NIIF INFRASTRUCTURE FINANCE LIMITED

Registered/Corporate Office: 3rd Floor, North Wing, UTI Tower, GN Block,
Bandra Kurla Complex, Mumbai - 400 051.
Tel No: 022 68591300
Email ID: info@niififl.in
Website: www.niififl.in

CIN: U67190MH2014PLC253944
PAN: AADCI5030Q
Date and Place of Incorporation: March 7, 2014; Mumbai
RBI Registration Number: N-13.02078
Compliance Officer & Company Secretary: Mr. Ankit Sheth**; Tel. No.:** +91 22 68591300**; Email:** ankit.sheth@niififl.in
Chief Financial Officer: Mr. Sudeep Bhatia**; Tel:** +91 22 68591300**; E-mail:** cfo@niififl.in
Details of Promoters: Please refer to page 3 of this General Information Document.

GENERAL INFORMATION DOCUMENT DATED September 10, 2024

This General Information Document does not constitute an offer to the public generally to subscribe for or otherwise acquire the debentures to be issued by the Company. This General Information Document is issued in conformity with the Companies Act, 2013, as amended from time to time, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 dated August 09, 2021, as amended from time to time ("**SEBI NCS Regulations**") read with the Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated September 02, 2015, as amended from time to time; Section 42 of the Companies Act, 2013 ("**Act**"), other applicable provisions of the Companies Act, 2013 and rules made thereunder.

GENERAL INFORMATION DOCUMENT DATED September 10, 2024

This General Information Document is in relation to such amount(s) which the Board of Directors may approve from time to time, to be raised by way of issuance/ re-issuance of debt securities including debentures (secured or unsecured), bonds, non-convertible redeemable preference shares, such security as defined as debt securities under the SEBI NCS Regulations (hereinafter cumulatively referred to as the ("**Non-Convertible Securities**") of face value of INR 1,00,000 (Indian Rupees One Lakh) or INR 10,000 (Indian Rupees Ten Thousand) (as applicable) or any other amount, as may be specified in the relevant Key Information Document based on the applicable law(s) for ISINs issued after April 19, 2023 and face value of INR 10,00,000 (Indian Rupees Ten Lakhs) for ISINs issued before April 19, 2023 and/or commercial papers of face value of INR 5,00,000 (Indian Rupees Five Lakhs), or any other amount, as may be specified in the relevant Key Information Document based on the applicable law(s) (for cash, at par, premium or discount, as specified in the relevant key information document), and as may be approved by the Board of Directors during the period of 1 (one) year from the date of opening of the first offer of Non-Convertible Securities made under this general information document ("**Validity Period**"), by NIIF Infrastructure Finance Limited (the "**Company**" or the "**Issuer**"), on private placement basis and shall be read with the relevant Key Information Document(s) issued by the Issuer during the Validity Period.

DISCLOSURE UNDER SECTION 26(4) OF THE COMPANIES ACT

The issuance of Non-Convertible Securities and/or commercial papers is being made on a private placement basis. Section 26 of the Act is not applicable to the issuance of Non-Convertible Securities and/or commercial papers, and therefore no additional disclosures have been made in relation to section 26 of the Act under this General Information Document and accordingly, a copy of this General Information Document has not been filed with the relevant Registrar of Companies.

CREDIT RATING
Non-Convertible Securities and/or commercial papers (as applicable) proposed to be issued by the Issuer have been rated by minimum number of rating agencies as required by regulation and could include CARE Ratings Ltd. and/or ICRA Limited and/or CRISIL Limited and/or such other rating agencies as determined by the Issuer and disclosed in the Key Information Document from time to time (each a "**Rating Agency**" and collectively referred to as the "**Rating Agencies**"). Investors may please note that the rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions. The Rating Agency has the right to suspend, withdraw or revise the rating / outlook assigned to the Issue at any time, on the basis of new information or unavailability of information or other circumstances which the Rating Agency believes may have an impact on the rating. Please refer to **Annexure II** of this General Information Document for the rating letters dated August 21, 2024 by ICRA Limited, the rating letter dated August 27, 2024 by CARE Ratings Ltd., and the rating letter dated August 30, 2024 by CRISIL Ratings Ltd assigning/revalidating the credit rating and the press release dated August 1, 2023 by ICRA Limited and press release dated July 2, 2024 by CARE Ratings Ltd. and press release dated August 30, 2024 by CRISIL Ratings Ltd. disclosing the rating rationale adopted for the aforesaid rating. The press releases issued by the Rating Agencies are not older than 1 (One) year from the date of opening of the Issue. The Issuer hereby declares that the aforesaid credit rating obtained by it in relation to the Non-Convertible Securities and/or commercial papers (as applicable) shall be valid on the date of issue and on the date of listing of Non-Convertible Securities and/or commercial papers (as applicable).

LISTING
The Non-Convertible Securities and/or commercial papers (as applicable) are proposed to be listed on the Wholesale Debt Market segment of BSE Limited ("**BSE**") / National Stock Exchange of India Limited ("**NSE**). The Issuer intends to use the NSE platform / BSE platform for electronic book mechanism for issuance of the Non-Convertible Securities and/or commercial papers (as applicable) on private placement basis. The Issuer has applied for the in-principle approval with the Stock Exchange. The in-principle approval letter shall be more specifically mentioned in the Key Information Document. Further, the Issuer has maintained/will maintain the Recovery Expense Fund with the BSE / NSE, as may be required.

ISSUE SCHEDULE	
Date of Opening of the Issue	The Issue Opening Date with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Date of Closing of the Issue	The Issue Closing Date with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Date of Earliest Closing of the Issue	The Date of Earliest Closing of the Issue with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Pay-in Date	The Pay-in Date with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be

	issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Deemed Date of Allotment	The Deemed Date of Allotment with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).

DEBENTURE TRUSTEE FOR THE DEBENTURE HOLDERS	REGISTRAR TO THE ISSUE
IDBI trustee IDBI Trusteeship Services Ltd **IDBI Trusteeship Services Limited** Address: Universal Insurance Building, Ground Floor, Sir P M Road, Fort, Mumbai – 400 001. Contact Person: Mr. Gaurav Mody / Ms. Dipali Dorugade Contact No.: 022-40807000, +91-7208822299, +91-8591585821 Email: itsl@idbitrustee.com Website: http://www.idbitrustee.com	MCSTA **MCS Share Transfer Agent Limited (for Non-Convertible Debentures and Commercial Paper)** 3B3, 3rd Floor, Gundecha Onclave, Kherani Road, Sakinaka, Andheri East, Mumbai – 400 072 Contact Person: Chandrakant Prabhu Contact No.: 022-28476021-22 Fax No.: 022-46049707 Email: cprabhu@mcsregistrars.com Website: https://www.mcsregistrars.com
CREDIT RATING AGENCY	**STOCK EXCHANGE**
CRISIL An S&P Global Company **CRISIL Limited** Address: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai-400 076 Contact Person: Mr. Ajit Velonie Tel: +91 22 3342 3000 Email: crisilratingdesk@crisil.com Website: www.crisilratings.com CARE Ratings Professional Risk Opinion **CARE RATINGS LTD** Address: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E) Mumbai – 400 022. Tel: +91-22-6754 3456 Fax: +91-22-6754 3457 Email: Vineet.Jain@careedge.in Contact Person: Vineet Jain Website: https://www.careratings.com ICRA **ICRA Limited** Address: 3rd Floor, Electric Mansion, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Contact Person: L Shivakumar Tel: +91-22-61143406 Fax: +91-22-24331390 Email: shivakumar@icraindia.com	**National Stock Exchange Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Contact Person: Pramilla D'souza Contact No.: +91-22-2659 8100/ 2659 8114 / 66418100 Email: pveigas@nse.co.in **Bombay Stock Exchange** Phiroze Jeejeebhoy Towers, Dalal Street, Kala Ghoda, Fort, Mumbai – 400 001 Contact Person – BSE debt listing department Contact No.: 022-22728392 Email: bse.bond@bseindia.com

Website: www.icra.in	
COMPANY SECRETARY & COMPLIANCE OFFICER AND CHIEF FINANCIAL OFFICER	**LEGAL COUNSEL**
Mr. Ankit Sheth Designation: Company Secretary & Compliance Officer Address: 3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. Phone No.: +91 22 68591300 Email ID: ankit.sheth@niififl.in **Mr. Sudeep Bhatia** Designation: Chief Financial Officer ("**CFO**") Address: 3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. Phone No.: +91 22 68591300 Email ID: cfo@niififl.in	**DSK Legal** Address: 1701, One World Centre, Tower 2B Floor 17, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013 Maharashtra, India. Contact Person: Ms. Roochi Loona Contact No.: +91 98201 29275
STATUTORY AUDITORS	
Lodha & Co. LLP Address: Karim Chambers, 40 Ambalal Doshi Marg, Hamam Street, Fort, Mumbai – 400001. Contact Person: Hemant Mantri Contact No.: 022-22691414 Email: Mumbai@lodhaco.com Website: www.lodhaco.com **M P Chitale & Co** Address: 1st Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai – 400001. Contact Person: Shraddha Jathar Contact No.: 022-22651186 Email: office@mpchitale.com	

DETAILS OF PROMOTERS/ CONTROLLING STAKEHOLDERS		
	Promoter/ Controlling Stakeholder	**NIIF Group Company***
Name	National Investment and Infrastructure Fund II	Aseem Infrastructure Finance Limited
Registered Address	C/o 3rd Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi – 110001	4th Floor, UTI Tower, GN Block, South Block, BKC, Bandra (East), Mumbai – 400 051
Experience in the business	National Investment and Infrastructure Fund II ("**NIIF Fund II**") is a strategic opportunities fund managed by National Investment and Infrastructure Fund Limited ("**NIIFL**"). NIIFL was incorporated in the financial year 2015-16. NIIFL is a collaborative investment platform for international and Indian investors, anchored by the Government of India (GoI). NIIFL invests across	Aseem Infrastructure Finance Limited ("**AIFL**") is an NBFC- IFC (Infrastructure Finance Company) incorporated in the financial year 2019-20. AIFL is engaged in the business of infrastructure financing in India and is registered with Reserve Bank of India ("**RBI**") as NBFC- IFC. NIIF Fund II holds 59% of stake in AIFL on fully diluted basis. Presently AIFL has equity

	asset classes such as infrastructure, private equity and other diversified sectors in India, intending to generate attractive risk-adjusted returns for its investors. NIIFL thinks long-term, believes in generating returns through efficiently operating its investments through economic cycles, and is committed to sustainable investing principles. NIIFL manages over USD 4.9 billion of equity capital commitments across its four funds – Master Fund, Fund of Funds, Strategic Opportunities Fund, India-Japan Fund each with its distinct investment strategy. NIIF Fund II is an India focused Private Equity fund which aims to build scalable businesses by investing across a range of sectors that offer significant growth potential and enabling policy framework.	share capital of Rs. 2,380.59 crores (excluding Securities premium).
Other ventures	As set out under the head "Experience in the business" of this table	As set out under the head "Experience in the business" of this table
Business and Financial activities	As set out under the head "Experience in the business" of this table	As set out under the head "Experience in the business" of this table
Permanent Accountant Number	AACTN8564C	AASCA3238P

**Due to a revision in the regulatory framework for IDF-NBFCs in August 2023 issued by RBI, the requirement for an IDF-NBFC to be sponsored by a bank or an NBFC-IFC has been dispensed with.*

The Issuer confirms that the Permanent Account Number and the Bank Account Number of the Promoter/ controlling stakeholder and Permanent Account Number of directors have been submitted to the Stock Exchanges on which the Non-Convertible Securities and/or commercial papers (as applicable) are proposed to be listed, at the time of filing of the General Information Document.

The Issuer also hereby declared that neither the Issuer nor any of the current directors or controlling stakeholder/promoter or sponsor of the Issuer has been declared as wilful defaulter.

ELIGIBLE INVESTORS

This General Information Document and the contents hereof are restricted to only those recipients who are permitted to receive it as per extant regulation and laws and only such recipients are eligible to apply for the Non-Convertible Securities and/or commercial papers (as applicable). The categories of investors eligible to subscribe to the Non-Convertible Securities and/or commercial papers (as applicable) issued under each Tranche/ Series will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).

Note: Each of eligible investor(s) is required to check and comply with extant rules/regulations/ guidelines, etc. governing or regulating their investments as issued by their respective regulatory authorities, and the Company is not, in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Company required to check or confirm the same.

Please also refer to the head of '**Who Can Apply**' under respective Key Information Document.

ISSUE DETAILS	
Coupon Rate	The Coupon Rate with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Coupon Payment Frequency	The Coupon Payment Frequency with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Redemption Date	The Redemption Date with respect to each Tranche/ Series of Non-Convertible Securities will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Redemption Amount	The Redemption Amounts with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Details of Debenture Trustee	IDBI Trusteeship Services Limited. Please refer to **Annexure I** of this General Information Document for the consent letter dated July 19, 2024, issued by IDBI Trusteeship Services Limited granting its consent to act as debenture trustee in relation to the issue of debentures being made by the Issuer in terms of this General Information Document. Further, a debenture trustee agreement dated May 24, 2023 read along with debenture trustee agreement dated September 1, 2015, has been executed by and between the Issuer and the Debenture Trustee, whereby the Debenture Trustee has been appointed as the debenture trustee in respect of the debentures issued/ to be issued by the Issuer and to act for and on behalf of and for the benefit of the Debenture Holders.
Base Issue and Green Shoe Option	The base issue size and green shoe option (if applicable) in relation to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the Key Information Document.
Nature / Shelf Issue Size	As per relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).
Details about Underwriting of the Issue including the Amount Undertaken to be Underwritten by the Underwriters.	Details about Underwriting with respect to each Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable) will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).

ELECTRONIC BOOK MECHANISM AND DETAILS PERTAINING TO THE UPLOADING THE GENERAL INFORMATION DOCUMENT ON THE ELECTRONIC BOOK PROVIDER PLATFORM.	
This issuance of the Non-Convertible Securities would be under the electronic book mechanism on private placement basis as per Chapter VI of SEBI Master Circular read with the "Operating Guidelines for Issuance of Securities on Private Placement basis through an Electronic Book Mechanism" issued by National Stock Exchange of India Limited ("**NSE**") on NSE-EBP platform vide its circular bearing reference no. 07/2023 (NSE/ DS/ 56391) dated April 17, 2023 and any amendments ("**NSE EBP Guidelines**") or read with "Operational Guidelines for Participation on BSE Bond Platform (EBP Platform of BSE)" issued by BSE Limited ("**BSE**") vide their notice 20230417-35 dated April 17, 2023 and any amendments ("**BSE EBP Guidelines**"),as applicable (cumulatively referred to as "**Operational Guidelines**"). The Issuer intends to use the NSE-EBP platform or BSE bond EBP platform for this issue. This General Information Document is in accordance with all applicable laws, rules, regulations and guidelines and is being uploaded on the NSE-EBP platform or BSE Bond EBP platform to comply with the Operational Guidelines and an offer will be made by issue of the General Information Document and the relevant Key Information Document(s) along with the signed private placement offer cum application letter after completion of the bidding process on issue/bid closing date, to successful bidder in accordance with the provisions of the Act, and related rules.	
Interest Rate Parameter	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities.
Bid Opening Date and Bid Closing Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities.
Minimum Bid Lot	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities.
Manner of bidding in the Issue (Open or Closed Bidding)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities.
Manner of Allotment in the Issue (Uniform Yield Allotment or Multiple Yield Allotment)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities.
Manner of Settlement (through Clearing Corporation or through Escrow Bank Account of the Issuer)	As per the process prescribed by the electronic book mechanism Operational Guidelines
Settlement cycle	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities.

SECTION I

DEFINITIONS

This General Information Document uses certain definitions and abbreviations which, unless the context indicates or implies otherwise, have the meaning as provided below. References to any legislation, act or regulation shall be to such term as amended from time to time.

Term	Description
Act or **Companies Act**	Shall mean individually and collectively such relevant provisions of the Companies Act, 1956 which are still in force and effect and those provisions of the Companies Act, 2013 which have been notified and are in full force and effect and all amendment, enactment, re-enactment or modification thereof, from time to time, including the rules and regulations prescribed therein.
Allotment	The issue and allotment of the Non-Convertible Securities to the successful Applicants pursuant to this Issue.
Applicable Law	Shall mean any statute, national, state, provincial, local, municipal, foreign, international, multinational or other law, treaty, code, regulation, notification, ordinance, rule, judgement, rule of law, order, decree, government resolution, clearance, approval, directive, guideline, policy,

	requirement, or other governmental restriction or any similar form of decision, or determination by, or any interpretation or administration of any of the foregoing by, any statutory or governmental or regulatory authority, having jurisdiction over the matter in question, whether in effect as of the date of this General Information Document or thereafter and in each case as amended.
Applicant or **Investor**	A person who makes an offer to subscribe to the Non-Convertible Securities and/or commercial papers (as applicable) pursuant to the terms of this General Information Document and the Application Form.
Application Form	The form with which the Applicant shall make an offer to subscribe to the Non-Convertible Securities and/or commercial papers (as applicable) and which will be considered as the application for Allotment of Non-Convertible Securities.
Board	Shall mean the board of directors of the Company for the time being and from time to time.
BSE	Shall mean Bombay Stock Exchange Ltd.
Business Day	Shall mean a day, other than a Sunday or a Public Holiday, on which, banks are open for business in the city of Mumbai, India for carrying out high value clearing of cheques and/or for effecting transfer of payment through the Real Time Gross Settlement System operated by or on behalf of the Reserve Bank of India.
Non-Convertible Securities	Shall have the meaning given to it on **Page 1** of this General Information Document.
Deemed Date of Allotment	Shall mean in relation to each Series/ Tranche, the date as set out in the relevant Key Information Document, being the date on which the Non-Convertible Securities under the relevant Series/ Tranche are deemed to be allotted to the Non-Convertible Securities Holders.
Debenture Holders or **Non-Convertible Securities Holders** or **Beneficial Owners**	Shall mean the several persons who are for the time being and who will become the holders of the debentures/ Non-Convertible Securities and whose names are and will be entered in the register of Debenture Holders/ Non-Convertible Securities Holders as maintained by the Company as Debenture Holders/ Non-Convertible Securities Holder and shall include the beneficial owner(s) of the debentures/ Non-Convertible Securities in dematerialized form as per the list of beneficial owners prepared and maintained by the Depositories as per the provisions of Depositories Act, 1996.
Debenture Trust Deed	Shall mean Debenture Trust Deed dated June 05, 2023 read along with Debenture Trustee Deed dated August 25, 2015, as amended from time to time.
Depository	Shall mean the depositories with whom the Company has made arrangements for dematerializing the Non-Convertible Securities, being CDSL and NSDL.
Depositories Act	The Depositories Act, 1996, as amended.
Depository Participant	Shall mean a Depository Participant as defined under the Depositories Act, 1996.
Due Date	Means any date on which any payment in relation to the Non-Convertible Securities becomes due and payable to the Non-Convertible Securities Holder(s) in accordance with the terms of the General Information Document and the Key Information Document.
EBP	Electronic Bidding Platform.

Financial Indebtedness	Shall mean any indebtedness for or in respect of: (i) monies borrowed and debit balances at banks or other financial institutions, as permitted by regulations; (ii) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument; (iii) the amount of any liability in respect of any lease or hire purchase contract which would, in accordance with accounting standards, be treated as a finance or capital lease; (iv) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis); (v) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing; (vi) any derivative transaction entered into in connection with protection/ hedging against, or benefit from, fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account); (vii) any counter-indemnity obligation in respect of a guarantee, indemnity bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; (viii) any amount raised by the issue of redeemable preference shares; (ix) the amount of any liability under an advance or deferred purchase agreement if one of the primary reasons behind the entry into such agreement is to raise finance; (x) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (i) to (x) above.
FY or **Financial Year**	Shall mean the period commencing from April 1 of one year and ending on March 31 of the immediately succeeding year, or such other period that may be decided by the Company.
GIR No.	General Index Registration Number.
GoI	Government of India.
ICA	Shall mean an agreement entered under the directions issued by RBI described as the RBI (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 providing a framework for early recognition, reporting and time bound resolution of stressed assets on June 7, 2019 as amended from time to time read with the Master Circular for Debenture Trustee dated May 16, 2024 bearing reference no. SEBI/HO/DDHS-PoD3/P/CIR/2024/46 prescribing the procedure to be followed by debenture trustees in case of 'Default' by issuers of listed debt securities including seeking consent from the Debenture Holder(s) for enforcement of security and/or entering into an inter-creditor agreement, as amended from time to time.
IDF – NBFC	Shall mean an Infrastructure Debt Fund – Non-Banking Financial Company, as defined under the RBI guidelines.
Issuer, **NIIF IFL**, **our Company** or **the Company**	NIIF Infrastructure Finance Limited, registered as a IDF – NBFC.
Infrastructure Project	Shall mean a project undertaken in relation to any of the sectors classified as 'infrastructure' (as per the Harmonised Master List of Infrastructure Sub-sectors issued by the Ministry of Finance) from time to time.
Majority Debenture Holder(s)/ Non-Convertible Securities Holders	Majority Debenture Holder(s) Shall mean the Debenture Holder(s) holding an aggregate amount representing not less than 75% (Seventy Five Percent) of the outstanding value of the debentures under the Debenture Trust Deed at such time. It is however clarified that if a resolution is required to be passed in relation to a matter concerning a particular

	Tranche/Series only, then the term "Majority Debenture Holder(s)" or "Majority Non-Convertible Securities Holder" shall mean the Debenture Holder(s)/ Non-Convertible Securities Holders of that Tranche/Series holding an aggregate amount representing not less than 75% (Seventy Five Percent) of the value of the nominal amount of the debentures/Non-Convertible Securities comprised in that Tranche/Series for the time being outstanding.
NCD	Non-Convertible Debentures.
NCRPS	Non-Convertible Redeemable Preference Shares
NCS	Non-Convertible Securities
NSE	National Stock Exchange of India Limited.
NPA	Non-performing asset.
NRI	Non-Resident Indians.
PAN	Permanent Account Number.
Permitted Encumbrance	Shall mean: (i) the security created by the Company for the benefit of the holders of the debentures issued under the terms of the debenture trust deed dated August 25, 2015 and May 23, 2023, as amended, supplemented or modified from time to time; (ii) the security created/proposed to be created by the Company over the Secured Property, in terms of the Transaction Documents, in favour of the Debenture Trustee for the benefit of the Debenture Holders to secure the obligations of the Company in relation to the debentures; (iii) any further encumbrances created by the Company.
General Information Document or **Offer Document**.	Shall mean this document.
RBI	Reserve Bank of India.
Record Date	Shall mean in relation to any date on which any payments are scheduled to be made by the Company to the Debenture Holders/ Non-Convertible Securities Holder, the day falling 15 (Fifteen) calendar days prior to such date.
Redemption	Shall have the meaning ascribed to it in the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Redemption Amount	Shall mean in respect of each Non-Convertible Security, the amount to be paid by the Company to the Non-Convertible Securities Holders at the time of redemption of the Non-Convertible Securities and/or commercial papers (as applicable) (including any amount payable on account of any early redemption) to be calculated in the manner set out in the relevant Key Information Document and shall include principal amounts, redemption premium (as may be applicable), interest and other amounts, if any, in respect of the Non-Convertible Securities and/or commercial papers (as applicable) as per the relevant Key Information Document.
Redemption Date	Means the date of which the repayment/redemption of the Non-Convertible Securities and/or commercial papers (as applicable) shall be made in the manner specified in the Key Information Document for the relevant Tranche of the Non-Convertible Securities and/or commercial papers (as applicable) provided that the Non-Convertible Securities and/or commercial papers (as applicable) may also be redeemed on an early redemption date by the Company if so specified in the Key Information Document for the relevant respective Tranche of the Non-Convertible Securities.

