

July 6, 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 ended June 30, 2023

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

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, 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 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 Thiruvengata 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	-	-	33 months	28-02-1958	2	2	5	2
Ms.	Rosemary Sebastian	PAN- AABPS1500J DIN- 07938489	Non-Executive - Independent Director	07-06-2022	-	-	13 months	05-05-1959	0	0	3	1
Mr.	Prashant Kumar Ghose	PAN - ACLPG2397M DIN - 00034945	Non – Executive Independent Director	01-02-2023	-	-	5 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 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.
- Mr. Alwarthirunagari Kuppaswamy 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	-
		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	-
		Mr. Alwarthirunagari Kuppuswamy Thiruvankata Chari	Non-Executive – Nominee Director	12-03-2019	-
		Mr. Prashant Kumar Ghose	Independent Director	28-04-2023	-
		Mr. Shiva Rajaraman	Chief Executive Officer	28-04-2023	-
		Mr. Dhananjay Yellurkar	Chief Risk Officer	28-04-2023	-
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
<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>					
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> Yes / No	<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>
February 1, 2023		Yes	6	3	
March 3, 2023		Yes	6	3	29 days
	April 28, 2023	Yes	6	3	56 days

* 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> Yes / No	<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>
Audit Committee					
April 28, 2023	Yes	3	2	February 1, 2023	85 days
Nomination and Remuneration Committee					
April 27, 2023	Yes	3	2	January 31, 2023	85 days
Corporate Social Responsibility Committee					
April 27, 2023	Yes	3	2	January 31, 2023	85 days
				January 3, 2023	-
Risk Management Committee					
April 27, 2023	Yes	3	1	January 31, 2023	85 days

* 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
VI. Cyber Security	
Details of cyber security incidents or breaches or loss of data or documents.	NIL
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:	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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:	
<p>Ankit Sheth Company Secretary and Compliance Officer Membership No.: A27521</p>	

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.