05.05.2022	Yes	3	2	31.01.2022	93
Nomination and Remuneration Committee					
05.05.2022	Yes	3	2	31.01.2022	93
Corporate Social Responsibility Committee					
-	-	-	-	25.01.2022	27
-	-	-	-	22.02.2022	27
-	-	-	-	25.03.2022	30
Risk Management Committee					
05.05.2022	Yes	3	1	27.01.2022	97
Stakeholders Relationship Committee					
-	-	-	-	31.01.2022	-
<p>* 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</p>					
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				No, it may be pertinent to note that the Company is required to mandatorily comply with the Regulation 23 of SEBI (LODR) Regulations, 2015 with effect from April 1, 2023, the Company shall obtain approval of shareholders within stipulated timeline.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee				Yes	

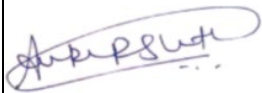
Note:

- 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: Not Applicable, since Regulations 15 to 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations 2015) became applicable to 'high value debt listed entity' with effect from September 7, 2021 and the Company is in the process of complying with applicable regulations of SEBI (LODR) Regulations 2015

- ~~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:



Ankit Sheth
Company Secretary and Compliance Officer

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.