Register of Debenture Holders or **Bond Holders**	Shall have the meaning ascribed to it in the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Registrar for the Issue	MCS Share Transfer Agent Limited.
Secured Property	Shall mean all properties/ assets of the Company or any other person, whether moveable or immoveable, tangible or intangible, over which security interest has been created in terms of the relevant Transaction Documents for securing the obligations of the Company in relation to the Non-Convertible Securities including the Hypothecated Property and the Mortgaged Property.
SEBI	Securities and Exchange Board of India.
Security Interest	Shall mean the security created/ to be created in favour of the Debenture Trustee for securing the obligations of the Company in relation to the debentures/ Non-Convertible Securities.
Debenture Trustee	IDBI Trusteeship Services Limited.
Debenture Trustee Agreement	Shall mean the agreement executed inter alia between the Company and IDBI Trusteeship Services Limited.
Key Information Document(s)	Shall mean the respective placement memorandum that shall prescribe the terms and conditions as may be applicable to a particular Tranche Issue.
Tranche Issue or **Tranche** or **Series**	Shall mean any of the tranche/ series, under which the Non-Convertible Securities and/or commercial papers (as applicable) are to be issued in terms of this General Information Document by the Company from time to time, as more particular identified in each Key Information Document. It is clarified that each Tranche may be further sub-divided in sub tranches/ series and issued.
We or **us** or **our** or **Group**	NIIF Infrastructure Finance Limited and its subsidiaries, joint ventures and associates, if any.

SECTION II

RISKS IN RELATION TO THIS ISSUE

No assurance can be given regarding any active or sustained trading in the securities of the Issuer or regarding the price at which the securities will be traded after listing.

GENERAL RISKS

Investment in Non-Convertible Securities and/or commercial papers (as applicable) involves a degree of risk, and Investors should not invest any funds in the Non-Convertible Securities and/or commercial papers (as applicable), unless they can afford to take the risks attached to such investments. Prospective Investors are advised to read the risk factors carefully before taking an investment decision in relation to any Tranche of this Issue. Prospective Investors should consult their own legal, regulatory, tax, financial and/or accounting advisors about risks associated with an investment in Non-Convertible Securities and/or commercial papers (as applicable) and the suitability of investing in the Non-Convertible Securities and/or commercial papers (as applicable). For taking an investment decision, the Investors must rely on their own examination of the Company, this General Information Document and the respective Key Information Document issued in pursuance hereof and the issue including the risks involved. This issue has not been recommended or approved by any regulatory authority in India, including **SEBI** nor does SEBI guarantee the accuracy or adequacy of this General Information Document. Prospective Investors are advised to carefully read the risks associated with the issue of Non-Convertible Securities and/or commercial papers (as applicable). Specific attention of Investors is invited to statement of 'Risk Factors' in this General Information Document. These risks are neither a complete list, nor intended to be a complete list, of all risks and considerations relevant to the Non-Convertible Securities and/or commercial papers (as applicable) or Investor's decision to purchase Non-Convertible Securities and/or commercial papers (as applicable).

CREDIT RATING

CRISIL Ratings Ltd. has assigned rating of "**CRISIL AAA**", for an amount of Rs. 3,500 Crores for Non-Convertible Debentures and rating of "**CRISIL AAA**", for an amount of Rs. 1,500 crores for Non-Convertible Redeemable Preference Shares.

CARE Ratings Ltd. has assigned rating of "**CARE AAA**", for an amount of Rs. 44,000 Crores and rating of "**CARE A1+**", for an amount of Rs. 2,500 crores.

ICRA Limited has revalidated / assigned rating of "**ICRA AAA**", for an amount of Rs. 41,679 Crores and rating of "**ICRA A1+**", for an amount of Rs. 2,500 crores.

Such other credit rating as disclosed by the Issuer in the Key Information Document from time to time.

Investors may please note that the credit rating of the Non-Convertible Securities and/or commercial papers (as applicable) of this Issue is not a recommendation to buy, sell or hold securities and the prospective investors should take their own investment decisions. The Rating Agency has the right to suspend, withdraw or revise the credit rating / outlook assigned to the issue at any time, on the basis of new information or unavailability of information or other circumstances which the Rating Agency believes may have an impact on the credit rating. Please refer to the credit rating letters, and rating rationale issued by the Rating Agencies which are attached as **Annexure II** to this General Information Document for further information.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this General Information Document, read together with each Key Information Document, contains all information with regard to the Issuer and the issue which is material in context of the Issue, that the information contained in this General Information Document read together with each Key Information Document is true and fair in all material respects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which makes this General Information Document read together with each Key Information Document as a whole or any of such information or the expression of any such opinions or intentions misleading.

The Issuer has no side letter with any Debenture Holder/ Non-Convertible Securities Holder except the one(s) disclosed in the General Information Document and/or in the Key Information Documents. Any covenants later added and not covered in General Information Document or Key Information Documents shall be disclosed on the website of the stock exchange where the Non-Convertible Securities are listed.

GENERAL DISCLAIMER

This General Information Document is neither a prospectus nor a statement in lieu of prospectus. The Non-Convertible Securities and/or commercial papers (as applicable) are proposed to be listed on the Wholesale Debt Market Segment of BSE and/or NSE and the issue(s) are being made strictly on private placement basis. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. Nothing in this document shall constitute or be deemed to constitute an offer or an invitation to subscribe to the debentures to the public in general. Apart from this General Information Document, no offer document or prospectus has been prepared in connection with the offering of this Issue, nor is such a General Information Document required to be registered under the applicable laws. Accordingly, this General Information Document has neither been delivered for registration nor is it intended to be registered. The contents of this General Information Document are intended to be used only by those Non-Convertible Securities Holders who have access to this Document, in line with extant law/regulation. It is not intended for distribution to any other person and should not be reproduced by the recipient. The person to whom access to of the General Information Document and the Key Information Document is provided would alone be entitled to apply for the Non-Convertible Securities and/or commercial papers (as applicable). No invitation is being made to any persons other than those to whom the Application Forms along with this General Information Document/ Key Information Document have been addressed. Any application by a person who has not been granted access by the Issuer to the General Information Document, Key Information Document and/or the

Application Form shall be rejected without assigning any reason. The person who has legitimate access to the General Information Document shall maintain utmost confidentiality regarding its contents and shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding its contents, without the prior written consent of the Issuer.

This General Information Document has been prepared to provide general information about the Issuer to potential Investors who are willing and are eligible to subscribe to the Non-Convertible Securities and/or commercial papers (as applicable). This General Information Document does not purport to contain all the information that any potential investor may require. Neither this General Information Document nor any other information supplied in connection with the Non-Convertible Securities and/or commercial papers (as applicable) should be considered as a recommendation to purchase or subscribe to any Non-Convertible Securities and/or commercial papers (as applicable). Each Investor contemplating the purchase of any Non-Convertible Securities and/or commercial papers (as applicable) should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential Investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the debentures and should possess the appropriate resources to analyse such investment and the suitability of such investment to such investor's particular circumstances. It is the responsibility of potential Investors to also ensure that they will sell these Non-Convertible Securities and/or commercial papers (as applicable) in strict accordance with this General Information Document and applicable laws, so that the sale does not constitute an offer to the public within the meaning of the Companies Act, 2013.

The Key Information Document shall be read in conjunction with this General Information Document and in case of any inconsistency between the Key Information Document and the General Information Document; contents of the Key Information Document shall prevail to the extent of such inconsistency.

DISCLAIMER CLAUSE FOR STOCK EXCHANGES AND SEBI

Issuance of Non-Convertible Securities and/or commercial papers (as applicable) (in one or more Tranches) on private placement basis under this General Information Document is proposed to be listed on the NSE and/ or the BSE and copy of this General Information Document will be filed with the NSE and/ or the BSE in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time. It is to be distinctly understood that filing of the General Information Document to SEBI or NSE or BSE should not in any way be deemed or construed to mean that the General Information Document has been cleared or approved by NSE and /or BSE and / or SEBI; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this General Information Document, nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the NSE and/ or BSE. SEBI does not take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the General Information Document.

DISCLAIMER CLAUSE OF RESERVE BANK OF INDIA

NIIF Infrastructure Finance Limited was originally incorporated as IDFC Infra Debt Fund Limited on March 7, 2014, under the Companies Act, 2013 and the Reserve Bank of India (RBI) issued a certificate of registration dated September 22, 2014. The name of the Company was changed from IDFC Infra Debt Fund Limited to IDFC Infrastructure Finance Limited with effect from January 10, 2017, and RBI had issued a fresh certificate of registration in the new name of the Company dated January 16, 2017. Thereafter, consequent to change of shareholding, the name of the Company was further changed to NIIF Infrastructure Finance Limited with effect from July 11, 2019, and RBI has issued a fresh certificate of registration consequent to the name change dated July 26, 2019, in the name of NIIF Infrastructure Finance Limited.

The Non-Convertible Securities and/or commercial papers (as applicable) have not been recommended or approved by RBI nor does RBI guarantee the accuracy or adequacy of this General Information Document. It is to be distinctly understood that this General Information Document should not, in any way, be deemed or construed that the Non-Convertible Securities and/or commercial papers (as applicable) have been recommended for investment by RBI. Further, RBI does not take any responsibility either for the financial soundness of the Issuer, or the Non-Convertible Securities being issued by the Issuer or for the correctness of the statements made or opinions expressed in the General Information Document. Potential Investors may make investment decisions in respect of the Non-Convertible Securities and/or commercial papers (as applicable) offered in terms of this General Information Document solely on the basis of their own analysis and RBI does not accept any responsibility about servicing /repayment of such investment.

DISCLAIMER CLAUSE OF THE CREDIT RATING AGENCY

As at the date of this General Information Document, the Rating Agencies have assigned "**ICRA AAA**", "**CARE AAA**" and "CRISIL AAA" rating to the Non-Convertible Debentures , "**ICRA A1+**" and "**CARE A1+**" rating to commercial papers (as applicable) and "CRISIL AAA" rating to the Non-Convertible Redeemable Preference Shares. The rating assigned by the Rating Agencies is an opinion on credit quality and is not a recommendation to buy, sell or hold the rated debt instruments. The Investors should take their own decisions. The Rating Agencies have based its rating on information obtained from sources believed by them to be accurate and reliable. The Rating Agencies do not, however, guarantee the accuracy, adequacy or completeness of any information and are not responsible for any errors or omissions or for the results obtained from the use of such information.

The rating may be subject to revision or withdrawal at any time by the Rating Agencies and should be evaluated independently of any other rating. The Rating Agencies have the right to suspend or withdraw the rating at any time based on factors such as new information or unavailability of information or any other circumstances.

DISCLAIMER CLAUSE OF THE COMPANY

The Company has certified that the disclosures made in this General Information Document and the respective Key Information Document are adequate and in conformity with SEBI guidelines and RBI guidelines in force for the time being. This requirement is to facilitate Investors to take an informed decision for making an investment in the proposed Issue. The Company accepts no responsibility for statements made otherwise than in the General Information Document and the respective Key Information Document or any other material issued by or at the instance of the Company in connection with the issue of the Non-Convertible Securities and/or commercial papers (as applicable) and that anyone placing reliance on any other source of information would be doing so at their own risk. The Issuer accepts no responsibility for statements made other than in this General Information Document and the respective Key Information Document or any other material expressly stated to be issued by or at the instance of the Issuer in connection with the issue of the Non-Convertible Securities and/or commercial papers (as applicable). Any person placing reliance on any other source of information would be doing so at such person's own risk.

ELIGIBILITY OF THE ISSUER TO COME OUT WITH THE ISSUE

AS ON THE DATE OF THIS GENERAL INFORMATION DOCUMENT:

(I) THE ISSUER AND ITS DIRECTORS HAVE NOT BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTIONS PASSED BY SEBI;

(ii) NONE OF THE PROMOTERS/ CONTROLLING STAKEHOLDER OR DIRECTORS OF THE ISSUER IS A PROMOTER OR DIRECTOR OF ANOTHER COMPANY WHICH IS DEBARRED FROM ACCESSING THE CAPITAL MARKET OR DEALING IN SECURITIES BY SEBI;

(iii) NEITHER THE ISSUER NOR ANY OF ITS PROMOTERS/ CONTROLLING STAKEHOLDER OR DIRECTORS IS A WILFUL DEFAULTER;

(iv) NONE OF THE PROMOTERS/ CONTROLLING STAKEHOLDER OR WHOLE-TIME DIRECTORS OF THE ISSUER IS A PROMOTER OR WHOLE-TIME DIRECTOR OF ANOTHER COMPANY WHICH IS A WILFUL DEFAULTER;

(v) NONE OF ITS PROMOTERS/ CONTROLLING STAKEHOLDER OR DIRECTORS IS A FUGITIVE ECONOMIC OFFENDER; AND

(VI) NO FINES OR PENALTIES LEVIED BY SEBI /STOCK EXCHANGES ARE PENDING TO BE PAID BY THE ISSUER AT THE TIME OF FILING THE GENERAL INFORMATION DOCUMENT.

DISCLAIMER IN RESPECT OF JURISDICTION

Issue of these Non-Convertible Securities and/or commercial papers (as applicable) have been/will be made in India to Investors as specified under the head "**Who Can Apply**" under the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable). This General Information Document is not to be construed or constituted as an offer to sell or an invitation to subscribe to Non-Convertible Securities and/or commercial papers (as applicable) offered hereby to any person who does not have access to the documents or who is not eligible under extant regulation/ law. The Non-Convertible Securities and/or commercial papers (as applicable) are governed by and shall be construed in accordance with the existing Indian laws. Any dispute arising in respect thereof will be subject to the exclusive jurisdiction of the courts and tribunals of Mumbai.

FORCE MAJEURE

The Company reserves the right to withdraw the Issue at any time or any Tranche under the issue prior to the closing date thereof in the event of any unforeseen development adversely affecting the economic and/or regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, collected in respect of that Tranche without assigning any reason.

ISSUE OF NON-CONVERTIBLE SECURITIES AND/OR COMMERCIAL PAPERS (AS APPLICABLE) IN DEMATERIALISED FORM

The Non-Convertible Securities and/or commercial papers (as applicable) will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the Non-Convertible Securities and/or commercial papers (as applicable) in dematerialised form. Investors will have to hold the Non-Convertible Securities and/or commercial papers (as applicable) in dematerialised form as per the provisions of the Depositories Act. The Issuer shall take necessary steps to credit the Non-Convertible Securities and/or commercial papers (as applicable) allotted to the beneficiary account maintained by the Investor with its Depositary Participant. The Issuer will make the Allotment to Investors on the Deemed Date of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

EACH PERSON GETTING ACCESS TO THIS GENERAL INFORMATION DOCUMENT ACKNOWLEDGES THAT

Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein; and such person has not relied on any intermediary which may be associated with issuance of Non-Convertible Securities and/or commercial papers (as applicable) in connection with investigation of the accuracy of such information or investment decision. The Issuer does not undertake to update the information in this General Information Document to reflect subsequent events after the date of the General Information Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer. Neither this General Information Document and the respective Key Information Document nor any sale of Non-Convertible Securities and/or commercial papers (as applicable) made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof. This General Information Document and the respective Key Information Document does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Non-Convertible Securities and/or commercial papers (as applicable) or the distribution of this General Information Document and the respective Key Information Document in any jurisdiction where such action is required. The distribution of this General Information Document and the respective Key Information Document and the offering and sale of the Non-Convertible Securities and/or commercial papers (as applicable) may be restricted by law in certain jurisdictions. Persons into whose possession this comes are required to inform them about and to observe any such restrictions. Access to the General Information Document is provided to investors in the Issue on the strict understanding that the contents hereof are strictly confidential.

CONFIDENTIALITY

The information and data contained herein is on a strictly private and confidential basis. By obtaining access to this General Information Document, each recipient agrees that neither it nor any of its employees, agents or advisors will use the information contained herein for any purpose other than evaluating the specific transactions described herein or will divulge to any other party any such information. This General Information Document must not be photocopied, reproduced, extracted or distributed in any manner whatsoever, in full or in part to any person other than the recipient without the prior written consent of the Company. If at any time any such reproduction or disclosure is made and the Company suffers any loss, damage or incurs liability of any kind whatsoever arising out of or in connection with any such reproduction or disclosure, the recipient of this General Information Document breaching the restriction on reproduction or disclosure agrees to hold harmless and indemnify the Company from and against any such loss, damage or liability.

FORWARD-LOOKING STATEMENTS

While no forecasts or projections relating to the Issuer's financial performance are included in this General Information Document, this document contains certain "forward-looking statements" including words like "intends", "believes", "expects" and other similar expressions or variations of such expressions. These statements are primarily meant to give prospective Investors an overview of the Issuer's future plans, as they currently stand. The Issuer operates in a highly competitive, regulated and ever-changing business environment, and a change in any of these variables may necessitate an alteration of the Issuer's plans. Further, these plans are not static, but are subject to continuous internal review, and may be altered if the altered plans suit the Issuer's needs better. Further, many of the plans may be based on one or more underlying assumptions (all of which may not be contained in this General Information Document) which may not come to fruition. Thus, actual results may differ materially from those suggested by the forward-looking statements.

The Issuer cannot be held liable by estoppels or otherwise for any forward-looking statement contained herein. All statements contained in this General Information Document that are not statements of historical fact constitute "forward-looking statements" and are not forecasts or projections relating to the Issuer's financial performance. All forward-looking statements are subject to risks, uncertainties and assumptions that may cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that may cause actual results to differ materially from the Issuer's expectations include, among others, the risk factors set out in **Section III** (Risks Factors) of this General Information Document. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. The forward-looking statements made in this General Information Document speak only as of the date of this General Information Document. Neither the Issuer nor its directors nor any of the Issuer's affiliates have any obligation, or intention, to update or otherwise revise any forward-looking statement to reflect circumstances arising after the date hereof or to reflect the events occurring after the date hereof, even if the underlying assumptions do not come to fruition and the Issuer does not assume any responsibility to do so.

SECTION III

RISK FACTORS

The following are the risks envisaged by the management of the Company relating to the Company, issuance of instruments including Non-Convertible Securities, commercial papers (as applicable) and the market in general. Potential investors should carefully consider all the risk factors in this General Information Document and/or the relevant Key Information Document in relation to the Non-Convertible Securities and/or commercial papers (as applicable) for evaluating the Company and its business and before making any investment decision relating to the Non-Convertible Securities and/or commercial papers (as applicable). The Company believes that the factors described below represent the principal risks inherent in investing in the Non-Convertible Securities and/or commercial papers (as applicable) of the Company but does not represent that the statements below regarding the risks of holding the Non-Convertible Securities and/or commercial papers (as applicable) are exhaustive or complete. The order of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Investors should also read the detailed information set out elsewhere in this General Information Document and in the applicable Key Information Document and reach their own conclusions prior to making any investment decision.

If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and, therefore, the value of the Company's Non-Convertible Securities and/or commercial papers (as applicable) could decline and/or the Company's ability to meet its obligations in respect of the Non-Convertible Securities and/or commercial papers (as applicable) could be adversely impacted. More than one risk factor may occur simultaneously with regard to the Non-Convertible Securities and/or commercial papers (as applicable) such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the impact that any combination of risk factors may have on the value of the Non-Convertible Securities and/or commercial papers (as applicable) and/or the Company's ability to meet its obligations in respect of the Non-Convertible Securities and/or commercial papers (as applicable).

These risks and uncertainties are not the only issues that the Company faces. Additional risks and uncertainties presently not known to the Company or that the Company currently believes to be currently immaterial may in future, also have a material adverse effect on its financial condition or business. Unless specified or quantified in the relevant risk factors, the Company is not able to quantify the financial or other implications of any risk mentioned herein below.

PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THESE KEY RISKS ASSOCIATED WITH THE NON-CONVERTIBLE SECURITIES AND/OR COMMERCIAL PAPERS (AS APPLICABLE). THESE RISKS ARE NOT, AND ARE NOT INTENDED TO BE, A COMPLETE LIST OF ALL RISKS AND CONSIDERATIONS RELEVANT TO THE NON-CONVERTIBLE SECURITIES AND/OR COMMERCIAL PAPERS (AS APPLICABLE) OR THE INVESTORS' DECISION TO PURCHASE THE NON-CONVERTIBLE SECURITIES AND/OR COMMERCIAL PAPERS (AS APPLICABLE). THIS GENERAL INFORMATION DOCUMENT IS NOT AND DOES NOT PURPORT TO BE IN THE NATURE OF INVESTMENT ADVICE.

A. INTERNAL RISK FACTORS

1. Increasing competition from banks, NBFCs and other financial institutions

The successful implementation of Company's growth plans, depends on its ability to face competition. The main competitors of the Company, i.e., other financiers engaged in infrastructure financing including other Infrastructure Debt Funds, other NBFCs, financial institutions, and banks. The Company is a non-deposit taking NBFC and does not have access to low-cost deposits. Due to this, or any other reason, it may become less competitive than other players. Many of its competitors have significantly greater financial, technical, marketing and other resources. Many of them also offer a wider range of services and financial products than the Company does and have greater brand recognition and a larger client base. If the Company is unable to manage its business and compete effectively with current or future competitors, it might adversely impact its competitive position and profitability.

2. Credit Risk

Any lending and investment activity by the Company is exposed to credit risk arising from default in interest / repayment (by whatsoever name used, for example coupon/ redemption) by borrowers and other counterparties. The Company has institutionalized a systematic credit evaluation process which involves *inter alia* assessment of material risk factors and taking measures to endeavor to mitigate key risks, as well as making long term financial projections (example for 20 years). The Company monitors the performance of its loan portfolio on a regular and continuous basis to detect any material development, and constantly evaluates the changes and developments in sectors in which it has exposure. The Company undertakes a periodic review of its entire loan portfolio with a view to determining any changes in portfolio quality, identifying potential areas of action and devising appropriate strategies thereon. Despite these efforts, there can be no assurance that long term financial projections would be accurate or interest or repayment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof. While the Company generally provides secured debt to borrowers and assesses the status of security periodically, there can be no assurance that the entire amount of principal and interest can be recovered in an event of default, through invocation/ disposal of security.

