

NIIF INFRASTRUCTURE FINANCE LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Reviewing & Approving Authority

| Authority | Designation |
|------------------|-------------------------|
| Prepared By | Company Secretary |
| Reviewed By | Chief Executive Officer |
| Approved By | Board of Directors |
| Date of approval | May 2022 |

NIIF INFRASTRUCTURE FINANCE LIMITED

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NIIF IFL - FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. PREAMBLE:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stipulates that the Company is required to formulate a familiarisation process for Independent Directors (IDs) through various programmes:

- (i) with the nature of the industry in which the company operates, the company's business model, their roles, rights, and responsibilities in the company, and other relevant information, etc.
- (ii) The details of such familiarisation programmes, including the number of programmes attended, the number of hours spent, and other relevant details (during the year and cumulatively to date), shall be disclosed on the company's website, with a web link provided in the Annual Report.

2. OBJECTIVE:

The Company introduces the familiarisation program that aims to provide insights into the Company so that the Independent Directors can make well-informed decisions in timely manner and contribute significantly to the Company.

The Independent Directors of the Company shall be given every opportunity to become acquainted with the Company, its management, and its operations in order to comprehend the Company, its operations, business, industry, and environment.

3. DETAILS OF THE PROGRAM:

At the time of joining, an appointment letter will be issued to the Independent Directors, broadly outlining their statutory duties, roles, and responsibilities as an Independent Director. The Independent directors shall be informed about the important policies of the Company including the Code of Conduct and Ethics for Employees and Directors.

The members of the Board of Directors shall be provided complete access to the information within the Company. The Company from time to time will update the Board members about their roles, responsibilities & liabilities.

Whenever a new Director is appointed as part of the induction process, the Company shall provide the new director with information on various aspects of the Company. The Directors shall be provided with the Code of Conduct and Ethics of the Company, Annual Reports for the last 3 financial years, the latest business presentation, and the details of the current composition of the Board and Committee.

The familiarisation program will include presentations to be made regularly to the Board / Nomination & Remuneration (NRC) / Audit Committee (AC), where Directors shall get an opportunity to interact with Senior Managers. Presentations, inter alia, shall cover

business strategies, management structure, quarterly and annual results, budgets, review of Internal Audit, risk management framework, regulatory updates etc.

Independent Directors shall have the freedom to interact with the Company's management. Such interactions shall also happen during Board / Committee meetings. The relevant details with respect to familiarising the Directors shall be updated from time to time on the website of the Company i.e. www.niiffl.in.

4. REVIEW:

The Company may review the program and make necessary revisions, as and when required.

Details of Familiarization Program for Independent Directors

(in hours)

| Name of Director | Mr. Ashwani Kumar | Ms. Rosemary Sebastian | Mr. P K Ghose |
|---|--------------------------|-------------------------------|----------------------|
| Date Of Board / Committee Meeting / Program | | | |
| Financial Year 2023 – 24 | | | |
| Board Meetings | | | |
| April 28, 2023 | 2.35 | 2.35 | 2.35 |
| May 4, 2023 | 1.30 | 1.30 | 1.30 |
| Audit Committee Meetings | | | |
| April 28, 2023 | 1.30 | 1.30 | 1.30 |
| Nomination and Remuneration Committee Meetings | | | |
| April 27, 2023 | 0.30 | 0.30 | - |
| Corporate Social Responsibility Committee Meetings | | | |
| April 27, 2023 | 0.30 | 0.30 | - |
| Risk Management Committee Meetings | | | |
| April 27, 2023 | 1.00 | - | - |
| IT Strategy Committee | | | |
| April 27, 2023 | - | 1.30 | - |
| Independent Directors Meeting | | | |
| April 27, 2023 | 0.30 | 0.30 | 0.30 |

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