In performing its credit assessment, the Company relies largely on information furnished by or on behalf of its borrowers, including financial information, based on which the Company performs its credit assessment. The Company may also depend on certain representations and undertakings relating to the accuracy, correctness and completeness of information, and outsources the verification of the same to professional agencies. Any such information if incorrect or materially misleading, may increase the risk of default and could adversely impact the financial condition, financial results and/or operations of the Company.

3. Repayment of principal is subject to the credit risk of the Company

Potential Investors should be aware that receipt of principal amount and any other amounts that may be due in respect of the Non-Convertible Securities and/or commercial papers (as applicable) is subject to the credit risk of the Company. Potential investors have the risk that the Company may not be able to satisfy its obligations under the Non-Convertible Securities and/or commercial papers (as applicable). In the event that bankruptcy, proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Non-Convertible Securities and/or commercial papers (as applicable) may be substantially reduced or delayed.

4. Interest Rate Risk

The Company's interest income from lending is dependent upon interest rates and their movement. Interest rates are highly sensitive to many factors beyond the control of the Company, including the monetary Policy of RBI, deregulation of the financial sector in India, domestic and international economic and political conditions, foreign exchange rates and their movement, inflation and other factors. Due to these factors, interest rates in India have historically experienced a relatively high degree of volatility. Consequently, there can be no assurance that significant interest rate movements will not have an adverse effect on the Company's financial results and/or operations.

5. Non-performing assets.

At this point in time, the Issuer has NIL non-performing assets and its provisioning norms fully comply with the RBI guidelines/directives. The Issuer believes that its overall financial profile, capitalization levels and risk management systems provide significant risk mitigation. A material increase in the level of non-performing assets in the Issuer's portfolio, due to any reason whatsoever, and/ or change in the extent of provisioning, may cause its business and results of operations to suffer.

6. Access to Capital Markets and Commercial Borrowings

Current regulatory guidelines mandate the Company to raise funds from the debt capital markets. The Company's growth will depend on its continued ability to access funds from debt capital markets, at competitive rates, which in turn will depend on various factors including but not limited to prevailing market conditions and the Company's ability to maintain its credit ratings. If the Company is unable to access funds at an effective cost that is comparable to or lower than that of its competitors, the Company may not be able to offer competitive interest rates for its loans or have adequate funds for its investment activities mandated by regulation. This may adversely impact its business results and its future financial performance.

7. Portfolio Concentration

The Company's lending portfolio comprises Public Private Partnership (PPP) infrastructure projects and non-PPP infrastructure projects which have completed at least one year of satisfactory commercial operations. While the Company's portfolio is diversified across various infrastructure sectors, as the focus has been on key sectors including but not limited to solar power generation, wind power generation, power transmission, etc., the Company's performance may be adversely impacted due to portfolio concentration risk, if these sectors go through a downtrend or are adversely impacted due to changes in law/ regulation or any reason whatsoever.

8. Operational and System Risk

The Company may be faced with operational risks (which may include people, process, system or external event risks), which may arise as a result of various factors, viz., improper authorizations, failure of employees to adhere to approved procedures, inappropriate documentation, failure in having or adherence to security policies, frauds, inadequate training and employee errors. Further, there can also be a security risk in terms of handling information technology related products such as system failures, information system disruptions, communication systems failure which involves certain risks like data loss, breach of confidentiality and adverse effect on business continuity and network security. Cybersecurity events such as unauthorized access, computer viruses, deceptive communications (phishing, social engineering), infection through malicious code (malware, ransomware) or other cyber incidents resulting in data loss, breach or unavailability of systems.

If any of the systems do not operate properly or are disabled or if other shortcomings or failures in internal processes or systems are to arise, this could affect the Company's operations and/or result in financial loss, disruption of Company's businesses, regulatory intervention and/or damage to its reputation. In addition, the Company's ability to conduct business may be adversely impacted by a disruption (i) in the infrastructure that supports its businesses and (ii) in the localities in which it is located.

9. Any inability of the Company to attract or retain talented professionals may impact its business operations

The business in which the Company operates is very competitive and the Company's ability to attract and retain quality talent, impacts the successful implementation of growth plans. The Company may lose business opportunities and business, or portfolio monitoring may suffer if such required manpower is not available on time. The inability of the Company to replace manpower or add requisite manpower, in a satisfactory and timely manner may adversely affect its business and future financial performance.

10. Downgrading of credit rating

The Company cannot guarantee that its credit ratings will not be downgraded. In the event of perceived/ assessed or actual deterioration in the financial health of the Company or technical issues, there is a possibility that any of the Rating Agencies may downgrade the rating of the Non-Convertible Securities and/or commercial papers (as applicable). In such cases, potential investors may have to take losses on re-valuation of their investment or make provisions towards sub-standard/ non-performing investment as per regulatory norms applicable to them. Such a downgrade in the credit rating may lower the value of the Non-Convertible Securities and/or commercial papers (as applicable) and/or the Company's ability to meet its obligations in respect of the Non-Convertible Securities and/or commercial papers (as applicable) could be affected.

11. Decisions may be made on behalf of all Non-Convertible Securities Holders that may be adverse to the interest of individual Non-Convertible Securities Holders

The terms of the Non-Convertible Securities contain provisions for calling meetings of Non-Convertible Securities Holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Non-Convertible Securities Holders including Non-Convertible Securities Holders who did not attend and vote at the relevant meeting and Non-Convertible Securities Holders who voted in a manner contrary to the majority. In view of the same, it is possible that the decisions made through defined majorities on behalf of all Non-Convertible Securities Holders may not be in favour of the interest of any individual Non-Convertible Securities Holder.

12. No Debenture Redemption Reserve

As per the provisions of the Companies (Share Capital and Debentures) Rules, 2014 as amended time to time, the Company is currently exempt from the requirement of creation of debenture redemption reserve in respect of privately placed debentures. Pursuant to this, the Company does not intend to create any such reserves for the redemption of the debentures. The Company will continue to comply with applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable guidelines, as amended from time to time. Under the Income Tax Act 1961, companies are required to create a sinking fund for certain categories of issuances i.e. CBDT notified Zero Coupon Bonds (ZCBs). However, the Companies Act 2013 does not mandate the creation of a sinking fund. The non-availability of such reserve could impact investors.

13. Security may be insufficient to redeem the Debentures

In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the debentures, the Debenture Trustee may enforce the Security as per the terms of the Debenture Trustee Deed and other related documents. The Investors recovery in relation to the debentures will be subject to (i) the market value of the property offered as security, and (ii) finding a willing buyer in a timely manner, for such security at a price sufficient to repay the potential investors' amounts outstanding under the debentures. There is no assurance that recovery from disposal of security, would be sufficient for redemption of debt instruments.

14. Tax and other Considerations

Special tax, accounting and legal considerations may apply to certain types of potential investors. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of an investment into the Non-Convertible Securities and/or commercial papers (as applicable).

15. Asset Liability Mismatch (ALM)

The Company has assets and liabilities with varying maturities whose cash flows may not be completely aligned for each maturity bucket. The Company's assets are mostly loans with amortising repayments. Borrowings in the form of bonds, as required by regulation, typically have bullet redemption. In case of the misalignment of cash flows caused by the nature of asset and liability repayments, ALM mismatch risk may arise and this may adversely impact the financial position and operations of the Company and may impair its ability to make payments.

B. EXTERNAL RISK FACTORS

1. The Non-Convertible Securities and/or Commercial Papers (as applicable) may be illiquid

The Company intends to list the Non-Convertible Securities and/or commercial papers (as applicable) on the NSE and/ or BSE. The Company cannot provide any guarantee that the Non-Convertible Securities and/or commercial papers (as applicable) will be frequently traded on the Stock Exchange and that there would be any market for the Non-Convertible Securities and/or commercial papers (as applicable). The current trading of the Company's existing listed non-convertible debentures may not reflect the liquidity of the Non-Convertible Securities and/or commercial papers (as applicable) being offered through the Issue. It is not possible to predict if and to what extent a secondary market may develop for the Non-Convertible Securities and/or commercial papers (as applicable) or at what price the Non-Convertible Securities and/or commercial papers (as applicable) will trade in the secondary market or whether such market will be liquid or illiquid. The fact that the Non-Convertible Securities and/or commercial papers (as applicable) may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading.

Further, the Company may not be able to issue any further Non-Convertible Securities and/or commercial papers (as applicable), in case of any disruptions in the securities market.

2. Changes in law or regulation in future

Future government policies and changes in laws and regulations in India (including their interpretation and application to the operations of the Company) and comments, statements or policy changes by policy makers or any regulator, including but not limited to, the Income Tax department, SEBI or RBI, or orders by Tribunals/ Courts, may adversely affect the Non-Convertible Securities and/or commercial papers (as applicable), and restrict the Company's ability to do business in its target markets. The timing and content of any new law or regulation or rule is not within the Company's control and such new law, regulation, comment, statement, rule or policy change could have an adverse impact on its business, financial results and/or operations.

Further, SEBI, the relevant Stock Exchange(s) or other regulatory authorities may require clarifications on this General Information Document, which may cause a delay in the issuance of Non-Convertible Securities and/or commercial papers (as applicable) or may result in the Non-Convertible Securities and/or commercial papers (as applicable) being materially affected.

3. Material changes in law and regulations to which the Company is subjected

NBFCs in India are subject to supervision and regulation by the RBI. In addition, the Company is generally subject to changes in Indian law, as well as to changes in regulations and policies and accounting standards. The RBI also requires the Company to make provisions based on quality of assets and ensure specified levels of capital adequacy. Any changes in the regulatory framework impacting NBFCs or IDF NBFCs, including but not limited to change in the definition of infrastructure, change in risk weights on assets and/or provisioning norms and/or capital adequacy requirements could adversely affect the profitability of the Company or its future financial performance. The Company is subject to certain statutory, regulatory, exposure and prudential norms and this may limit the flexibility of the Company's lending or investments. As per current Tax Laws, any income of an IDF-NBFC is exempt from income tax; withdrawal of this benefit in part or full, or change of law/ rules in this regard may impact the profitability of the Issuer.

4. A slowdown in economic growth in India

The Company's performance and the quality and growth of its assets are necessarily dependent on the health of the overall Indian economy. A slowdown in the Indian economy or a fall in India's GDP or other macroeconomic indicators may adversely affect its business, including its ability to enhance its asset portfolio and the quality of its assets, and its ability to implement certain measures could be adversely affected by a movement in interest rates, or various other factors affecting the growth of industrial, manufacturing and services sector or a general downtrend in the economy. Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact the Company's ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available.

5. Political instability or changes in the government could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally

If there is any slowdown in the economic liberalization, or a reversal of steps already taken, it could have an adverse impact on the Company's business. Financial difficulties and other problems in certain financial institutions in India could cause the Company's business to suffer. The Company is exposed to the risks of the international as well as Indian financial system, which in turn may be affected by financial difficulties, trends and other problems faced by certain Indian financial institutions. The problems faced by such Indian financial institutions and any instability in, or difficulties faced by the Indian financial system generally could create an adverse market perception about Indian financial institutions, banks and NBFCs. This in turn could adversely affect the Company's business, its financial performance and its shareholders' funds.

6. Acts of God, terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and the Company's business

Acts of God, terrorist attacks and other acts of violence or war may negatively impact the Indian markets and may also adversely impact worldwide financial markets. These acts may also result in a loss of business confidence. In addition, adverse social, economic and political events in India could have a negative impact on the Company. Such incidents could also create a perception that investment in Indian companies involves a higher degree of risk which could have an adverse impact on the Company's business.

7. The Company's business may be adversely impacted by natural calamities or unfavourable climatic changes

India has experienced natural calamities such as earthquakes, floods, droughts, landslides and a tsunami in recent years. India has also experienced pandemics, including the outbreak of avian flu, swine flu and coronavirus. The extent and severity of these natural disasters and the lock downs due to these pandemics, on the projects financed by the Company and consequently the impact on the Company itself, cannot be predicted with any level of certainty. Prolonged spells of abnormal rainfall, drought and other natural calamities could have an adverse impact on the economy which in turn could adversely affect the financial results and/or operations of the Company. While the Company has conditions/ covenants in its financing documents to ensure that such projects are adequately insured, there is no assurance that the insurance would cover the entire impact of such natural calamities or whether such insurance claims would be received in a timely manner.

8. There is no assurance that the Non-Convertible Securities and/or Commercial Papers (as applicable) issued pursuant to this issue will be listed on Stock Exchanges in a timely manner, or at all

There is no assurance that the Non-Convertible Securities and/or commercial papers (as applicable) issued pursuant to this issue will be listed on Stock Exchanges in a timely manner, or at all. In accordance with Indian law and practice, permissions for listing and trading of the Non-Convertible Securities and/or commercial papers (as applicable) issued pursuant to this issue will not be granted until after the Non-Convertible Securities and/or commercial papers (as applicable) have been issued and allotted. Approval for listing and trading will require all relevant documents to be submitted and carrying out of necessary procedures with the Stock Exchanges. There could be a failure or delay in listing the Non-Convertible Securities and/or commercial papers (as applicable) on the Stock Exchange for reasons unforeseen.

C. GENERAL RISK FACTORS

Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risks attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this issue. For taking an investment decision, investors must rely on their examination of the Company, this General Information Document and any Key Information Documents issued in pursuance hereof and the Issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under **Section III** of this General Information Document. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities. The Issue has not been recommended or approved by any regulatory authority in India, including SEBI or RBI nor does SEBI or RBI guarantee the accuracy or adequacy of this General Information Document and the Key Information Document. There is no guarantee, implicit or explicit, by any shareholder or owner, regarding equity infusion or credit support in any manner whatsoever.

D. ADDITIONAL ASSUMPTIONS

The initial subscriber by subscribing to and any subsequent purchaser by purchasing the Non-Convertible Securities and/or commercial papers (as applicable) shall be deemed to have agreed that and accordingly the Company shall be entitled to presume that each of the initial subscribers and any subsequent purchasers (Non-Convertible Securities Holder, as referred to hereinabove and hereinafter):

(1) has reviewed the terms and conditions applicable to the Non-Convertible Securities and/or commercial papers (as applicable) as contained in the General Information Document and the relevant Key Information Document and has understood the same, and, on an independent assessment thereof, found the same acceptable for the investment made and has also reviewed the risk disclosures contained herein and has understood the risks, and determined that Non-Convertible Securities and/or commercial papers (as applicable) are a suitable investment and that the Non-Convertible Securities Holder can bear the economic risk of that investment;

(2) has received all the information believed by it to be necessary and appropriate or material in connection with, and for, investment in the Non-Convertible Securities and/or commercial papers (as applicable);

(3) has sufficient knowledge, experience and expertise as an investor, to make the investment in the Non-Convertible Securities and/or commercial papers (as applicable);

(4) has not relied on either the Company or any of its affiliate, associate, holding, subsidiary or group entities, if any or any person acting in its or their behalf for any information, advice or recommendations of any sort except as regards the accuracy of the specific factual information about the terms of the Debenture set out in this General Information Document and the relevant Key Information Document;

(5) has understood that information contained in this General Information Document and the relevant Key Information Document is not to be construed as business or investment advice;

(6) has made an independent evaluation and judgment of all risks and merits before investing in the Non-Convertible Securities and/or commercial papers (as applicable);

(7) has understood that the method and manner of computation of returns and calculations on the Non-Convertible Securities and/or commercial papers (as applicable) shall be solely determined by the Company and the decision of the Company shall be final and binding;

(8) has understood that in the event of any discretions to be exercised, in relation to method and manner of any of the above computations including due to any disruptions in any of the financial or other related markets or if for any other reason the calculations cannot be made as the method and manner originally stipulated or referred to or implied, such alternative methods or approach shall be used as deemed fit by the Company and may include the use of estimates and approximations. All such computations shall be valid and binding on the Non-Convertible Securities and/or commercial papers (as applicable) Holder(s) and no liability thereof will attach to the Company;

(9) has understood that in the event that the Non-Convertible Securities and/or commercial papers (as applicable) Holder(s) suffers adverse consequences or loss, the Non-Convertible Securities and/or commercial papers (as applicable) Holder(s) shall be solely responsible for the same and the Company, its parent, its subsidiaries or affiliates, if any shall not be responsible, in any manner whatsoever, for any adverse consequences or loss suffered by the Non-Convertible Securities and/or commercial papers (as applicable) Holder(s) including but not limited to on the basis of any claim that no adequate disclosure regarding the risks involved were made or that the full risks involved were not explained or understood;

(10) has the legal ability to invest in the Non-Convertible Securities and/or commercial papers (as applicable) and the investment does not contravene any provision of any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Non-Convertible Securities Holder or its assets;

(11) where the Non-Convertible Securities and/or commercial papers (as applicable) Holder includes any kind of fund including but not limited to a mutual fund / provident fund/pension fund / superannuation fund / gratuity fund/ endowment fund/ wealth fund/ family office fund or any kind of retirement benefit funds or other welfare funds (each a "**fund**"), that:

(a) investing in the Non-Convertible Securities and/or commercial papers (as applicable) on the terms and conditions stated herein is within the scope of the fund's investment policy and does not conflict with the provisions of the trust deed / bye laws / regulations currently in force,
(b) the investment in Non-Convertible Securities and/or commercial papers (as applicable) is being made by and on behalf of the fund and that the fund is in force and existing and the investment has been ratified by appropriate resolutions, and
(c) the investment in Non-Convertible Securities and/or commercial papers (as applicable) has been duly authorized and does not contravene any provisions of the trust deed / bye laws / regulations as currently in force or any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the fund or its assets;

(12) where the Non-Convertible Securities and/or commercial papers (as applicable) Holder is a company, that:

(a) the Non-Convertible Securities Holder is not precluded under any law, rules, regulations and / or circular(s) issued by any statutory authority (ies) including under the Act from investing in the Non-Convertible Securities and/or commercial papers (as applicable);
(b) All necessary corporate or other necessary action has been taken and that the Non-Convertible Securities and/or commercial papers (as applicable) Holder has corporate ability and authority, to invest in the Non-Convertible Securities and/or commercial papers (as applicable); and
(C) Investment in the Non-Convertible Securities and/or commercial papers (as applicable) does not contravene any provisions of the Memorandum and Articles of Association or any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Non-Convertible Securities Holder or the Non-Convertible Securities Holder's assets.

SECTION IV

OTHER DISCLOSURES AS PER SCHEDULE I OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021

A. Issuer Information

(a) A summary of the business/activities of the Issuer and its subsidiaries with the details of branches or units if any and its line of business:

(i) Overview and a brief summary of the business activities of the Issuer:

Brief Background of the NIIF IFL:

The Finance Minister of India in his budget speech for 2011-12 had announced the setting up of Infrastructure Debt Funds ("**IDFs**") in order to accelerate and enhance the flow of long-term debt in Infrastructure Projects.

Since several banks had reached group concentration limits to key infrastructure developer groups and faced asset liability mismatches due to low tenor liabilities and higher tenor infrastructure assets, IDFs were conceived as specialized financing vehicles to solve the problem of asset liability mismatches, free up group concentration limits of banks, channelize long term funds (like pension/ provident/ insurance/ sovereign funds, etc.) to infrastructure projects and provide innovative credit enhancement solutions to enhance viability of Infrastructure Projects in India.

IDFC Limited incorporated IDFC Infra Debt Fund Limited on March 7, 2014, as a new infrastructure financing entity to carry on the business of an infrastructure debt fund under the NBFC format as per the RBI guidelines issued in this regard. The Reserve Bank of India granted a Certificate of Registration to IDFC Infra Debt Fund Limited ("**IDFC IDFL**") on September 22, 2014, permitting the Company to carry on the business of a Non-Banking Finance Company – Infrastructure Debt Fund. The Company commenced business on January 16, 2015. The name of IDFC Infra Debt Fund Limited was changed to IDFC Infrastructure Finance Limited ("**IDFC IFL**") with effect from January 10, 2017. Pursuant to definitive agreements entered between IDFC Limited, IDFC Financial Holding Company Limited ("**IDFC FHCL**"), IDFC Infrastructure Finance Limited and National Investment & Infrastructure Fund II ("**NIIF Fund II**") on October 30, 2018; IDFC FHCL sold 51.48% of the shareholding and SBI Life Insurance Company Limited sold 7.41% of the shareholding in the Company to National Investment and Infrastructure Fund II during the FY 2018-19. Subsequently, IDFC FHCL sold its remaining 30% of the holding in the Company to Aseem Infrastructure Finance Limited during the FY 2019-20.

The name of the Issuer was consequently changed to NIIF Infrastructure Finance Limited (**NIIF IFL**) with effect from July 11, 2019.

Summary of the business/ activities and its line of business

In terms of the guidelines issued by RBI, IDF-NBFCs are permitted to -

i. Refinance post commencement operation date (COD) infrastructure projects that have completed at least 1 year of satisfactory commercial operations; and
ii. Finance toll operate transfer (TOT) projects as a direct lender

NIIF IFL intends to undertake issuance of green bonds to finance projects that promote green infrastructure, such as projects that protect natural resources and ecosystems and are linked to specific renewable projects like wind or solar power plant etc., in line with regulations and/or guidelines issued by SEBI.

NIIF IFL intends to focus on projects across various sectors and sub-sectors in infrastructure in line with RBI guidelines and as notified by Ministry of Finance (Department of Economic Affairs) from time to time as per the Updated Harmonised Master List of Infrastructure Sub-Sectors, including but not limited to transport, energy, communication, logistic and social and commercial infrastructure.

NIIF IFL is a responsible financial institution and has integrated environmental & social (E&S) risks in its lending cycle. The Company has adopted IFC Performance Standards for E&S risk assessment in its project finance transactions.

NIIF IFL is permitted to raise funds by way of rupee or dollar denominated Bonds of minimum 5 (five) years tenure. From April 21, 2016, IDF-NBFCs have been permitted by RBI to raise funds through shorter tenor bonds and commercial papers (CPs) from the domestic market to the extent of upto 10% of their total outstanding borrowings. Further, IDF-NBFCs are required to follow applicable fund-raising and other guidelines/provisions of Companies Act, RBI/SEBI/ Income tax Rules.

RBI vide its circular dated November 10, 2023, permitted IDF-NBFCs to raise funds through external commercial borrowings (ECBs) from institutions other than foreign branches of Indian banks. Such borrowings shall be subject to minimum tenor of five years. Also, IDF-NBFCs shall also be required to adhere guidelines issued by the foreign exchange department of the Reserve Bank of India.

Controlling Stake Holder:

NIIF Strategic Opportunities Fund (SOF), also referred as NIIF Fund II, is one of the largest India-focused growth equity fund. NIIF SOF is managed by National Investment and Infrastructure Fund Limited (NIIFL), an investor-owned fund manager, anchored by the GOI in collaboration with the leading global and domestic institutional investors. NIIFL manages assets over USD 4.9 billion through its four funds encompassing the Master Fund, Private Markets Fund, SOF and India-Japan Fund, each of which is registered with SEBI as Category II AIFs. NIIFL has received ₹20,000 crores of capital commitments from GOI across its funds, and similar amount will be raised from external strategic investors such that the GOI's contribution to the corpus of NIIF's funds will reach 49%.

NIIF SOF has been established with the objective to provide long-term capital to high-growth future-ready businesses in India. NIIF SOF has built a scalable integrated financial services platform by investing equity in NIIF Infrastructure Finance Limited and AIFL, enabling them to become sizeable players in the Indian infrastructure debt financing space.

Background of Aseem Infrastructure Finance Limited (Other significant stakeholder):

Aseem Infrastructure Finance Limited ("**NIIF Group Company/ AIFL**") is an NBFC- IFC (Infrastructure Finance Company). The NIIF Fund II has a 59% stake in NIIF Group Company on a fully diluted basis. Presently, the Company has an Equity capital base of Rs. 2,380.59 crores (excluding Securities premium). AIFL is registered with the Reserve Bank of India ("**RBI**") as IFC-NBFC and it owns 30.82% equity stake in NIIF IFL.

Infrastructure sector in India

Infrastructure is a key driver of the Indian economy and instrumental in impacting India's overall development. It is a priority for the government's economic policy. The Government of India has emphasized the importance of infrastructure and PPPs in successive Union Budget speeches/ announcements.

The key difference between an IDF-NBFC and other infrastructure financing institutions is that an IDF-NBFC, by regulation, finances those Infrastructure Projects that have achieved COD and have a track record of at least one year of satisfactory commercial operations. This insulates IDF- NBFCs from the uncertainties and risks associated with construction and development of Infrastructure

Projects particularly with regard to timely approvals, land acquisition, risk of developers not infusing requisite amount of equity etc. In view of the lower risk associated with such financing, IDF NBFCs are permitted by regulation, lower risk weight of 50% in respect of financing for PPP infrastructure projects that have completed at least 1 year of operations.

NIIF IFL does not have any subsidiary company.

(ii) Corporate Structure of the Issuer:

The following is the Corporate Structure of the Company:

1. Domestic and Foreign direct/indirect Subsidiaries:

   Nil

2. Following is the shareholding pattern of the Company

Details of Equity Share Capital of the Company:

Sr. No.	Name of Shareholder	Shares	% of holding
1.	National Investment and Infrastructure Fund II and its nominees	546,350,979	39.72
2.	Aseem Infrastructure Finance Limited	423,932,487	30.83
3.	HDFC Bank Limited	60,000,000	4.36
4.	President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India	34,49,97,165	25.09
	Total	**1,375,280,631**	**100.00**

Details of Preference Share Capital of the Company:

The Board of Directors at the meeting held on March 28, 2024, approved the conversion of 34,49,97,165 Compulsorily Convertible Preference Shares (CCPS) held by the President of India into 34,49,97,165 Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024.

Sr. No.	Name of Shareholder	No. of CCPS	% of Shareholding
-	NIL	-	-

3. **Name of the Controlling Equity Holder**

   National Investment and Infrastructure Fund II (NIIF Fund II) is the controlling equity stake holder of the Company.

Project Cost and means of financing, in case of funding of new projects:

The proceeds of the issue will be utilized for such purposes as may be mentioned in the respective Key Information Document(s) pertaining to each Tranche Issue, and would be in line with extant regulation.

(b) Expense of the Issue:

Expenses	Fees Amount (in Rs.)	Fees as a percentage of total issue expenses (%)	Fees as a percentage of total issue size (%)
Lead manager(s) fees	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		
Underwriting commission	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		
Brokerage, selling, commission and upload fees	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		
Fees payable to the registrars to the issue	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		
Fees payable to the legal advisors	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		
Advertising and marketing expenses	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		
Fees payable to the regulators including stock exchanges	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		
Expenses incurred on printing and distribution of issue stationary	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		
Any other fees, commission or payments	As mentioned in the respective Key Information Document pertaining to each Tranche Issue		

under whatever nomenclature	
Total	As mentioned in the respective Key Information Document pertaining to each Tranche Issue

(c) Financial Information:

(i) The audited financial statements (i.e., Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of 3 (Three) completed years along with the auditor's report and the requisite schedules, footnotes, summary etc.:

Please refer **Annexure IV** of this General Information Document.

(ii) A columnar representation of the unaudited financial information with limited review report (for the interim period) along with the auditor's report and the requisite schedules, footnotes, summary etc.:

The audited financial statements of the Company as on March 31, 2024 are annexed herewith under **Annexure IV** of this General Information Document.

(iii) Key Operational and Financial Parameters on consolidated and standalone basis:

a. **Consolidated:** NA
b. **Standalone basis:**

Amount in Rs. crores

Parameters	**As at March 31, 2024 (Audited)**	**As at March 31, 2023 (Audited)**	**As at March 31, 2022 (Audited)**
Balance Sheet			
Assets			
Property, Plant and Equipment	11.66	7.38	1.50
Financial Assets	23,484.39	18,250.89	15,334.80
Non-financial Assets excluding property, plant and equipment	251.93	148.15	116.80
Total assets	23,747.98	18,406.42	15,453.10
Liabilities			
Financial Liabilities			
- Derivative financial instruments			
- Trade Payables	6.05	3.99	3.82
- Debt Securities	19.782.14	14,949.81	12,322.74
- Borrowings (other than Debt Securities)	-	-	-
- Subordinated Liabilities	-	-	-
- Other financial liabilities	82.20	8.32	7.68

Non – Financial Liabilities			
- Current tax liabilities (net)	-	-	-
- Provisions	6.47	2.87	2.00
- Deferred tax liabilities (net)	-	-	-
- Other non-financial liabilities	11.47	1.69	1.93
Equity (equity share capital and other equity)	3,859.65	3,439.73	3,114.94
Total equity and liabilities	23,747.98	18,406.42	15,453.10
Revenue from operations	1,836.62	1,404.12	977.19
Other Income	10.40	0.11	7.13
Total Income	1,847.02	1,404.23	984.32
Total Expenses	1,431.60	1,078.49	751.07
Profit after Tax for the year	420.47	325.74	233.25
Other Comprehensive Income	-0.52	-0.95	-0.15
Total Comprehensive Income	419.95	324.79	233.10
Earnings per equity share (Basic)	3.06	2.37	2.31
Earnings per equity share (Diluted)	3.06	2.37	2.31
Net cash from / used in(-) operating activities	3,676.22	-3,218.39	-5,381.01
Net cash from / used in(-) investing activities	-535.61	-1.01	-0.95
Net cash from / used in(-) financing activities	4,589.75	2,511.43	5,883.45
Net increase/decrease(-) in cash and cash equivalents	377.92	-707.97	501.49
Cash and cash equivalents as per Cash Flow Statement as at end of Half Year	911.50	533.58	1,241.55
	As at March 31, 2024 (Audited)	**As at March 31, 2023 (Audited)**	**As at March 31, 2022 (Audited)**
Net worth	3,859.65	3,439.71	3,114.94
Cash and Cash Equivalents	911.50	533.58	1,241.55
Loans	21,989.77	17,717.01	14,093.00

Loans Principal Amount	22,118.19	17,839.47	14,200.55
Total Debts to Total assets	0.83	0.82	0.80
Interest Income	1,797.54	1,397.00	977.19
Interest Expense	1,351.83	1,017.01	676.97
Impairment on Financial Instruments	-	-	-
Bad Debts to Loans	-	-	-
% Stage 3 Loans on Loans (Principal Amount)	-	-	-
% Net Stage 3 Loans on Loans (Principal Amount)	-	-	-
Tier I Capital Adequacy Ratio (%)	23.28%	20.12%	22.76%
Tier II Capital Adequacy Ratio (%)	0.94%	0.73%	0.73%

(d) **Details of any other contingent liabilities of the Issuer based on the last audited financial statements including amount and nature of liability –** Nil

(e) **The amount of corporate guarantee or letter of comfort issued by the Issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued –** Nil

(f) **A brief history of the Issuer since its incorporation giving details of its following activities:**

(i) **Details of Share Capital as on last quarter end:**

Details of Equity Share Capital:

Share Capital	No. of Shares	Rupees (Rs.)
Authorized Share Capital	1,815,000,000 having face value of Rs. 10/- each	18,150,000,000
Issued, Subscribed and Paid-up Share Capital	1,375,280,631having face value of Rs. 10/- each	13,752,806,310

Details of Preference Share Capital:

Share Capital	No. of Shares	Rupees (Rs.)
Authorized Share Capital	88,095,238 having face value of Rs 21/- each	1,850,000,000

	259,259,259 having face value of Rs. 27/- each	6,999,999,993
	150,000 having face value of Rs 100,000/- each	15,000,000,000
Issued, Subscribed and Paid-up Share Capital*	- -	- -

** The Board of Directors at their meeting held on March 28, 2024, approved the conversion of 34,49,97,165 Compulsorily Convertible Preference Shares (CCPS) held by the President of India into 34,49,97,165 Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024.*

(ii) Changes in its capital structure as on last quarter end, for the preceding 3 (Three) financial years and current financial year:-

Date of Change (AGM/EGM)	Particulars
EGM dated March 1, 2021	The Authorized share capital of the Company was increased from to Rs. 8,000,000,000 to Rs. 20,000,000,000
EGM dated March 22, 2022	The Authorized share capital of the Company was increased from Rs. 20,000,000,000 to Rs. 26,999,999,991
EGM dated March 28, 2024	The Authorized share capital of the Company was increased from 26,999,999,991 to 41,999,999,991

Capital Allotment history since inception

The Company had allotted 11,950,000 equity shares on March 21, 2014 to IDFC Limited, through a rights issue.

On August 12, 2014 the Company allotted by way of Preferential Allotment, 140,000,000 equity shares to IDFC Limited, 143,000,000 equity shares to IDFC Alternatives Limited and 15,000,000 equity shares to IDFC Finance Limited.

At the Board meeting held on April 29, 2015, the Board approved to transfer 152,000,000 equity shares held by IDFC Limited of the Company to IDFC Financial Holding Company Limited. At the Board meeting held on August 21, 2015, the Board approved following transfers of equity shares of the Company:

Sr. No.	Name of the Transferor	Name of the Transferee	No of shares
1.	IDFC Alternatives Limited	IDFC Financial Holding Company Limited.	143,000,000
2.	IDFC Finance Limited	IDFC Financial Holding Company Limited.	15,000,000

On September 21, 2015, 130,000,000 equity shares were allotted to IDFC Financial Holding Company Limited by way of rights issue.

On March 29, 2016, the Company made a Preferential allotment aggregating to 100,000,000 equity shares divided into 60,000,000 equity shares to Housing Development Finance Corporation Limited (since merged with HDFC Bank Limited) and 40,000,000 equity shares to SBI Life Insurance Company Limited.

Pursuant to definitive agreements entered between IDFC Limited, IDFC Financial Holding Company Limited ("**IDFC FHCL**"), IDFC Infrastructure Finance Limited and National Investment & Infrastructure Fund II ("**NIIF Fund II**") on October 30, 2018; IDFC FHCL sold 51.48% of the shareholding in the Company to National Investment and Infrastructure Fund II on March 12, 2019.

SBI Life Insurance Company Limited and Housing Development Finance Corporation Limited (since merged with HDFC Bank Limited) ("**HDFC**") were given tag along right along with "IDFC FHCL" to sell their equity stake in the Company to NIIF Fund II. HDFC decided to continue their shareholding and SBI Life sold their equity stake of 7.41% to NIIF Fund II.

IDFC FHCL sold 30% of its shareholding in the Company to Aseem Infrastructure Finance Limited on March 30, 2020. Board of Directors of the Company at its meeting held on May 21, 2020 have allotted equity shares of face value of Rs.10/- each at a premium of Rs. 6.41/- each on Rights Basis to the existing shareholders of the Company as follows:

Sr No	Name of the Shareholder	No of share
1.	National Investment and Infrastructure Fund II	100,929,312
2.	Aseem Infrastructure Finance Limited	51,416,819
	Total	**1,52,346,131**

On March 30, 2021, Board of Directors of the Company has allotted 22,33,84,030 (Twenty Two Crore Thirty Three Lakh Eighty Four Thousand Thirty) Equity Shares of face value of Rs. 10 (Rupees Ten only) per share at a premium of Rs. 11.04 (Rupees Eleven and Four Paisa only) per share (the "**Equity Shares**") aggregating to Rs 469,99,99,992 (Rupees Four Hundred and Sixty Crore Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Two only) on private placement basis to National Investment and Infrastructure Fund II and Aseem Infrastructure Finance Limited, existing shareholders of the Company and 8,79,27,757 (Eight Crore Seventy Nine Lakh Twenty Seven Thousand Seven Hundred Fifty Seven) 0.001% Compulsorily Convertible Preference Shares (CCPS) of the Company of the face value of Rs. 21 (Rupees Twenty One only) each at a premium of Rs. 0.04 (Rupees Four Paisa only) per share aggregating to Rs. 185,00,00,007 (Rupees One Hundred Eighty Five Crore and Seven only) on private placement basis to President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India

On March 28, 2022, the Board of Directors of the Company had allotted 11,45,53,305 (Eleven Crore Forty Five Lakh Fifty Three Thousand and Three Hundred Five) Equity Shares of the Company of face value of Rs. 10 (Rupees Ten only) each at a premium of Rs. 17.23 (Rupees Seventeen and Twenty Three Paise only) per share aggregating to Rs. 311,92,86,495.15 (Rupees Three Hundred and Eleven Crore Ninety Two Lakh Eighty Six Thousand Four Hundred Ninety Five and Fifteen Paise Only), on a preferential cum private placement basis, to Aseem Infrastructure Finance Limited and 25,70,69,408 (Twenty Five Crore Seventy Lakh Sixty Nine Thousand Four Hundred Eight) 0.001% Compulsorily Convertible preference Shares (Series II) ("**CCPS**")) of the Company of the face value of Rs. 27/- (Rupees Twenty Seven only) each at a premium of Rs. 0.23 (Twenty Three paise only) per share aggregating to Rs. 699,99,99,980 (Rupees Six Hundred Ninety Nine Crore Ninety Nine lakh Ninety Nine Thousand Nine Hundred Eighty only), on a preferential cum private placement basis to the President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India existing preference shareholder of the Company.

On March 28, 2024, the Board of Directors of the Company approved the conversion of 34,49,97,165 (Thirty Four Crore Forty Nine Lakh Ninety Seven Thousand One Hundred Sixty Five) Compulsorily Convertible Preference Shares (CCPS) held by President of India into 34,49,97,165 (Thirty Four Crore Forty Nine Lakh Ninety Seven Thousand One Hundred Sixty Five) Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 (Thirty Four Crore Forty Nine Lakh Ninety Seven Thousand One Hundred Sixty Five) Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024.

Current Shareholding pattern of the Company is given below:

Details of Equity Share Capital of the Company:

Sr. No.	Name of Shareholder	Shares	% of holding
1.	National Investment and Infrastructure Fund II and its nominees	546,350,979	39.72
2.	Aseem Infrastructure Finance Limited	423,932,487	30.83
3.	HDFC Bank Limited*	60,000,000	4.36
4.	President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India**	34,49,97,165	25.09
	Total	**1,375,280,631**	**100.00**

**The Company's initial shareholder was Housing Development Finance Corporation Limited which merged with HDFC Bank Limited w.e.f. July 1, 2023.*
***The Board of Directors at their meeting held on March 28, 2024, approved the conversion of 34,49,97,165 Compulsorily Convertible Preference Shares (CCPS) held by President of India into 34,49,97,165 Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024.*

Details of Preference Share Capital of the Company:
The Board of Directors at their meeting held on March 28, 2024, approved the conversion of 34,49,97,165 Compulsorily Convertible Preference Shares (CCPS) held by President of India into 34,49,97,165 Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024.

The Board of Directors at their meeting held on February 22, 2024, and the shareholders of the Company at the Extra-Ordinary General Meeting held on March 28, 2024, approved the issuance of 1,50,000 Non-Convertible Redeemable Preference Shares ("NCRPS") of face value Rs. 1,00,000 each aggregating to Rs. 1,500 crores (Rupees One Thousand Five Hundred Crores only).

Sr. No.	Name of Shareholder	No. of CCPS	% of Shareholding
-	NIL	-	-

(iii) Equity and Preference Share Capital of the Company, for the preceding three financial years and current financial year:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative		
						No of equity shares	Equity Share Capital (Rs.)	Equity Share Premium (Rs. In Crore)
As on Incorporation	50,000	10	10	Cash	Subscription	50,000	500,000	NIL
21-March-14	11,950,000	10	10	Cash	Rights Issue	12,000,000	120,000,000	NIL
12-August-14	298,000,000	10	10	Cash	Preferential Allotment	310,000,000	3,100,000,000	NIL
21-Septemeber-15	130,000,000	10	10	Cash	Right Issue	440,000,000	4,400,000,000	NIL
29- March-16	100,000,000	10	10	Cash	Preferential Allotment	540,000,000	5,400,000,000	NIL
21-May-20	15,23,46,131	10	16.41	Cash	Right Issue	692,346,131	6,923,461,310	97,65,38,700
30- March 21	223,384,030	10	21.04	Cash	Private Placement	915,730,161	9,157,301,610	2,466,159,692
28-March-22	114,553,305	10	27.23	Cash	Private Placement	1,030,283,466	10,302,834,660	197,37,53,445.15
30-March-24	87,927,757	10	21	Conversion of CCPS into equity shares	Conversion of CCPS into equity shares	1,37,52,80,631	13,752,806,310	967,205,327
	257,069,408	10	27	Conversion of CCPS into equity shares	Conversion of CCPS into equity shares			4,370,179,936

Date of Allotment	No. of CCPS	Face Value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative		
						No of CCPS	Preference Shares Capital (Rs.)	Premium (Rs. In Crore)
30-March 21	87,927,757	21	21.04	Cash	Private Placement	87,927,757	1,846,482,897	3,517,110
28-March 22	257,069,408	27	27.23	Cash	Private Placement	25,70,69,408	6,940,874,016	59,125,963.84

The Board of Directors at their meeting held on March 28, 2024, approved the conversion of 34,49,97,165 Compulsorily Convertible Preference Shares (CCPS) held by the President of India into 34,49,97,165 Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024

(iv) Details of any Acquisition or Amalgamation with any entity in the preceding 1 (One) year:

There was no acquisition or amalgamation event in the last one year.

(v) Details of any Reorganization or Reconstruction in the preceding 1 (One) year: NIL

(vi) Details of the shareholding of the Company as at the latest quarter end, as per the format specified under the listing regulations:

(i) Equity Shareholding pattern of the Company as on date:

Sr. No.	Name of Shareholder	Shares	% of holding
1.	National Investment and Infrastructure Fund II and its nominees	546,350,979	39.72
2.	Aseem Infrastructure Finance Limited	423,932,487	30.83
3.	HDFC Bank Limited*	60,000,000	4.36
4.	The President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India.**	344,997,165	25.09
	Total	**1,37,52,80,631**	**100**

The Company's initial shareholder was Housing Development Finance Corporation Limited which merged with HDFC Bank Limited w.e.f. July 1, 2023.

*****The Board of Directors at their meeting held on March 28, 2024, approved the conversion of 34,49,97,165 Compulsorily Convertible Preference Shares (CCPS) held by the President of India into 34,49,97,165 Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024.***

(ii) Preference Shareholding pattern of the Company as on date:

The Board of Directors at their meeting held on March 28, 2024, approved the conversion of 34,49,97,165 Compulsorily Convertible Preference Shares (CCPS) held by the President of India into 34,49,97,165 Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024.

Details of shares pledged or encumbered by the promoters (if any): NIL

(vii) List of top 10 (Ten) holders of equity shares of the Company as at the latest quarter end:

Sr. No.	Name of the shareholders	Total number of Equity Shares	Number of Shares in Demat form	Total shareholding as % of Total number of Equity Shares
1.	National Investment & Infrastructure Fund II and its nominees.	546,350,979	546,350,979	39.72
2.	Aseem Infrastructure Finance Limited	423,932,487	423,932,487	30.83
3.	HDFC Bank Limited*	60,000,000	60,000,000	4.36

4.	The President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India.**	344,997,165	344,997,1650	25.09
	Total	**1,37,52,80,631**	**1,37,52,80,631**	**100.00**

The Company's initial shareholder was Housing Development Finance Corporation Limited which merged with HDFC Bank Limited w.e.f. July 1, 2023.
*****The Board of Directors at their meeting held on March 28, 2024, approved the conversion of 34,49,97,165 Compulsorily Convertible Preference Shares (CCPS) held by the President of India into 34,49,97,165 Equity Shares of the Company in the ratio of 1 Equity Share for every 1 CCPS held and allotted 34,49,97,165 Equity Shares of face value Rs. 10/- each to the President of India pursuant to conversion of CCPS on March 30, 2024.***

List of top 10 holders of preference shares of the Company as on date:
NIL

(g) Details regarding the directors and management of the Company:

As per our Articles of Association, we are required to have not less than 3 Directors and not more than 15 Directors subject to the provisions of Sections 149 and 152 of the Companies Act, 2013 and subject to Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Currently, we have the following 6 Directors on our Board:

(i) Mr. A K T Chari (DIN: 00746153):

Mr. AKT Chari was an Advisor at IDFC Limited. A keen project finance specialist, he has over 40 years of experience. Prior to joining IDFC, he worked with the Industrial Development Bank of India (IDBI) for 25 years where he held senior positions including the position of Chief General Manager/Adviser - Corporate Finance. In this role, his responsibilities included appraisal of projects – both infrastructure and industrial, project monitoring and portfolio management in the SME and venture capital sectors. He has been an Independent Director on the Board of various companies including HDFC Pension Management Company Limited and HDFC Life Insurance Company Limited.

(ii) Mr. Padmanabh Sinha (DIN: 00101379):

Mr. Padmanabh Sinha (Paddy) is a veteran of the Indian investing ecosystem with a proven track record of building out leading institutions and businesses in India. He has over 28 years of work experience, primarily in private equity investments since 2002, and also as an early tech entrepreneur in India.

His investment experience spans across several sectors, including industrial, technology, consumer, healthcare, business services, infrastructure and financial services. He joined NIIF in 2021 as an Executive Director and CIO - Private Equity and is based in Mumbai.

Prior to joining NIIF, he was with Tata Group's flagship private equity fund, the Tata Opportunities Fund, as its Managing Partner and co-founder. He was instrumental in raising the then largest India-focused private equity fund in 2013 with investments from marquee global investors. Mr. Sinha was the Managing Director - India for Temasek where he co-founded and co-led the India office during its successful build-out phase in India. In his stint with Temasek from 2004 onwards

Mr. Sinha consummated several investments in India and also successfully exited many of these. He additionally led large international projects, including Temasek's entry into life insurance investments globally.

Mr. Sinha was an early tech entrepreneur in India and was one of the founding members of eGurucool.com, an Ed-tech business focused on online and hybrid Test prep for Grade 9-12. Mr. Sinha started his professional career journey with a JP Morgan-ICICI investment banking joint venture in 1995.

Mr. Sinha holds a Bachelor in Engineering degree in Computer Science from BITS. Pilani, and is an MBA from IIM, Calcutta. He completed an Executive Development Course in Late Stage Private Equity from Harvard Business School in 2003.

(iii) Mr. Nilesh Shrivastava (DIN: 09632942)

Mr. Nilesh Shrivastava has twenty-five years of experience across private equity, debt investments, banking and portfolio management. During his career, he has worked on several investments across South Asia as well as East Asia and Africa.

He joined NIIF in December 2019 and is currently the Partner of Strategic Opportunities Fund at the firm. In this role, he is responsible for working across investments, portfolio and fund raising.

Prior to NIIF, Mr. Shrivastava spent 14 years with International Finance Corporation (IFC), the private sector investing arm of World Bank Group. As part of the financial institutions investing group, he led investments in India, Sri Lanka and Bangladesh. He then moved to be the Portfolio Manager for IFC where he was responsible for leading the financial sector investments portfolio of over USD 4 billion across equity and debt in the South Asia market.

Prior to joining IFC in 2005, Mr. Shrivastava worked with HSBC, India in multiple roles including in corporate, operations and retail banking. He started his career with Tata Consultancy Services in 1996. Mr. Shrivastava holds a bachelor’s in computer engineering degree from Lucknow University and has done his PGDM from IIM, Kolkata. He is also a Certificated Associate with Indian Institute of Bankers (CAIIB).

(iv) Ms. Rosemary Sebastian (DIN: 07938489):

Ms. Rosemary Sebastian is a former central banker with 38 years of professional track record. She was an Executive Director of the RBI, overseeing financial supervision for NBFCs and Cooperative Banks. During her career, she has handled various responsibilities in central banking, regulation and supervision of banking and non-banking entities, financial inclusion, consumer protection, public debt management and internal audit among others.

She has contributed significantly to important Committees of RBI and has served as its Nominee Director on the Board of a large public sector bank. Ms. Sebastian is post graduate from Osmania University and has a law degree from Mumbai University. She is currently serving as an Independent Director on the Boards of 2 Companies.

(v) Mr. Ashwani Kumar (DIN: 02870681):

Mr. Ashwani Kumar is a seasoned banker with experience of around 37 years. He was the Chairman and Managing Director of Dena Bank for a 5-year term (January 2013 to December 2017). Previously, he was an Executive Director at Corporation Bank. Appointed by the Government of India (GoI), he served as a Director on the Board of Life Insurance Corporation of India (LIC) for more than 5 years, alongside being the Chairman of the Audit and Risk Management Committees and a Member of Investment and Executive Committees. As the Chairman of the Indian Banking Association (September 2015- October 2016), Mr. Kumar liaisoned with the Reserve Bank of India

(RBI), the GoI and other Statutory bodies to promote sound and progressive banking practices. He was the President of the Indian Institute of Banking & Finance (IIBF), Chairman of the Institute of Banking Personnel Selection (IBPS). He was also a member of the Board of Supervision of NABARD.

Mr. Kumar is a Certified Associate of the Indian Institute of Bankers. He holds a Master's Degree in Science from Lucknow University. He has attended a number of training programmes notably at Kellogg School of Management Chicago, NIBM and other reputed institutions. He has also attended on-the-job training in Bullion at Nova Scotia London and Société Générale Paris.

(vi) Mr. Prashant Kumar Ghose (DIN: 00034945):

Mr. Prashant Kumar Ghose has nearly five decades of finance and industry experience, spanning steel, cement, fertilisers, chemicals and consumer sectors. He worked at Tata Steel, where he was Chief Financial Controller (Corporate) and then Chief of Strategic Finance. He then moved to Tata Chemicals as Chief Financial Officer before being elevated to its Board as Executive Director & CFO. He has worked on multiple M&A and fund-raising transactions globally, and was recognised as CFO of the Year thrice, twice by IMA and once by CNBC TV18.

Mr. Ghose has held multiple board positions including for Tata Chemicals across Europe, North America, Africa and Infinity Retail, Tata Consulting Engineers, Air Asia India and Tata Services. He has also been on international boards - IMACID Morocco and JOil Singapore. Prior to joining Tata Chemicals, he was on the boards of TAYO (erstwhile Tata Yodogawa), Tata Pigments, Stewart's & Lloyd and others. He also was the advisor to the Group Chairman, Tata Group for over two years. He is currently a member of three Indian National Committees of CII and is a member and trustee of the CFO Board.

Mr. Ghose is a B.Com (Hons) graduate, a member of the Institute of Cost & Works Accountants and the Institute of Company Secretaries of India (ICSI), and an alumnus of the Advanced International General Management Program of CEDEP, INSEAD. He has attended the Financial Management programme at Wharton School and Strategy programme at Harvard Business School.

(i) Details of the current directors of the Company as on date:

Name, DIN and Designation	Age (yrs.)	Address	Date of Appointment	Details of other Directorship
Mr. A K T Chari **DIN:** 00746153 **Designation:** Nominee of National Investment and Infrastructure Fund II	84	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	March 12, 2019	-

Mr. Padmanabh Sinha **DIN:** 00101379 Nominee of National Investment and Infrastructure Fund II	53	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	March 28, 2024	Aseem Infrastructure Finance Limited Launchbay Capital Advisors LLP
Mr. Nilesh Shrivastava **DIN:** 09632942 Nominee of National Investment and Infrastructure Fund II	50	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	March 28, 2024	Aseem Infrastructure Finance Limited Ather Energy Private Limited
Ms. Rosemary Sebastian **DIN:**05154174 **Designation:** Independent Director	65	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	June 7, 2022	Godrej Housing Finance Limited Aseem Infrastructure Finance Limited
Mr. Ashwani Kumar **DIN:** 02870681 **Designation:** Independent Director	66	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	September 30,2020	Saurashtra Cement Limited Macrotech Developers Limited
Mr. Prashant Kumar Ghose **DIN: 00034945** **Designation:** Independent Director	73	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	February 1, 2023	Aseem Infrastructure Finance Limited Association of CFO Welfare India Aquachemie DMCC

None of the current directors' name appears in the RBI defaulter list and/or ECGC default list or is a willful defaulter.

Details of change in directors in the preceding 3 (Three) financial years and current financial year:

Name, DIN and Designation	Date of Appointment/ Resignation/ Cessation	Director of the Company since (in case of resignation)	Remark
Ms. Ritu Anand **DIN:**05154174 **Designation:** Independent Director	06/05/2022 Date of Retirement	28/10/2015 Date of Appointment	On 07/05/2019 Ms. Ritu Anand was reappointed as Independent Director for second term after complying with the provisions of the Companies Act, 2013.
Mr. Suresh Menon **DIN:**00737329 **Designation:** Nominee Director	30/03/2021 Date of resignation	18/11/2016 Date of Appointment	
Mr. Surya Prakash Rao Pendyala **DIN:** 02888802 **Designation:** Nominee of National Investment and Infrastructure Fund II	30/11/2023 Date of resignation	12/03/2019 Date of Appointment	Mr. Surya Prakash Rao Pendyala resigned as Chairman and Non-Executive Director (Nominee of NIIF Fund II) of the Company consequent to retirement from National Investment and Infrastructure Fund Limited w.e.f. the closure of business hours on November 30, 2023.
Mr. Rajiv Dhar **DIN:** 00073997 **Designation:** Nominee of National Investment and Infrastructure Fund II	28/03/2024 Date of Resignation	12/03/2019 Date of Appointment	Mr. Rajiv Dhar resigned as Non-Executive Director (Nominee of NIIF Fund II) of the Company w.e.f. the closure of business hours on March 28, 2024.
Mr. A K T Chari **DIN:** 00746153 **Designation:** Nominee of National Investment and Infrastructure Fund II	12/03/2019 Date of Appointment		
Ms. Rosemary Sebastian **DIN:**05154174 **Designation:** Independent Director	07/06/2022 Date of Appointment		

Mr. Ashwani Kumar **DIN:** **Designation:** Independent Director	30/09/2020 Date of Appointment		
Mr. Prashant Kumar Ghose **DIN:** 00034945 **Designation:** Independent Director	01/02/2023 Date of Appointment		-
Mr. Padmanabh Sinha **DIN:** 00101379 **Designation:** Nominee of National Investment and Infrastructure Fund II	28/03/2024 Date of Appointment		
Mr. Nilesh Shrivastava **DIN:** 09632942 **Designation:** Nominee of National Investment and Infrastructure Fund II	28/03/2024 Date of Appointment		

(ii) Brief particulars of the management of the company:

(i) Mr. Shiva Rajaraman (Chief Executive Officer):

Mr. Shiva Rajaraman is the Chief Executive Officer (CEO) of NIIF Infrastructure Finance Limited ("**NIIF IFL"**). He has over 28 years of experience in infrastructure finance, innovative & sustainable funding, and advisory.

In his previous role as founder CEO & Wholetime Director of L&T Infra Debt Fund Limited (L&T IDF), one of India's leading Infrastructure Debt Funds (IDF) with an excellent quality asset base, he introduced innovative financing and credit enhancement solutions to PPP projects in renewable energy, roads, and transmission sectors. The L&T IDF team was able to procure bond & equity investor funding from key national and international investor groups including long term focused pension/ provident/ insurance funds. At L&T Financial Services (LTFS), he was part of the leadership team which managed one of India's largest (USD ~ 3 bn) high quality debt-financed renewable energy portfolios aggregating ~ 6000 MW and one of the largest quality road refinance portfolios.

He has been a member of the Inter-Ministerial Steering Committee (IMSC) of the Government of India, set up for implementation of the National Infrastructure Pipeline (NIP). He has been a member of several expert groups and national committees, including the Project Finance Sub-Group for the NIP and the Expert Group constituted by the Ministry of Finance for guiding rating agencies to developing a new framework for rating Infrastructure Projects. He has also been a member of Infrastructure Committees of CII, FICCI, IVCA (industry associations) and Indian Highway Management Company Ltd (IHMCL), a company promoted by the National Highways Authority of India (NHAI) along with other institutions, which has implemented electronic tolling solutions in India.

Prior to joining L&T Financial Services, he worked with India's specialised infrastructure financier IDFC (now IDFC Bank) for nearly 10 years, in various positions in Project Finance and Risk. He started his career with the Equity Group of Dresdner Kleinwort Benson (later Commerzbank).

He is an established subject matter expert and trainer in the field of infrastructure finance. He has a passion for teaching and conducts training programs for young professionals, senior government and RBI officials.

He holds a Bachelors' degree in Commerce from Loyola College, Chennai, and an MBA from Bharathidasan Institute of Management, Tiruchirappalli, India.

(ii) Mr. Debabrata Mukherjee (Chief Business Officer):

Mr. Debabrata Mukherjee joined the Company in August 2015. He is primarily responsible for business development, fund raising, overseeing the evaluation and delivery of investment and credit proposals and portfolio performance.

In a career spanning over 30 years in financial services, Debabrata has worked with leading Indian and global institutions across corporate and project finance, special situation investments, advisory services and investment banking. He has worked on all forms of capital - debt, mezzanine and equity and has been involved in evaluating, advising, structuring and funding of projects with capital outlay of over US$ 10 billion.

In his previous role, he was a Senior Director in the project finance business of IDFC Ltd. where he led debt and structured investments across diverse sectors in the infrastructure domain including transport, social infrastructure, hospitality, industrial and commercial real estate. He also worked on special situation investments and corporate advisory transactions in IDFC, advising infrastructure developers in power, transport and telecom sectors on business plan and investment opportunities, bidding for PPP projects, risk mitigation and financial structuring. Prior to joining IDFC, Debabrata worked in the areas of corporate finance and investment banking and held key positions in ASK Raymond James, BNP Paribas and SBI Capital Markets. He led and managed transactions for several Indian business houses and multinational clients across a wide range of products spanning M&A, equity and debt capital markets and structured finance. Debabrata holds a Post Graduate Diploma in Business Management from Indian Institute of Management, Bangalore and a Bachelor's degree in Mechanical Engineering from Jadavpur University, Kolkata.

(iii) Mr. Ajay Singh (Chief Risk Officer):

Mr. Ajay Singh has completed his Post Graduate Degree in Management from Indian Institute of Management (IIM), Indore and is a graduate in Mechanical Engineering from Indian Institute of Technology (IIT), Kharagpur. He has around 22+ years of experience in risk, credit, and business functions in infrastructure sector. He has 3+ years of experience in Larsen & Toubro after his B.Tech.

He started his career into infrastructure financing from IDFC handling Business Development and Credit Function in the Project Finance team at IDFC Ltd. Thereafter, he became a Principal and Director in the Credit Risk team.

Since 2012, he has worked in Aditya Birla Finance Limited (ABFL) heading Credit Risk and Compliance where he was responsible for Risk of infrastructure loan portfolio including developing risk framework within the infrastructure sector and compliance with statutory and regulatory guidelines.

(iv) Mr. Sudeep Bhatia (Chief Financial Officer):

Mr Sudeep Bhatia is the Chief Financial Officer (CFO) of NIIF Infrastructure Finance Limited (NIIF IFL) where he is responsible to support the CEO, Management Committee and Board of directors through comprehensive strategic, financial & operational advice and help integrate business objectives with on ground execution to achieve sustained profitable growth.

Sudeep is an experienced Chartered Accountant, Cost Accountant and Certified Public Accountant with over 25 years of rich, well-rounded experience in full spectrum of business finance areas across Corporate Finance, Investor Relations, Fund raising, Private equity, Mergers & acquisitions, Business planning & Strategy, Financial Control, Taxation and Regulatory compliance.

Sudeep started his career with Deloitte and gained extensive experience in key finance roles working with IL&FS, Unilever, GE Capital, Citi Financial, Tata Capital, Macquarie and Lendingkart Technologies at progressive levels of responsibility, within and outside India. His last assignment before joining NIIF Infrastructure was Chief Financial Officer of Protean Technologies (erstwhile NSDL e-Gov Infrastructure), promoted by National Stock Exchange and several large Domestic and International banks, with its vision to build Digital Public Infrastructure supporting Government of India, enabling digital transformation and citizen centric services at population scale.

During his professional career, Sudeep has led multiple initiatives driving key aspects of Investor relations, IPO, Capital Market borrowings, Structured instruments, Foreign investments, Co-lending partnerships, Strategy and business planning, regulatory, legal and corporate governance, leveraging his past experience and industry relationships to bring well-rounded perspective to these verticals.

Sudeep provides general direction and rigor in deployment of Financial Management across organization. He is responsible to provide leadership in development and enforcement of systems of Internal control and Management reporting.

Sudeep leads investor relations to drive growth opportunities and to represent the company to potential private and public equity investors and financial partners including financial institutions, public officials, investment banks leveraging his industry experience to meet growing capital requirements of business and heightened business visibility in the capital markets.

(v) Mr. Srinivas Upadhyayula (Chief Compliance Officer & General Counsel)

Mr. Srinivas Upadhyayula is presently the Chief Compliance Officer & General Counsel of NIIF Infrastructure Financial Limited. Prior to this, he has worked as a Senior Director (Legal & Compliance) in the Special Situations Management Group (SSMG) of IDFC Ltd. He has more than 30 years of rich experience in legal, documentation of project & non-project finance, corporate finance and infrastructure finance documentation, including litigation management & recovery management in the Banking and Financial sector. He has expertise in leading the delinquent accounts, recovery planning and in regular reviewing of the non-performing assets of the loan portfolio to identify trends and significant changes for effective recovery and financial restructuring and a structuring of the loans.

Prior to IDFC Limited, he worked with Asset Reconstruction Company (India) Ltd (Arcil) (the first Asset Reconstruction Company established in India and is a prominent player in the Distressed Assets) as Senior Vice-President & Group Head – Legal.

He started his career as an Advocate on Civil and Labour in the District Courts of Vizianagaram and Visakhapatnam. He then worked with Sterling Tree Magnum (India) Ltd (a Sterling group company), and as Law officer in Canara Bank & as Deputy General Manager (Legal) IDBI Bank Ltd.

He completed his Bachelor of Laws with specialisation in Company Law and Banking Law from Andhra University. He has also completed his CAIIB.

(iii) Details of directors' remuneration and such particulars of the nature and extent of their interests in the Issuer (during the current year and preceding 3 (three) financial years):

Only sitting fees are paid to Directors, since no Director has been appointed as Executive Director on the Board:

Year	Amount (in Rs.)
Current Year	31,80,000
FY 2023-24	74,80,000
FY 2022-23	41,50,000
FY 2021-22	16,50,000

***Note -** Sitting fees paid as on date hereinabove.

(i) Remuneration payable or paid to a director by the Issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis: NIL

(ii) Appointment of any relatives to an officer or place of profit of the Issuer, its subsidiary or associate company: NIL

(iii) Full particulars of the nature and extent of interest, if any, of every director:

(a) In the promotion of the Issuer; or

Nil

(b) In any immovable property acquired by the Issuer company in the two years preceding the date of the General Information Document or any immoveable property proposed to be acquired by it; or

Nil

(c) Where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer company shall be disclosed.

Nil

(iv) Contribution being made by the directors as part of the offer or separately in furtherance of such objects: Nil

(h) Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the Issue and the effect of such interest in so far as it is different from the interests of other persons: Nil

(i) Following details regarding the auditors of the Company:

(i) Details of the auditors of the Company:

M/s. Lodha & Co LLP, Chartered Accountants
6, Karim Chambers, 40, Ambalal, Doshi Marg, Fort, Mumbai – 400 001
Contact Person: Hemant Mantri
Email: mumbai@lodhaco.com
Auditors since- September, 2021

Note: M/s Lodha & Co the erstwhile Partnership Firm has been converted to a Limited Liability Partnership [LLP] by the name "Lodha & Co LLP" with effect from December 27, 2023

M/s. MP Chitale & Co., Chartered Accountants
1st Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai – 400 001
Contact Person: Shraddha Jathar
Email: office@mpchitale.com
Auditors since- June, 2022

The Board of Directors of the Company at its meeting held on August 1, 2024 had approved appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, as one of the Joint Statutory Auditors of the Company, subject to the approval of Shareholders of the Company, pursuant to completion of tenure of M/s. Lodha & Co LLP, Chartered Accountants as prescribed under RBI regulations.

(ii) Details of change in auditor for preceding 3 (Three) financial years and current financial year:

Lodha & Co., Chartered Accountants with PAN No. AABFL1894Q was appointed as the statutory auditor of the Company in place of S. R. Batliboi & Co. LLP, Chartered Accountants (FRN:301051E), vide Board Meeting dated August 18, 2021 which was subsequently approved by shareholders at their 8th Annual General Meeting held on September 21, 2021, and who shall hold the office of the Statutory Auditors of the Company until the conclusion of the 11th Annual General Meeting i.e. for the Financial Year ending March 31, 2024.

M.P. Chitale & Co. Chartered Accountants with PAN No. AAAFM2282Q (FRN: 101851W) were appointed as the Joint Statutory Auditors of the Company at the Board Meeting held on May 6, 2022, and which was subsequently approved by shareholders at their Extra Ordinary General Meeting held on June 8, 2022, and who shall hold the office of the Joint Statutory Auditors of the Company until the conclusion of the 12th Annual General Meeting i.e. for the Financial Year ending March 31, 2025.

Note: M/s Lodha & Co the erstwhile Partnership Firm has been converted to a Limited Liability Partnership [LLP] by the name "Lodha & Co LLP" with effect from December 27, 2023

(j) Details of the following liabilities of the issuer, as at the end of the preceding quarter or if available, a later date:

(i) Details of Outstanding Secured Loan Facilities: Nil

(ii) Details of Outstanding Unsecured Loan Facilities: Nil

(iii) Details of Outstanding non-convertible securities, in the following format:

Outstanding non-convertible securities as on March 31, 2024

Series of NCS	ISIN	Original Tenor / Period of Maturity (in years)	Coupon (in %)	Amount outstanding (Rs. in Crores)	Date of Allotment	Redemption Date/Schedule	Credit Rating	Secured / Unsecured	Security
NIIF IFL PP 7/2018	INE246R07236	7 years	7.990 %	115	28-Nov-17	28-Nov-24	AAA	Secured	As specified hereinbelow*
NIIF IFL PP1/2019 Option II	INE246R07285	7 years 31 days	8.415 %	44	26-Apr-18	27-May-25	AAA	Secured	
NIIF IFL PP2/2019	INE246R07293	8 years	8.520 %	26	16-May-18	15-May-26	AAA	Secured	
NIIF IFL PP 3/ 2019	INE246R07301	6 years 53 days	9.210 %	47	05-Jul-18	27-Aug-24	AAA	Secured	
NIIF IFL PP 4/ 2019	INE246R07319	6 years 26 days	9.255 %	189	19-Jul-18	14-Aug-24	AAA	Secured	
NIIF IFL PP 1/ 2020	INE246R07350	5 years 28 days	9.000 %	20	30-Apr-19	28-May-24	AAA	Secured	
NIIF IFL PP 2/ 2020	INE246R07368	5 years 76 days	9.000 %	59	04-Jun-19	19-Aug-24	AAA	Secured	
NIIF IFL PP 3/ 2020	INE246R07376	5 years 70 days	9.000 %	81	20-Jun-19	29-Aug-24	AAA	Secured	
NIIF IFL PP 4/ 2020	INE246R07384	5 years 41 days	8.600 %	390	27-Sep-19	07-Nov-24	AAA	Secured	
NIIF IFL PP 5/ 2020	INE246R07392	5 years 61 days	8.650 %	600	23-Dec-19	21-Feb-25	AAA	Secured	
NIIF IFL PP 6/ 2020	INE246R07400	10 years	8.700 %	500	15-Jan-20	20% Principal 15-January -26 20% Principal 15-January -27 20% Principal 15-January -28 20% Principal 15-January -29	AAA	Secured	

						20% Principal 15-January - 30			
NIIF IFL PP 1/FY 2020-21	INE246R07426	5 years 28 days	8.250 %	500	23-Apr-20	21-May-25	AAA	Secured	
NIIF IFL PP 2/FY 2020-21	INE246R07434	5 years 1 days	7.500 %	250	01-Jun-20	02-Jun-25	AAA	Secured	
NIIF IFL PP 3/FY 2020-21	INE246R07442	5 years 61 days	7.500 %	125	12-Jun-20	12-Aug-25	AAA	Secured	
NIIF IFL PP 4/FY 2020-21	INE246R07459	5 years 60 days	7.250 %	245	29-Sep-20	28-Nov-25	AAA	Secured	
NIIF IFL PP 5/FY 2020-21	INE246R07467	5 years	6.450 %	105	31-Dec-20	31-Dec-25	AAA	Secured	
NIIF IFL PP 7/FY 2020-21	INE246R07483	10 years	7.250 %	604	04-Feb-21	04-Feb-31	AAA	Secured	
NIIF IFL PP 8/FY 2020-21	INE246R07491	5 years 61 days	7.250 %	482	22-03-2021	22-May-26	AAA	Secured	
NIIF IFL PP 9/FY 2020-21	INE246R07509	5 years 60 days	7.250 %	560	30-03-2021	29-May-26	AAA	Secured	
NIIF IFL PP 1 2021-22	INE246R07517	5 years 1 Month	6.720 %	650	09-Sep-21	09-Oct-26	AAA	Secured	
NIIF IFL PP 2 2021-22 Option -I	INE246R07525	5 years 59 days	6.840 %	625	22-Sep-21	20-Nov-26	AAA	Secured	
NIIF IFL PP 2 2021-22 Option -II	INE246R07533	9 years 11 Month	7.170 %	887	22-Sep-21	22-Aug-31	AAA	Secured	
NIIF IFL PP 3	INE246R07541	9 years 2 Month	6.840 %	1000	28-Sep-21	27-Nov-26	AAA	Secured	

2021-22									
NIIF IFL PP 4 2021-22	INE246R07558	5 years 40 days	6.750 %	1185	14-Jan-22	23-Feb-27	AAA	Secured	
NIIF IFL PP 6 2021-22	INE246R07574	5 years 3 days	7.050 %	625	22-Feb-22	25-Feb-27	AAA	Secured	
NIIF IFL PP 7 2021-22	INE246R07582	5 years 2 Month	7.110 %	875	28-Mar-22	28-May-27	AAA	Secured	
NIIF IFL PP 1 2022-23	INE246R07590	5 years 3 Month	7.800 %	400	27-May-22	27-Aug-27	AAA	Secured	
NIIF IFL PP 2 2022-23	INE246R07608	5 years 1 Month	7.995 %	809	04-Jul-22	24-Aug-27	AAA	Secured	
NIIF IFL PP 3 2022-23	INE246R07616	9 years 10 Month	8.040 %	1021	14-Jul-22	27-May-32	AAA	Secured	
NIIF IFL PP 4/FY 2022-23	INE246R07624	5 years 2 Month	7.680 %	747	13-Sep-22	25-Nov-27	AAA	Secured	
NIIF IFL PP 5/FY 2022-23	INE246R07632	5 years 1 Month	7.980 %	842	23-Jan-23	24-Feb-28	AAA	Secured	
NIIF IFL PP 6/FY 2022-23	INE246R07640	5 years 1 day	8.055 %	151	16-Mar-23	17-Mar-28	AAA	Secured	
NIIF IFL PP 1 2023-24	INE246R07657	10 years	8.030 %	500	09-May-23	20% Principal 09-May -2029 20% Principal 09-May -2030 20% Principal 09-May -2031 20% Principal 09-May -2032 20% Principal 09-May -2033	AAA	Secured	
NIIF IFL PP 2 2023-24	INE246R07665	5 years 1 month	7.965 %	900	10-Jul-23	24-Aug-28	AAA	Secured	
NIIF IFL PP	INE246R07673	10 years	7.97%	900	31-Jul-23	20% Principal 31-Jul -2029	AAA	Secured	

3 2023-24						20% Principal 31-Jul -2030 20% Principal 31-Jul -2031 20% Principal 31-Jul -2032 20% Principal 29-Jul -2033			
NIIF IFL PP 4 2023-24	INE246R07681	5 years 1 month	8.085 %	500	25-Oct-23	28-Nov-28	AAA	Secured	
NIIF IFL PP 5 2023-24	INE246R07699	10 years	8.00%	850	16-Nov-23	20% Principal 16-Nov -2031 20% Principal 16-Nov -2032 20% Principal 16-Nov -2033 20% Principal 16-Nov -2034 20% Principal 16-Nov -2035	AAA	Secured	
NIIF IFL PP 6 2023-24 Option - I	INE246R07707	10 years	8.10%	89	24-Jan-2024	24-Jan-2034	AAA	Secured	
NIIF IFL PP 6 2023-24 Option - II	INE246R07715	15 years	8.07%	280	24-Jan-2024	24-Jan-2038	AAA	Secured	
NIIF IFL PP7 2023-24	INE246R07723	12 years	7.95%	500	14-Mar-2024	20% Principal 14-Mar -2032 20% Principal 14-Mar -2033 20% Principal 14-Mar -2034 20% Principal 14-Mar -2035 20% Principal 14-Mar -2036	AAA	Secured	

*** Security details:**

i. a first floating pari passu charge over the certain receivables of the Company arising out of its (a) investments; and/or (b) infrastructure loans; and/or (c) current assets, loans and advances, as appearing in the Company's balance sheet from time to time as mentioned therein, to the extent of minimum 1.0 times of the outstanding secured obligations, or as agreed in the respective issue document.

Provided however that the aforesaid security shall not include the following:

(a) any receivables of the Company arising from:

(i) any loan or debt granted by the Company to its subsidiaries and affiliates present or in the future; or

(ii) any investments in equity and / or preference share capital or investment through any other instrument made by the Company in, its subsidiaries and affiliates whether presently or in the future); and

(b) Permitted Liens.

	"**Permitted Liens**" for the purpose of the above means security on government securities or corporate bonds of the Company to secure short term debt of less than 365 day duration incurred by the Company under the Collateralized Borrowing and Lending Operations of Clearing Corporation of India Limited or under any repo or repurchase facility as may be permitted for IDF NBFCs.
ii.	first pari passu registered mortgage over immovable property of the Company being Non Agricultural Plot No. 93 measuring 48 sq. mtrs. equivalent to 516.48 Sq.ft. of Survey/Gut No. 239 situated at Village Dhakane, Taluka Shahapur in the Registration Sub-District of Shahapur District Thane, in the state of Maharashtra.

(iv) Details of Commercial Papers issuances as at the end of the last quarter

Outstanding Commercial Papers as on March 31, 2024

Series of NCS	ISIN	Tenor Period of Maturity (in years)	Coupon (in %)	Amount outstanding (Rs. in Crores)	Date of Allotment	Redemption Date/Schedule	Credit Rating	Secured / Unsecured	Security	Other details viz. details of Issuing and Paying Agent, details of Credit Rating Agencies
Nil										

(v) List of Top 10 (Ten) holders of non-convertible securities in terms of value (in cumulative basis):

Top 10 (Ten) holders of non-convertible securities

S. No.	Name of holders of Non-convertible Securities	Category of Holder	Face Value of holding (Amount Rs. In crores)	Holding as a % of total outstanding non-convertible securities of the Issuer
1	State Bank of India	Bank	3365.00	17.51%
2	Life Insurance Corporation Of India	Insurance	3150.00	16.39%
3	Axis Bank Limited	Bank	1314.00	6.84%
4	SBI NPS	Retirement Benefit Funds	635.00	3.30%
5	Bank of Baroda	Bank	600.00	3.12%
6	Union Bank of India	Bank	535.00	2.78%
7	Canara Bank	Bank	525.00	2.73%
8	IDBI Bank Limited	Bank	500.00	2.60%
9	Wipro Systems Provident Fund Trust	Retirement Benefit Funds	461.00	2.40%
10	Tata AIG General Insurance Company Limited	Insurance	455.00	2.37%

(vi) List of Top 10 (Ten) holders of Commercial Paper in terms of value (in cumulative basis): Nil

(vii) Details of the bank fund based facilities / rest of borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) from financial institutions or financial creditors: Nil

(k) The amount of corporate guarantee or letter of comfort issued by the Issuer along with name of the counterparty (like name of the subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees/ any put option etc. (Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash). This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued in whole or part, at a premium or discount, or in pursuance of an option or not: Nil

(l) Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities, commercial paper (including technical delay) and other financial indebtedness including corporate guarantee or letters of comfort issued by the Company, in the preceding 3 (Three) years including the current financial year: Nil

(m) Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the non-convertible securities / commercial paper: Nil

(n) Any litigation or legal action pending or taken by a Government Department or a statutory body or regulatory body during the 3 (Three) years immediately preceding the year of the issue of the General Information Document against the promoter of the Company: Nil

(i) Income Tax matters:

NIIF Infrastructure Finance Limited ("**NIIF IFL**" or "**Company**") is registered as an Infrastructure Debt Fund ("**IDF-NBFC**") with the Reserve Bank of India ("**RBI**"). As per Section 10(47) of the Income Tax Act, 1961 ("**Income Tax Act**"), any income of Infrastructure Debt Funds ("**IDF**") set up in accordance with the guidelines prescribed by the Central Government, is exempt from income tax. The Company had filed an application with the Central Board of Direct Taxes (CBDT) for notification as an Infrastructure Debt Fund (IDF) from financial year 2014-15, being the year of receipt of registration from RBI as an NBFC-IDF, and has been claiming tax exemption under Section 10(47) read with Rule 2F of the Income Tax Rules, 1962.

The CBDT has issued a notification dated October 21, 2019 notifying the Company under Section 10(47) of the Income Tax Act w.e.f. the Financial Year 2019-20 (i.e. from the financial year starting April 01, 2019).

The Company has filed an application with CBDT for review of the said notification with a request to notify it under section 10(47) of Income Tax Act with retrospective effect, i.e. w.e.f. Financial Year 2014-15 (the year in which the Company received RBI registration as NBFC-IDF). In the interim, the tax liability from financial year 2014-15 till financial year 2018-19 amounting to Rs. 108.01 crores has been provided for, in the financials of FY20 and paid. This is a one-time provision pertaining to the past period. As per the CBDT notification, the Company is entitled to avail tax exemption from the Financial Year commencing April 01, 2019.

The Company is awaiting a notification from CBDT for modification to the explanation provided under Rule 2F (item no. (viii) of sub-rule (9)), in order to make it consistent with the guidelines issued by RBI on October 19, 2023, wherein the requirement for an IDF-NBFC to be sponsored by a bank or an NBFC-IFC has been dispensed with.

(ii) **Criminal Proceedings:** Nil

(iii) **Civil proceedings:** Nil

(iv) **Litigation by our Company:** Nil

(v) **Litigation involving our Directors:** There is no litigation involving our Directors.

(o) **Details of default and non-payment of statutory dues for the preceding 3 (Three) financial years and the current financial year:** Nil

(p) **Details of pending litigation involving the Issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the Issuer, which may affect the Issue or the investor's decision to invest / continue to invest in the debt securities and/or NCRPS:** Nil

(q) **Details of acts of material frauds committed against the Issuer in the preceding 3 (Three) financial years and current financial year, if any, and if so, the action taken by the Issuer:** Nil

(r) **Details of pending proceedings initiated against the Issuer for economic offences, if any:** Nil

(s) **Related party transactions entered during the preceding 3 (Three) financial years and current financial year with regard to loans made or, guarantees given or securities provided:**

Please refer to **Annexure V** of this General Information Document

(t) **In case the Issuer is a Non-Banking Finance Company (NBFC) and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:** Not Applicable

(u) **Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts:**

(i) Consent of Directors: Please refer to the board resolution dated May 3, 2024 granting approval in relation to issuance of debentures.
(ii) Consent of Auditors: Please refer to the consent letter issued by Lodha & Co LLP. and M.P. Chitale & Co, dated July 24, 2024 and dated July 23, 2024
(iii) Consent of Bankers: NA
(iv) Consent of Debenture Trustee: Please refer to the consent letter issued by the Debenture Trustee dated July 19, 2024.
(v) Consent of Solicitors or Advocates: NA
(vi) Consent of Legal Advisors: Please refer to the consent letter issued by DSK Legal, dated July 22, 2023.
(vii) Consent of Lead Managers: NA
(viii) Consent of Registrar: Please refer to the consent letters issued by MCS Share Transfer Agent Limited, dated July 22, 2023

(ix) Consent of Lenders: NA
(x) Consent of Experts: NA

(v) The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given his consent to the Issuer for his appointment along with the copy of the consent letter from the debenture trustee:

IDBI Trusteeship Services Limited have given consent for their appointment as the Debenture Trustee for the proposed Issue under the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. Please refer to **Annexure I** of this General Information Document for the debenture trustee consent letter dated February 22, 2023, read along with consent letter dated July 20, 2023.

The due diligence certificate issued by debenture trustee is provided in **Annexure IX** of this General Information Document.

(w) The detailed rating rationale (s) adopted (not older than one year on the date of opening of the issue)/ credit rating letter issued (not older than one month on the date of opening of the issue) by the rating agencies shall be disclosed:

As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/or commercial papers (as applicable).

(x) If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the General Information Document:

Not Applicable. There is no guarantee/letter of comfort stipulated as security.

(y) Disclosure of Cash flow with date of interest/ dividend / redemption payment as per day count convention:

As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities.

(z) Names of all the recognized stock exchanges where the debt securities are proposed to be listed clearly indicating the designated stock exchange:

The Non-Convertible Securities are proposed to be listed on the Wholesale Debt Market Segment of BSE and/or NSE. All applicable listings timelines, as prescribed by SEBI from time to time, shall be adhered to.

(aa) In case of an issue of NCRPS, the following specific disclosure on the nature of the instrument in bold on the coverage page

As mentioned in the respective Key Information Document pertaining to each Tranche Issue of NCRPS.

(bb) Other Details:

(i) Creation of Debenture Redemption Reserve (DRR):

As mentioned in the respective Key Information Document pertaining to each Tranche Issue

(ii) Issue/instrument specific–regulations - relevant details (Companies Act, Reserve Bank of India guidelines, etc.):

As mentioned in the respective Key Information Document pertaining to each Tranche Issue

(iii) Default in Payment:

As mentioned in the respective Key Information Document pertaining to each Tranche Issue

(iv) Delay in listing:

As mentioned in the respective Key Information Document pertaining to each Tranche Issue

(v) Delay in Allotment of securities:

As mentioned in the respective Key Information Document pertaining to each Tranche Issue

(vi) Issue Details:

As mentioned in the respective Key Information Document pertaining to each Tranche Issue

(vii) Application Process:

As mentioned in the respective Key Information Document pertaining to each Tranche Issue

(viii) A statement containing particulars of the dates of and parties to all material contracts and agreements involving financial obligations of the Issuer:

By the very nature of its business, the Company is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts/ agreements/ documents involving financial obligations of the Company. However, the contracts/ agreements/ documents listed below which are or may be deemed to be material (not being contracts entered into in the ordinary course of the business carried on by the Issuer) in connection with the Issue:

1. Memorandum and Articles of Association of the Company as amended from time to time.
2. Resolution of the Board of Directors passed at its meeting held on February 22, 2024, authorizing the issue of Non-Convertible Redeemable Preference Shares on a private placement basis up to an aggregate limit of Rs. 1,500 Crores (Rupees One Thousand Crores Only)
3. Resolution of the Board of Directors passed at its meeting held on May 3, 2024, authorizing the issue of non-convertible debentures on a private placement basis up to an aggregate limit of Rs. 30,000 Crore (Rupees Thirty Thousand Crores only).
4. Resolution of the Finance Committee of the Company passed at its meeting held on June 14, 2023 approving, inter-alia, the issue and allotment of non-convertible debentures aggregating up to Rs. 30,000 Crore (Rupees Thirty Thousand Crore only).
5. Resolution passed by the shareholders of the Company on September 21, 2021 authorising the Board of Directors to borrow and create security, for the purpose of the Company, upon such terms and conditions as the Board may think fit for amounts up to Rs. 40,000 Crores (Rupees Forty Thousand Crore only) under Section 180(1) of the Companies Act.
6. Resolution passed by the shareholders of the Company on March 28, 2024, authorising the Board of Directors to offer, issue and allot Non-Convertible Redeemable Preference Shares on a private placement basis up to an aggregate limit of Rs. 1,500 Crores (Rupees One Thousand Crores Only) on such terms and conditions as the Board of Directors of the Company may, from time to time, determine in the best interests of the Company.
7. Resolution passed by the shareholders of the Company on June 5, 2024, authorising the Board of Directors to offer, issue and allot non-convertible debentures, in one or more series/tranches,

aggregating up to Rs. 30,000 crores (Rupees Thirty Thousand Crores only) on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine in the best interests of the Company.

8. Rating Rationale from ICRA Limited dated August 1, 2023, CARE Ratings Ltd. dated July 2, 2024, and CRISIL Ratings dated August 30, 2024 and/or such other Rating Agencies assigning the credit rating to the Issue.
9. Tripartite agreement dated September 28, 2015 between the Company, the Registrar & Transfer Agent and CDSL.
10. Tripartite agreement dated September 29, 2015 between the Company, the Registrar & Transfer Agent and NSDL.
11. Consent letter issued by IDBI Trusteeship Services Limited dated February 22, 2023 read along with consent letter issued by IDBI Trusteeship Services Limited dated July 20, 2023 to act as the Debenture Trustee to the Issue inclusion of its name in the form and context in which it appears in this General Information Document and Key Information Document.
12. Agreements entered into with various vendors (for example, in respect of the Loan Management System) and for leased premises.

Certified true copies of the above documents are available for inspection at the Registered / Corporate Office of the Company until the date of closure of the Issue.

(ix) Disclosure prescribed under PAS-4 of Companies (Prospectus and Allotment of Securities), Rules, 2014 but not contained in this schedule, if any:

As mentioned in the respective Key Information Document pertaining to each Tranche Issue.

(x) Project details: gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project:

Not Applicable

(xi) Confirmation pertaining to the use of proceeds of Issue as required under the SEBI NCS Regulations

As mentioned in the respective Key Information Document pertaining to each Tranche Issue.

(xii) Disclosures in terms of SEBI Master Circular for Debenture Trustees dated May 16, 2024, bearing reference no. SEBI/HO/DDHS-PoD3/P/CIR/2024/46 as amended from time to time

As mentioned in the respective Key Information Document pertaining to each Tranche Issue.

(cc) Other Details in case of NCRPS issue:

(i) Nature of instrument: whether cumulative or non-cumulative and complete details thereof.

As mentioned in the respective Key Information Document pertaining to each Tranche Issue of NCRPS.

(ii) Terms of Redemption: Out of distributable profits or out of fresh issue of shares for the purpose of redemption or both.

As mentioned in the respective Key Information Document pertaining to each Tranche Issue of NCRPS.

B. Additional Disclosures / Reports:

(a) The broad lending and borrowing policy including summary of the key terms and conditions of the term loans such as re-scheduling, prepayment, penalty, default; and where such lending or borrowing is between the Issuer and its subsidiaries or associates, matters relating to terms and conditions of the term loans including re-scheduling, prepayment, penalty, default:

Please refer to **Annexure III** of this General Information Document.

(b) The aggregate number of securities of the Issuer and its subsidiary companies purchased or sold by the promoter group, and by the directors of the company which is a promoter of the Issuer, and by the directors of the Issuer and their relatives, within 6 (six) months immediately preceding the date of filing the General Information Document with the Registrar of Companies:

Nil

(c) Reference to the relevant page number of the audit report which sets out the details of the related party transactions entered during the three financial years immediately preceding the issue of issue document.

Audited Financials	Page no.
Audited Financials of FY24	Page no. 60 of audited financials of FY24
Audited Financials of FY23	Page no. 55 of audited financials of FY23
Audited Financials of FY22	Page no. 57 of audited financials of FY22

(d) The summary of reservations or qualifications or adverse remarks of auditors in the 3 (three) financial years immediately preceding the year of issue of the General Information Document, and of their impact on the financial statements and financial position of the Issuer, and the corrective steps taken and proposed to be taken by the Issuer for each of the said reservations or qualifications or adverse remarks:

Nil

(e) The following details with respect to 3 (Three) years immediately preceding the year of issue of the General Information Document, in the case of the Issuer being a company and all of its subsidiaries have to be disclosed:

(i) Any inquiry, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013 or any previous companies law:
Nil

(ii) Prosecutions filed, if any (whether pending or not):
Nil

(iii) Fines imposed or offences compounded:
Nil

(f) The details of acts of material frauds committed against the Issuer in the preceding 3 (Three) financial years and current financial year, if any, and actions taken by the issuer: Nil

SECTION V

ADDITIONAL DISCLOSURES FOR NBFCs

(a) Details with regard to the lending done by the Issuer out of the issue proceeds of earlier issuances of debt securities (whether public issue or private placement) in the last three years by the Issuer:

i. Lending policy (including overview of origination, risk management, monitoring and collections): Please refer to **Annexure III** of this General Information Document

ii. Classification of loans / advances given to associates, entities/ person relating to board, senior management, promoters, others, etc.: Nil

iii. Classification of loans into several maturity profile denomination (Based on residual maturity):

As on March 31, 2024

(Amt. in Rs. Crores)

0-7 Days	8-14 Days	15 days -1 month	>1 month - 2 months	>2 months - 3 months	>3 months - 6 months	>6 months - 1– year	>1 years - 3 years	>3 years - 5 years	>5 years
31.42	-	13.78	18.12	218.97	300.53	920.48	2,484.67	3,284.19	14,846.04

iv. Aggregated exposure to the top 20 (Twenty) borrowers as on 31-Mar-2024 (Based on loan outstanding):

Particulars	Loan amount outstanding in Rs. Crores as on 31-Mar-2024
Loans outstanding to top 20 Borrowers	10,706.33
Percentage of twenty largest borrowers to Total loans outstanding	48.41%
Total Loans outstanding	22,118.19

v. Details of loans, overdue and classified as non-performing assets (NPA): Nil

(b) Details of borrowings granted by the Issuer:

i. Portfolio Summary with regards to industries/ sectors to which borrowings have been granted by NBFCs:

Please refer to Paragraph (i) of Section V as provided hereinbelow.

ii. Quantum and percentage of secured vis-à-vis unsecured borrowings granted by the Company:

Please refer to Paragraph (k) of Section V as provided hereinbelow

(c) Details of change in shareholding

Please refer to Paragraph (l) of Section V as provided hereinbelow.

(d) Disclosure of Assets under management

i. Segment wise break up:

As on March 31, 2024

Sl. No.	Segment-wise break-up of AUM	Percentage of AUM
1	**Retail**	
A	Mortgages (home loans and loans against property)	0.00%
B	Gold loans	0.00%
C	Vehicle finance	0.00%
D	MFI	0.00%
E	MSME	0.00%
F	Capital market funding (loans against shares, margin funding)	0.00%
G	Others	0.00%
2	**Wholesale**	
A	Infrastructure	100%
B	Real estate (including builder loans)	0.00%
C	Promoter funding	0.00%
D	Any other sector (as applicable)	0.00%
E	Others	0.00%
	Total	100%

ii. Type of Loans:

S. No.	Types of Loans	Rs. *(in crore) – As on March 2024*
1	Secured	22,118.19
2	Unsecured	0
	Total Loan Book	22,118.19

(e) Details of borrowers:

Geographical location wise:

Sl. No.	Top 5 states	Percentage of AUM as on 31-Mar-2023	Percentage of AUM as on 31-Mar-2024
1	Karnataka	23.24%	23.33%
2	Rajasthan	8.47%	9.80%
3	Telangana	*	7.94%
4	Maharashtra	8.21%	6.90%
5	Gujarat	10.33%	6.41%
5	Punjab	5.67%	#
	Total	**55.92%**	**54.38%**

* Telangana was not part of Top 5 states as on 31-March-2023
# Punjab was not part of Top 5 states as on 31-March-2024

(f) Details of Gross NPA:

Nil

(g) Details of Assets and Liabilities:

Residual maturity profile wise into several bucket:

As on March 31, 2024

(Amount in Rs. Crores)

Category	Up to 30/31– days	>1 month - 2 months	>2 months - 3 months	>3 months - 6 months	>6 months - 1– year	>1 years - 3 years	>3 years - 5 years	>5 years	Total
Deposit (Inflows)	911.52	0.00	0.00	0.00	1.27	7.86	250.92	3.80	1175.37
Advances	45.20	18.12	218.97	300.53	920.48	3369.39	4168.92	13042.19	22083.80
Investments	478.68	104.15	0.00	0.00	0.00	0.00	0.00	0.00	582.83
Borrowings	-43.88	-84.35	-33.23	-762.09	-1223.51	-6622.00	-5424.00	-5589.07	-19782.14
FCA*	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
FCL*	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*FCA - Foreign Currency Assets; FCL - Foreign Currency Liabilities`

(h) Disclosure of latest ALM statements to stock exchange: Please refer to **Annexure VI** of this General Information Document.

(i) A portfolio summary with regard to industries/ sectors to which borrowings have been made:

Sector	% of total exposure as on 31-Mar-2023	% of total exposure as on 31-Mar-2024
Energy Generation – Solar	36.06%	35.69%
Energy Generation - Other	20.83%	20.44%
Energy Generation – Wind	12.26%	7.49%
Energy Generation – Hydro	-	2.38%
Energy Transmission	4.19%	3.34%
Transport and logistics	15.16%	19.32%
Communication	7.17%	7.39%
Water & Sanitation	2.92%	2.36%
Social and commercial infrastructure	1.41%	1.59%
Total	**100.00%**	**100.00%**

(j) NPA exposures of the issuer for the last 3 (Three) financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the issuer:

Nil

(k) Quantum and percentage of secured vis-à-vis unsecured borrowings made:

As on June 30, 2024, secured borrowing was Rs.19,698 crore (100% of outstanding borrowings) (through issuance of Non-Convertible Debentures only) and unsecured borrowing was Nil.

(l) Any change in promoters' holdings during the last financial year beyond the threshold, as prescribed by RBI:

Nil

(m) Type of Loan:

S. No.	Types of Loans	Rs. *(in crore)*
1	Secured	22,118.19
2	Unsecured	0.00
	Total assets under management (AUM)	22,118.19

Off Balance Sheet Items: Nil

(n) Denomination of loans outstanding by loan-to-value:

S. No.	Percentage of Loan Book as on 31-March-2023	Percentage of Loan Book as on 31-March-2024
Upto 40%	7.8%	10.6%
40%-50%	15.7%	8.5%
50-60%	20.2%	9.4%
60-70%	18.5%	29.3%
71-80%	21.8%	22.1%
80-90%	6.8%	7%
>90%	9.2%	13.1%
Grand Total	100.0%	100.0%

Note - The loan-to value ratio above is computed basis the book value of asset.

(o) Sectoral Exposure:

Sl. No.	Segment-wise break-up of AUM	Percentage of AUM
1	**Retail**	
A	Mortgages (home loans and loans against property)	0.00%
B	Gold loans	0.00%
C	Vehicle finance	0.00%
D	MFI	0.00%
E	MSME	0.00%
F	Capital market funding (loans against shares, margin funding)	0.00%
G	Others	0.00%
2	**Wholesale**	
A	Infrastructure	100.00%
B	Real estate (including builder loans)	0.00%
C	Promoter funding	0.00%
D	Any other sector (as applicable)	0.00%
E	Others	0.00%
	Total	100.00%

(p) Denomination of loans outstanding by ticket size*:

Sl. No.	Ticket size (Basis original disbursed amount)	Percentage of AUM as on 31-Mar -23	Percentage of AUM as on 31-Mar -24
1	Rs. 1 - 5 crore	0.00%	0.01%
2	Rs. 5 - 25 crore	1.07%	1.03%
3	Rs. 25 - 100 crore	14.86%	13.46%
4	>Rs. 100 crore	84.08%	85.49%

*Information required at the borrower level (and not by loan account as a customer may have multiple loan accounts).

(q) Details of loans overdue and classified as non-performing in accordance with RBI's stipulations:

Movement of Gross NPA*	Rs. *(in crores)*
Opening gross NPA	Nil
- Additions during the year	Nil
- Reductions during the year	Nil
Closing balance of gross NPA	Nil

*Please indicate the gross NPA recognition policy (Day's Past Due)

Movement of provisions for NPA*	Rs. *(in crores)*
Opening gross NPA	Nil
- Provisions made during the year	Nil
- Write-off/ write-back of excess provisions	Nil
Closing balance	Nil

(r) Segment-wise gross NPA:

S. No.	Segment-wise gross NPA	Gross NPA (%)
1.	**Retail**	
A	Mortgages (home loans and loans against property)	Not Applicable
B	Gold loans	Not Applicable
C	Vehicle finance	Not Applicable
D	MFI	Not Applicable
E	MSME	Not Applicable
F	Capital market funding (loans against shares, margin funding)	Not Applicable
G	Others	Not Applicable
2.	**Wholesale**	
A	Infrastructure	Nil
B	Real estate (including builder loans)	Not Applicable
C	Promoter funding	Not Applicable
D	Any other sector (as applicable)	Not Applicable
E	Others	Not Applicable
	Total	**Nil**

SECTION VI

SUMMARY OF TERMS

Summary term sheet containing brief information pertaining to the Non-Convertible Securities (or a series thereof) as follows (where relevant):

The following is a summary term sheet containing information that shall be applicable to the Issue. However, respective Tranche Issue related information shall be specified in the respective Key Information Document.

Issuer	NIIF Infrastructure Finance Limited ("**NIIF IFL**" or the "**Issuer**" or the "**Company**")
Security name/Series (Name of the non-convertible securities which includes (Coupon/dividend, and maturity year)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Type of Instrument	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Nature of Instrument (Secured or Unsecured)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Seniority (Senior or Subordinated)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Mode of Issue	Private Placement
Eligible Investors	As per the relevant Key Information Document.
Listing (name of stock Exchange(s) where it will be listed and timeline for listing)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Rating of the Instrument	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Issue Size	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Minimum Subscription	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Interest Rate Parameter	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Bid Opening Date and Bid Closing Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Minimum Bid Lot	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Manner of bidding	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).

Manner of Allotment	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Manner of Settlement in the Issue	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Settlement cycle	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Option to retain oversubscriptions	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable). Issuer can re-issue further Non-Convertible Securities under the above options in future within its overall borrowing limits/program.
Objects of the Issue / Purpose for which there is requirement of funds	The Proceeds of the Issue will be used for augmenting long-term resources of the Company for the purposes of refinancing investments in Infrastructure Projects which have completed at least 1 (One) year of satisfactory commercial operation and/or for any other purpose which is in accordance with applicable RBI regulations. Please Note: The specific details regarding utilisation of the proceeds of the Issue of each Series/ Tranche of Non-Convertible Securities and/ or commercial papers (as applicable), including the granular disclosures as required under the SEBI NCS Regulations shall be disclosed in relation to the relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable) in the Key Information Documents to be issued for the relevant Tranche/ Series.
In case the issuer is an NBFC and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Details of Utilisation of Issue Proceeds	Please refer to the head "**Objects of the Issue**" as provided hereinabove.
Coupon / Dividend Rate	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Step Up/Step Down Coupon Rate	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Coupon / Dividend Payment Frequency	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Coupon / Dividend payment dates	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Cumulative / noncumulative, in case of dividend	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Coupon Type	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).

Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Day Count Basis	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Interest on Application Money	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Default Interest Rate	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Tenor	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Redemption Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Redemption Amount	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Redemption Premium /Discount	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Issue Price	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Discount at which security is issued and the effective yield as a result of such discount.	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount.	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Put and Call option	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Put option Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Put option Price	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Call Option Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Call Option Price	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).

Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Face Value	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Minimum Application and in multiples of thereafter	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Issue Timing **1. Issue Opening Date** **2. Issue Closing Date** **3. Date of earliest closing of the issue, if any** **4. Pay in Date** **5. Deemed Date of Allotment**	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Settlement mode of the Instrument	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Depository	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Disclosure of interest/ dividend/ redemption dates	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Record Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the General information Document	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Transaction Documents	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Conditions Precedent to Disbursement	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or

	commercial papers (as applicable).
Condition Subsequent to disbursement	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Creation of Recovery Expense Fund	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Conditions for breach of covenants (as specified in Debenture Trust Deed)	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Provisions related to Cross Default Clause	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Role and Responsibilities of Debenture Trustee	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities and/ or commercial papers (as applicable).
Risk factors pertaining to the Issue	Please refer to **Section III** of this General Information Document.
Governing Law and Jurisdiction	The Non-Convertible Securities and documentation will be governed by and construed in accordance with the laws of India and the Courts in Mumbai shall have jurisdiction to determine any dispute arising in relation to the Non-Convertible Securities. The detailed dispute resolution shall be as set out in the Transaction Documents.

NOTES: Details of the security cover, permissions, encumbrance and other terms pertaining thereto and in relation to the coupon rate, etc. will be more specifically captured in the relevant Key Information Document.

SECTION VII

OTHER DISCLOSURES

A. DISCLOSURE IN TERMS OF SEBI DEBENTURE TRUSTEE MASTER CIRCULAR

As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Non-Convertible Securities.

SECTION VIII

UNDERTAKING BY THE ISSUER / DECLARATION

UNDERTAKING BY THE ISSUER:

"Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, Investors must rely on their own examination of the Issuer and the offer including the risks involved. The securities have not been recommended or approved by the any regulatory authority in India, including SEBI nor does SEBI guarantee the accuracy or adequacy of this document.

Specific attention of investors is invited to the statement of 'Risk factors' set out in **Section III** of this document."

"The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Offer Document contains all information with regard to the Issuer and the issue, that the information contained in the Offer Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."

"The Issuer has no side letter with any debt securities holder except the one(s) disclosed in the General Information Document and/or in the Key Information Documents. Any covenants later added and not covered in General Information Document or Key Information Documents shall be disclosed on the stock exchange website where the debt is listed.

DECLARATION:

It is hereby declared that this General Information Document contains full disclosures in accordance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time.

We also declare that PAN and Bank account details of NIIF Fund II, controlling shareholder of the Company and the details of PAN of Directors is being submitted to the Stock Exchange with this General Information Document.

The Issuer also confirms that this General Information Document does not omit disclosure of any material fact which may make the statements made therein, in the light of the circumstances under which they are made, misleading. The General Information Document also does not contain any false or misleading statement. The Issuer accepts no responsibility for the statements made otherwise than in this General Information Document or in any other material issued by or at the instance of the Issuer and that anyone placing reliance on any other source of information would be doing so at his own risk.

The Issuer declares that all the relevant provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder have been complied with and no statement made in this General Information Document is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder.

DECLARATION BY THE DIRECTORS THAT:

a. the company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder, including the compliances in relation to making a private placement of the Non-Convertible Securities, the Securities Contracts (Regulation) Act, 1956 and Securities Exchange Board of India Act, 1992 and the rules made thereunder;
b. the compliance with the Companies Act, 2013 and the rules does not imply that payment of dividend or interest or repayment of the Non-Convertible Securities, if applicable, is guaranteed by the Central Government;
c. the monies received under the offer shall be used only for the purposes and objects indicated in this General Information Document read with Key Information Document;
d. whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association;
e. the securities proposed to be issued does not form a part of non-equity regulatory capital of the Issuer as mentioned under Chapter V of Securities and Exchange Board of India (Issue and Listing of Non-

Convertible Securities) Regulations, 2021 read with SEBI Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024, and any amendment thereto.

We are authorized by the Board of Directors of the Company vide resolution dated May 3, 2024 read with Finance Committee Resolution dated July 22, 2024 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For NIIF Infrastructure Finance Limited

Sudeep Bhatia
Digitally signed by Sudeep Bhatia
Date: 2024.09.10 16:49:55 +05'30'

Mr. Sudeep Bhatia
Designation: Chief Financial Officer

ANKIT RAMESHCHANDRA SHETH
Digitally signed by ANKIT RAMESHCHANDRA SHETH
Date: 2024.09.10 17:02:02 +05'30'

Mr. Ankit Sheth
Designation: Compliance Officer & Company Secretary

Place: Mumbai
Date: September 10, 2024

Enclosures:
- Annexure I: Consent letter from IDBI Trustee
- Annexure II A: Copy of rating rationale/press release from Rating Agency - CARE Ratings Limited.
- Annexure II B: Copy of rating letters- CARE Ratings Limited.
- Annexure II C: Copy of rating rationale/press release from Rating Agency - ICRA Limited.
- Annexure II D: Copy of rating letters- ICRA Limited
- Annexure II E: Copy of rating rationale/press release from Rating Agency - CRISIL Limited.
- Annexure II F: Copy of rating letters- CRISIL Limited
- Annexure III: Broad lending and borrowing policy of the issuer
- Annexure IV: Audited Financial Statement for last 3 (Three) Financial Year
- Annexure V: Related Party Transactions entered during last 3 (Three) Financial Years
- Annexure VI: ALM statement letter to Stock Exchange
- Annexure VII: Copy of Board Resolution & Finance Committee Resolution
- Annexure VIII: Copy of Shareholders Resolution
- Annexure IX: Due Diligence Certificate

IDBI Trusteeship Services Ltd
CIN : U65991MH2001GOI131154

IDBI trustee

No. 3711/ ITSL/ OPR/ CL/22-23/ DEB/ 1229/ 02
Date: July 19,2024

To,
NIIF Infrastructure Finance Limited
North Wing, 3rd Floor,
UTI Tower, GN Block,
Bandra Kurla Complex, Mumbai- 400 051

Kind Attn: Mr. V. Narayanan Iyer / Mr. Amit Ruparelia

Dear Sir,

CONSENT TO ACT AS DEBENTURE TRUSTEE FOR THE ISSUE OF SENIOR, RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES (INCLUDING IN THE FORM OF ZERO-COUPON BONDS), AT PAR OR PREMIUM OR DISCOUNT, IN MULTIPLE SERIES/TRANCHE(S) FROM TIME TO TIME ON A PRIVATE PLACEMENT BASIS UNDER UMBRELLA DEBENTURE TRUST DEED DATED 05TH JUNE, 2023 EXECUTED FOR UMBRELLA LIMIT OF RS. 23,400 CRORES.

This has reference to our discussion regarding the appointment of IDBI Trusteeship Services Limited ("***ITSL***") as Debenture Trustee for the issue of NCDs (Including in the form of Zero-Coupon Bonds) under Umbrella Debenture Trust Deed dated 05th June, 2023 executed for umbrella limit of Rs. 23,400 crores. In this connection, we confirm our acceptance of the assignment.

We are agreeable for inclusion of our name as trustees in the Disclosure document/ listing application/ any other document to be filed with the Stock Exchange(s) subject to the following conditions.

1) The Company hereby agree and undertake to execute, the Debenture Trust Deed/ Debenture Trustee Agreement and other necessary documents on such terms and conditions as agreed by the Debenture holders and disclose in the Information Memorandum or Disclosure Document or General Information document as approved by the Debenture Trustee, within a period as per applicable law.

2) The Company hereby agree & undertake to pay to the Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration as mutually agreed for their services as Debenture Trustee in addition to all legal, traveling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other Documents affecting the Security till the monies in respect of the Debentures have been fully paid-off and the requisite formalities for satisfaction of charge in all respects, have been complied with.

3) The Company hereby agrees and undertakes to comply with the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, SEBI (Issue and Listing of Non-Convertible Securities) Regulation, 2021, SEBI Circular on Uniform Listing Agreement dated October 13th, 2015; SEBI (Debenture Trustees) Regulations, 1993, SEBI Circular bearing ref. no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/230 dated 12th November, 2020 and SEBI Circular bearing ref. no. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 and Securities And Exchange Board Of India (Issue And Listing Of Non-Convertible Securities) (Second Amendment) Regulations, 2023 dated July 05,2023, Companies Act, 2013, as may be amended from time to time and such other applicable provisions as may be applicable from time to time and the Company agree to furnish to Debenture Trustee such information as may be required by Trustee on regular basis.

Looking forward to a fruitful association with you and assuring you of our best services at all times.

Yours faithfully,

For IDBI Trusteeship Services Limited

PRASAD SHANKAR TILVE
Digitally signed by PRASAD SHANKAR TILVE

Authorized Signatory

Press Release

NIIF Infrastructure Finance Limited

July 02, 2024

Facilities/Instruments	Amount (₹ crore)	Rating[1]	Rating Action
Non-convertible debentures	3,000.00	CARE AAA; Stable	Assigned
Non-convertible debentures	1,547.00 (Reduced from 1,700.00)	CARE AAA; Stable	Reaffirmed
Non-convertible debentures	2,300.00	CARE AAA; Stable	Reaffirmed
Non-convertible debentures	4,000.00	CARE AAA; Stable	Reaffirmed
Non-convertible debentures	5,000.00	CARE AAA; Stable	Reaffirmed
Non-convertible debentures	8,809.00	CARE AAA; Stable	Reaffirmed
Non-convertible debentures	10,739.00	CARE AAA; Stable	Reaffirmed
Non-convertible debentures	1,605.00	CARE AAA; Stable	Reaffirmed
Zero coupon bonds	5,000.00	CARE AAA; Stable	Reaffirmed
Zero coupon bonds	2,000.00	CARE AAA; Stable	Reaffirmed
Non-convertible debentures	-	-	Withdrawn
Commercial paper	2,500.00	CARE A1+	Reaffirmed

Details of instruments/facilities in Annexure-1.

Rationale and key rating drivers

The ratings assigned to the various debt instruments of NIIF Infrastructure Finance Limited (NIIF IFL) continue to factor in strong underwriting and risk management systems reflected in strong asset quality with demonstrated track record of nil stage 2 and stage 3 loan assets since commencement of its operations in 2015. The ratings also reflect the strength of its diversified seasoned portfolio across sectors, experienced management, healthy capitalization, and strong liquidity supported by fund raising flexibilities.

The ratings also take into consideration the well-defined regulatory framework for infrastructure debt funds (IDFs), NIIF IFL's linkages with the Government of India (GoI) directly & through National Investment and Infrastructure Fund Limited (NIIFL, anchored by GoI).

CARE Ratings has withdrawn the ratings of 'CARE AAA; Stable' [Triple A Plus; Outlook: Stable] assigned to the non-convertible debentures amounting to ₹739 crore with immediate effect. The above action has been taken on account full redemption of NCDs and 'No Due Certificate' received from the debenture trustees.

Rating sensitivities: Factors likely to lead to rating actions

[1]Complete definition of the ratings assigned are available at www.careedge.in and other CARE Ratings Ltd.'s publications.

Positive factors: Factors that could, individually or collectively lead to positive rating action/upgrade:
Not applicable.

Negative factors: **Factors that could, individually or collectively lead to negative rating action/downgrade:**

- Regulatory change resulting in increased portfolio vulnerability.
- Increasing gearing (defined as borrowings as per balance sheet/tangible net worth) beyond 9x.
- Significant and/or sustained deterioration in asset quality materially impacting profitability and capitalisation.

Analytical approach:

CARE Ratings has analysed standalone business profile of NIIF IFL and has factored linkages with strong key shareholders comprising GoI and NIIFL.

Outlook: Stable

CARE Ratings believes that NIIF IFL will operate within the well-defined business and financial parameters specified in its business plan. Furthermore, the company is expected to be able to raise funds (both debt and equity) and maintain comfortable capitalisation levels and sound asset quality.

Detailed description of key rating drivers:

Key strengths

Regulatory framework mandates lending only to operational projects, reducing overall business risk

Reserve Bank of India (RBI) guidelines provide a well-defined framework for IDF-NBFCs. The framework for IDF-NBFCs mandates lending in infrastructure projects with at least one year of satisfactory commercial operations and the revised framework (vide circular dated November 10, 2023) also allows lending to toll-operate-transfer (TOT) projects as the first lender (instead of, as a refinancer). Since all the projects funded are operational, the construction and execution risks do not exist, which are otherwise inherent in any greenfield infrastructure project. However, given that the requirement of tripartite agreement (which permitted IDF-NBFCs to have priority charge on termination payments) has recently been made optional, IDF-NBFCs are on par with other lenders in the event of termination. Nevertheless, the asset quality of the portfolio is expected to be stable, given the lower risks associated with satisfactory operational projects.

IDF-NBFCs are permitted to raise 90% of their borrowing through issue of bonds of minimum 5-year maturity. The balance 10% 10% is permitted through shorter tenor bonds or CPs. IDFs-NBFC have recently been permitted to raise funds through ECB (external commercial borrowings) loans of minimum 5 year tenor, from all eligible institutions except foreign branches of Indian banks. CARE Ratings believes that these regulatory guidelines are a credit positive to the overall structure of the IDF-NBFCs, thereby ensuring that IDF NBFCs operate in the lower risk segment of infrastructure financing.

Sound asset quality parameters

The company's loan portfolio has not witnessed delinquencies since inception. The company has a strong internal credit risk grading framework and risk management systems owing to which it has historically reported nil NPAs. According to the company's policy, it does not consider proposals with an internal rating below 'BBB-'. As on March 31, 2024, around 87% of the outstanding portfolio has an internal rating of 'A-' or higher. Furthermore, the average internal rating of the portfolio is A+ in FY24. In terms of external rating of the top 10 exposures as on March 31, 2024, ~83% exposures are at AA grade or above, which gives comfort on NIIF IFL's borrowers.

NIIF IFL's portfolio grew by ~24% in FY24 to Rs.22,118.19 crore from Rs.17,839.47 crore in FY23. The company focusses on green energy; power generation sector forms the major proportion of the portfolio at 69.34%, followed by transport and logistics which includes roads, airports and warehousing (19.32%), communication (7.39%), water and sanitation (2.36%) and social & commercial infrastructure (1.59%). Within the energy generation segment, the solar power generation sector has the highest share of 49.75%, (which includes IPP Independent Power producer, open access and captive models), wind power (7.49%) and hydro power (2.38%). While the portfolio composition has largely remained the same, notable change has been an increase in the road sector at 4.85% of overall portfolio (PY: 0.67%), hydro power at 2.38% (PY: 0.00%) and decrease in wind power at 7.49% (PY: 12.26%). The exposure in each segment/subsegment is within the company's approved risk policy. NIIF IFL recorded disbursements of ₹6,985.52 crore in FY24 compared to ₹ 6560.66 crore in FY23. Disbursements were primarily in the solar sector (52.56%), followed by roads sector (14.32%) and airports (10.01%). While gross disbursement aggregated Rs.6,985.52 crore in FY24, net loan book (i.e. gross disbursements less prepayments and repayments) aggregated Rs. 4,278.72 crore. Average prepayments have been around 10-12% in the last 3-4 years. Over the past few years, growth in the company's book has been largely driven by the renewable power segment and as indicated by management the company will continue to focus primarily on green power along with transport, logistics, communication infrastructure and transmission.

CARE Ratings expects asset quality to continue to remain stable due to the company's strong risk management policies & practices and since it is permitted to finance only satisfactorily operating infrastructure assets backed by reputed groups. Although regulation stipulates IDF-NBFCs to fund infrastructure projects with minimum one year of commercial operations, currently NIIF IFL loan assets have an average seasoning of >5 years of commercial operations. As the company continues its growth trajectory, both in terms of book size and lending to newer sectors, its ability to maintain adequate asset quality on a steady-state basis and successfully scale up the business will be a key monitorable.

Experienced management team

The company's operations are headed by Mr. Shiva Rajaraman, the Chief Executive Officer (CEO). Mr. Rajaraman has more than 28 years of experience in infrastructure finance, innovative and sustainable funding, and advisory. Before taking over as CEO of NIIF IFL, he was the CEO and whole-time director of L&T Infra Debt Fund Limited. He is supported by a senior management team of qualified professionals, each of whom have over 25 years of experience in their respective fields. The management has also put in place strong risk management systems, processes and policies evidenced by strong asset quality.

Financial flexibility on account of strong parentage

As on March 31, 2024, NIIF SOF holds 39.73% stake in NIIF IFL followed by AIFL (30.83% - CARE AA+; Positive / A1+), GoI (25.09%), and HDFC Bank (4.36% - CARE AAA; Stable / A1+). NIIFL is an investor-owned fund manager, anchored by GoI in collaboration with leading global and domestic institutional investors. It is a collaborative investment platform for international and Indian investors to invest across infrastructure and growth equity. GoI's strategic focus on infrastructure funding is evident from its ₹20,000 crore capital commitments to NIIF platform across the four funds encompassing the Master Fund (MF), Private Markets Fund (PMF), Strategic opportunities fund (SOF), and India Japan fund (IJF). A similar amount is expected to be raised from external strategic investors such that the GoI's contribution to the corpus of the four funds will reach 49%. NIIFL manages assets over USD 4.9 billion through its four funds and holds a stake in NIIF IFL from its SOF.

SOF is one of the largest India-focused growth equity fund and targets to invest in the sectors that benefit from the changing business landscape in India, as well as demonstrating intrinsic structural growth. Given the company's performance (including 0% NPAs, diversified portfolio, asset growth, etc.) as well as the quasi-sovereign nature of NIIFL, CARE Ratings expects that NIIF IFL has financial flexibility to raise funds for growth. Quality and nature of key shareholders will be a key monitorable.

Comfortable capitalisation levels

The company's capitalisation levels are comfortable with tangible net worth of ₹3,858.28 crore and reported capital adequacy ratio (CAR) of 24.22% (P.Y.: 20.85%) and Tier-1 CAR of 23.28% (P.Y.: 20.12%) as on March 31, 2024, well above the regulatory requirement of 15% and 10% respectively. As on March 31, 2024, gearing increased to 5.13x as against 4.35x as on March 31, 2023. The increase is on account of increased borrowings (to fund growth in portfolio) and no equity infusion during the year. The capitalisation levels are supported by capital infusion by GoI, NIIF SOF and Aseem Infrastructure Finance Ltd (AIFL) aggregating to ₹1,917.94 crore over past four years. On November 25, 2020, as a part of the Aatmanirbhar Bharat Package 3.0, the Union Cabinet had announced an equity commitment of upto ₹6,000 crore into NIIF debt financing platform comprising NIIF IFL and AIFL. The most recent capital infusions from the Government of India (GoI) into NIIF IFL were done in FY21 and FY22, amounting to ₹185 crore and ₹700 crore, respectively.

Equity capital infusion is not expected in FY25 as the company has a comfortable capitalization level which it can leverage and accordingly, growth in the portfolio in FY25 is expected to be funded primarily through borrowing. For a portfolio with relatively high disbursements per borrower, having adequate capital profile is one of the primary risks mitigants and a key monitorable. In this sense, CARE Ratings expects capital profile of the company to remain comfortable.

Tax exempt status and low credit costs support profitability

The net interest margins (NIM) have remained rangebound between 2.10%-2.50% over the last five fiscal years with a decline in FY23 by 15 bps and FY24 by 13 bps. This is due to the increase in leverage. As the company's operations are wholesale in nature, opex as a percentage of average total assets remained low at 0.24% in FY24 (0.21% in FY23). The credit cost remained relatively range-bound at 0.14% of average total assets as its loan book has not witnessed any delinquencies or slippages since inception and is expected to be in sub 1% range in the near term. NIIF IFL reported PAT of ₹420.47 crore in FY24 as against ₹325.74 crore in FY23. Consequently, ROTA improved from 1.90% in FY23 to 1.94% in FY24 and RONW improved from 9.93% in FY23 to 11.54% in FY24.

CARE Ratings notes that subject to compliance with the conditions stipulated by Central Board of Direct Taxes (CBDT), an IDF-NBFC's income is exempt from tax, which supports its profitability. CBDT issued notification to NIIF IFL stating that the company is entitled to avail tax exemption from April 01, 2019. The company has filed an application with CBDT with respect to taxation for previous years, which if decided in the company's favor, may result in reversal of this tax provision amounting to ₹108.01 crore in the future. NIIF IFL's ability to scale up business while sustaining profitability metrics remain key credit sensitivities.

Key weaknesses

Concentration risk

The company being an IDF-NBFC, as per the regulatory requirements, can only invest in satisfactory operational infrastructure projects with minimum one year of commercial operations, which mitigates the execution and cash flow risks to a considerable extent. However, the company is exposed to the concentration risk and hence, the company's portfolio is vulnerable to asset quality shocks in case of slippages, which in turn might affect its profitability. Apart from regulatory borrower and promoter group limits, the Company has internal limits relating to additional group/ sector/ sub-sector level limits, approved by the management/ risk management committee, and reviewed at regular intervals. As on March 31, 2024, the company had sizeable concentration with top 10 accounts at 31.90% of the loan portfolio and 182.88% of the tangible net worth. However, CARE Ratings believes that various contours of the regulatory framework prescribed by RBI for an IDF-NBFC, such as restricting lending to single borrower/party to 30% of Tier 1 capital, single group of borrowers/parties to 50% of the Tier 1 capital, as well as the company's own risk guardrails that are more stringent than regulatory requirements, mitigate the concentration risk to a large extent. Given that IDF-NBFCs are permitted to refinance operational projects across the spectrum, it has resulted in greater sectoral diversification. Nevertheless, the company, plans to diversify only into assets that carry low credit risk while focusing on renewables, transport, logistics, communication infrastructure and transmission. Nevertheless, the company's ability to withstand the sectoral concentration risks inherent to its nature of business with sustained profitability will be a key monitorable.

Liquidity: Strong

The liquidity profile of NIIF IFL is comfortable as in line with regulations it can raise 90% of its borrowings only through issue of bonds and through loan route via ECBs having minimum maturity of five years which is in line with behavioural maturity profile of assets. Furthermore, it can raise shorter tenor bonds and CPs to the extent of up to 10% of their total outstanding borrowing. The company had nil short-term borrowings as on March 31, 2024. As on March 31, 2024, the asset liability management (ALM) profile of NIIF IFL reflects positive cumulative mismatches in all buckets up to 1 year.

As on March 31, 2024, the company has cash and bank balances of ₹911.50 crore, and liquid investments of ₹582.84 crore. Additionally, inflows from advances are ₹1,564.08 crore (only principal) in the next one year. Against this, the company has scheduled repayments of ₹1,501.00 crore (only principal) in the next one year. Thus, the company has adequate cash flows to service its debt obligations for at least one year, as on March 31, 2024. NIIF IFL has satisfactorily managed its assets and liabilities tenors and the company has adequate financial flexibility to raise required resources.

Assumptions/Covenants
Not applicable

Environment, social, and governance (ESG) risks
Not applicable

Applicable criteria
Definition of Default
Rating Outlook and Rating Watch
Financial Ratios - Financial Sector
Withdrawal Policy
Short Term Instruments
Non Banking Financial Companies
Factoring Linkages Government Support

About the company and industry

Industry classification

Macro-economic indicator	Sector	Industry	Basic industry
Financial services	Financial services	Finance	Non-banking financial company (NBFC)

NIIF IFL (the Company)
NIIF IFL was incorporated as an IDF under the non-banking finance company (NBFC) category. It provides financial assistance to the operational infrastructure projects which have satisfactorily completed one year of commercial operations. It was created on March 07, 2014 (originally incorporated as IDFC Infra Debt Fund Limited [IDFC IDFL)) as a new infrastructure financing entity under the NBFC format as per the Reserve Bank of India (RBI) guidelines issued in this regard. The RBI granted Certificate of Registration (COR) to NIIF IFL on September 22, 2014, permitting the company to carry on the business of IDF-NBFC. The company changed its name from IDFC IDFL to IDFC Infrastructure Finance Limited (IDFC IFL) with effect from January 10, 2017.

In March 2019, National Investment and Infrastructure Fund (NIIF) Strategic Opportunities Fund (SOF) acquired 58.89% equity stake in IDFC IFL. Thereafter, the name of the company was changed to NIIF Infrastructure Finance Limited with effect from July 11, 2019, to reflect the change in the ownership of the company.

On March 30, 2020, AIFL, an NBFC Infrastructure Finance Company (NBFC-IFC), acquired 30% equity stake of NIIF IFL from IDFC Financial Holding Company Limited (IDFC FHCL). Following capital raising of ₹1,012 crore in March 2022, the shareholding pattern on a fully diluted basis has undergone a change and thereafter has remained unchanged. As on March 31, 2024, the stake of NIIF SOF in NIIF IFL is 39.73%, while AIFL holds 30.83%, GOI holds 25.09%, and HDFC Bank (rated CARE AAA; Stable / CARE A1+) holds 4.36% in the company. NIIF IFL's loan book increased to ₹22,118 crore as on March 31, 2024, from ₹17,839 crore as on March 31, 2023, registered a growth of ~24% year-on-year.

NIIF IFL is a responsible financial institution and has integrated environmental & social (E&S) risks in the lending cycle. The Company has adopted IFC Performance Standards for E&S risk assessment in its project finance transactions.

AIFL
AIFL, an RBI regulated NBFC-IFC, which is a portfolio company of NIIF SOF and majority held by NIIF SOF, was incorporated in May 2019. The RBI granted COR to the company on January 28, 2020, and the company had initiated lending operations in Q2FY21. AIFL was formed with the objective of lending across all phases of infrastructure projects lifecycle with a mix of operating brownfield and greenfield assets. The management of AIFL is guided by an experienced Board of Directors, which comprises

three nominees of NIIF SOF who are senior NIIFL functionaries and three independent directors. The Company is a Board governed entity with experienced senior management at its helm and carries out its business operations supervised by the Board and various committees constituted as per the corporate governance and regulatory requirements.

NIIF - SOF (Key Shareholder)

NIIF Strategic Opportunities Fund (SOF), also referred as NIIF Fund II, is one of the largest India-focused growth equity fund. NIIF SOF is managed by National Investment and Infrastructure Fund Limited (NIIFL), an investor-owned fund manager, anchored by the GOI in collaboration with the leading global and domestic institutional investors. NIIFL manages assets over USD 4.9 billion through its four funds encompassing the Master Fund, Private Markets Fund, SOF and India-Japan Fund, each of which is registered with SEBI as Category II AIFs. NIIFL has received ₹20,000 crores of capital commitments from GOI across its funds, and similar amount will be raised from external strategic investors such that the GOI's contribution to the corpus of NIIF's funds will reach 49%.

NIIF SOF has been established with the objective to provide long-term capital to high-growth future-ready businesses in India. NIIF SOF has built a scalable integrated financial services platform by investing equity in NIIF Infrastructure Finance Limited and AIFL, enabling them to become sizeable players in the Indian infrastructure debt financing space.

Standalone Financials of NIIF IFL

Brief Financials (₹ crore)	March 31, 2022 (A)	March 31, 2023 (A)	March 31, 2024 (A)
Total operating income	984.31	1,404.23	1,847.02
PAT	233.25	325.74	420.47
Interest coverage (times)	1.34	1.32	1.31
Total Assets	15,453.10	18,406.42	23,747.98
Net NPA (%)	0.00	0.00	0.00
ROTA (%)	2.09	1.90	1.94

A: Audited; Note: these are latest available financial results

Status of non-cooperation with previous CRA:
None

Any other information:
Not applicable

Rating history for last three years: Annexure-2

Covenants of rated instrument / facility: Annexure-3

Complexity level of instruments rated: Annexure-4

Lender details: Annexure-5

Annexure-1: Details of instruments/facilities

Name of the Instrument	ISIN	Date of Issuance	Coupon Rate (%)	Maturity Date	Size of the Issue (₹ crore)	Rating Assigned along with Rating Outlook
Bonds-Zero Coupon Bonds (Proposed)	-	-	-	-	7,000.00	CARE AAA; Stable
Commercial Paper-Commercial Paper (Standalone) (Proposed)	-	-	-	-	2500.00	CARE A1+
Debentures-Non Convertible Debentures	INE246R07236	28-Nov-17	7.990%	28-Nov-24	115.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07285	26-Apr-18	8.415%	27-May-25	44.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07293	16-May-18	8.520%	15-May-26	26.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07301	05-Jul-18	9.210%	27-Aug-24	47.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07319	19-Jul-18	9.255%	14-Aug-24	189.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07368	04-Jun-19	9.000%	19-Aug-24	59.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07376	20-Jun-19	9.000%	29-Aug-24	81.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07384	27-Sep-19	8.600%	07-Nov-24	390.00	CARE AAA; Stable
Debentures-Non	INE246R07392	23-Dec-19	8.650%	21-Feb-25	600.00	CARE AAA; Stable

Convertible Debentures						
Debentures-Non Convertible Debentures	INE246R07400	15-Jan-20	8.700%	15-Jan-30	500.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07426	23-Apr-20	8.250%	21-May-25	500.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07434	01-Jun-20	7.500%	02-Jun-25	250.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07442	12-Jun-20	7.500%	12-Aug-25	125.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07459	29-Sep-20	7.250%	28-Nov-25	245.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07467	31-Dec-20	6.450%	31-Dec-25	105.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07483	04-Feb-21	7.250%	04-Feb-31	604.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07491	22-Mar-21	7.250%	22-May-26	482.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07509	30-Mar-21	7.250%	29-May-26	560.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07517	09-Sep-21	6.720%	09-Oct-26	650.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07525	22-Sep-21	6.840%	20-Nov-26	625.00	CARE AAA; Stable

Debentures-Non Convertible Debentures	INE246R07533	22-Sep-21	7.170%	22-Aug-31	887.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07541	28-Sep-21	6.840%	27-Nov-26	1,000.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07558	14-Jan-22	6.750%	23-Feb-27	1,185.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07574	22-Feb-22	7.050%	25-Feb-27	625.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07582	28-Mar-22	7.110%	28-May-27	875.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07590	27-May-22	7.800%	27-Aug-27	400.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07608	04-Jul-22	7.995%	24-Aug-27	809.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07616	14-Jul-22	8.040%	27-May-32	1,021.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07624	13-Sep-22	7.680%	25-Nov-27	747.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07632	23-Jan-23	7.980%	24-Feb-28	842.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07640	16-Mar-23	8.055%	17-Mar-28	151.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07657	09-May-23	8.030%	09-May-33	500.00	CARE AAA; Stable

Debentures-Non Convertible Debentures	INE246R07665	10-Jul-23	7.965%	24-Aug-28	900.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07673	31-Jul-23	7.970%	29-Jul-33	900.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07681	25-Oct-23	8.085%	28-Nov-28	500.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07699	16-Nov-23	8.000%	16-Nov-35	850.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07707	24-Jan-24	8.100%	24-Jan-34	89.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07715	24-Jan-24	8.070%	24-Jan-39	280.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07723	14-Mar-24	7.950%	14-Mar-36	500.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07731	21-Jun-24	8.700%	23-Aug-29	440.00	CARE AAA; Stable
Debentures-Non Convertible Debentures (Proposed)	-	-	-	-	17,282.00	CARE AAA; Stable
Debentures-Non Convertible Debentures	INE246R07277	26-Apr-18	8.370%	26-May-23	0.00	Withdrawn
Debentures-Non Convertible Debentures	INE246R07269	22-Mar-18	8.490%	22-Aug-23	0.00	Withdrawn
Debentures-Non	INE246R07327	12-Oct-18	9.120%	23-Nov-23	0.00	Withdrawn

Convertible Debentures						
Debentures-Non Convertible Debentures	INE246R07418	04-Mar-20	8.150%	15-Jan-24	0.00	Withdrawn
Debentures-Non Convertible Debentures	INE246R07566	17-Feb-22	5.955%	16-Feb-24	0.00	Withdrawn
Debentures-Non Convertible Debentures	INE246R07350	30-Apr-19	9.000%	28-May-24	20.00 *	CARE AAA; Stable

** This NCD has matured on May 28, 2024, and the company has made the repayment in full. On company's request, the said NCD will be withdrawn in the next surveillance cycle.*

Annexure-2: Rating history for last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating History			
		Type	Amount Outstanding (₹ crore)	Rating	Date(s) and Rating(s) assigned in 2024-2025	Date(s) and Rating(s) assigned in 2023-2024	Date(s) and Rating(s) assigned in 2022-2023	Date(s) and Rating(s) assigned in 2021-2022
1	Debentures-Non Convertible Debentures	LT	-	-	-	-	1)Withdrawn (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)
2	Debentures-Non Convertible Debentures	LT	-	-	-	1)Withdrawn (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)
3	Debentures-Non Convertible Debentures	LT	-	-	-	1)CARE AAA; Stable (17-Jul-23) 2)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)
4	Commercial Paper-Commercial Paper (Standalone)	ST	2500.00	CARE A1+	-	1)CARE A1+ (17-Jul-23) 2)CARE A1+ (06-Jul-23)	1)CARE A1+ (02-Aug-22)	1)CARE A1+ (03-Aug-21)

5	Debentures-Non Convertible Debentures	LT	1547.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23) 2)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)
6	Debentures-Non Convertible Debentures	LT	2300.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23) 2)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)
7	Debentures-Non Convertible Debentures	LT	4000.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23) 2)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)
8	Debentures-Non Convertible Debentures	LT	5000.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23) 2)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)
9	Bonds-Zero Coupon Bonds	LT	5000.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23) 2)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)
10	Bonds-Zero Coupon Bonds	LT	2000.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23) 2)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	-
11	Debentures-Non Convertible Debentures	LT	8809.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23) 2)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	-

12	Debentures-Market Linked Debentures	LT	-	-	-	1)Withdrawn (06-Jul-23)	1)CARE PP-MLD AAA; Stable (02-Aug-22)	-
13	Debentures-Non Convertible Debentures	LT	10739.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23)	-	-
14	Debentures-Non Convertible Debentures	LT	1605.00	CARE AAA; Stable	-	1)CARE AAA; Stable (17-Jul-23)	-	-
15	Debentures-Non Convertible Debentures	LT	3000.00	CARE AAA; Stable				

LT: Long term; ST: Short term

Annexure-3: Detailed explanation of covenants of rated instruments/facilities

Not applicable

Annexure-4: Complexity level of instruments rated

Sr. No.	Name of the Instrument	Complexity Level
1	Bonds-Zero Coupon Bonds	Simple
2	Commercial Paper-Commercial Paper (Standalone)	Simple
3	Debentures-Non Convertible Debentures	Simple

Annexure-5: Lender details

To view lender-wise details of bank facilities please click here

Annexure-6: List of entities consolidated

Not applicable

Note on complexity levels of rated instruments: CARE Ratings has classified instruments rated by it based on complexity. Investors/market intermediaries/regulators or others are welcome to write to care@careedge.in for clarifications.

Contact us

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About us:

Established in 1993, CARE Ratings is one of the leading credit rating agencies in India. Registered under the Securities and Exchange Board of India, it has been acknowledged as an External Credit Assessment Institution by the RBI. With an equitable position in the Indian capital market, CARE Ratings provides a wide array of credit rating services that help corporates raise capital and enable investors to make informed decisions. With an established track record of rating companies over almost three decades, CARE Ratings follows a robust and transparent rating process that leverages its domain and analytical expertise, backed by the methodologies congruent with the international best practices. CARE Ratings has played a pivotal role in developing bank debt and capital market instruments, including commercial papers, corporate bonds and debentures, and structured credit.

For the detailed Rationale Report and subscription information, please visit www.careedge.in

No. CARE/HO/RL/2024-25/2267

Shri Shiva Rajaraman
Chief Executive Officer
NIIF Infrastructure Finance Limited
3rd Floor, UTI Tower, North Wing,
GN Block, Bandra Kurla Complex,
Mumbai
Maharashtra 400051

August 27, 2024

Confidential

Dear Sir,

Credit rating for proposed Debt Issue / Long-term Debt

Please refer to our letter no. CARE/HO/RL/2024-25/1949 dated July 24, 2024, and your request for revalidation of the rating assigned to the non-convertible debentures and zero-coupon bonds of your company, for a limit of Rs.44,000.00 crore.

2. The following rating(s) have been reviewed:

Sr. No.	Instrument	Amount (₹ crore)	Rating[1]	Rating Action
1.	Non Convertible Debentures	1,547.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
2.	Non Convertible Debentures	2,300.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
3.	Non Convertible Debentures	4,000.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
4.	Non Convertible Debentures	5,000.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
5.	Non Convertible Debentures	8,809.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
6.	Non Convertible Debentures	10,739.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
7.	Non Convertible Debentures	1,605.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
8.	Non Convertible Debentures	3,000.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed

[1]Complete definitions of the ratings assigned are available at www.careedge.in and in other CARE Ratings Ltd.'s publications.

Sr. No.	Instrument	Amount (₹ crore)	Rating[1]	Rating Action
9.	Zero Coupon Bonds	5,000.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
10.	Zero Coupon Bonds	2,000.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within **six months** from the date of this letter.
4. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr.)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Trustee/IPA	Details of top 10 investors

5. CARE Ratings Ltd. reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
6. CARE Ratings Ltd. reserves the right to revise/reaffirm/withdraw the rating assigned as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE Ratings Ltd. warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE Ratings Ltd. so as to enable it to carry out continuous monitoring of the rating of the debt instruments, CARE Ratings Ltd. shall carry out the review on the basis of best available information throughout the life time of such instruments. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE Ratings Ltd. shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.
7. Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.
8. Users of this rating may kindly refer our website www.careedge.in for latest update on the outstanding rating.
9. CARE Ratings Ltd. ratings are **not** recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,

Yours faithfully,

Khyati Shah
Lead Analyst
khyati.shah@careedge.in

Jitendra Meghrajani
Assistant Director
jitendra.meghrajani@careedge.in

Encl.: As above

Disclaimer

The ratings issued by CARE Ratings Limited are opinions on the likelihood of timely payment of the obligations under the rated instrument and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. These ratings do not convey suitability or price for the investor. The agency does not constitute an audit on the rated entity. CARE Ratings Limited has based its ratings/outlooks based on information obtained from reliable and credible sources. CARE Ratings Limited does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions and the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE Ratings Limited have paid a credit rating fee, based on the amount and type of bank facilities/instruments. CARE Ratings Limited or its subsidiaries/associates may also be involved with other commercial transactions with the entity. In case of partnership/proprietary concerns, the rating /outlook assigned by CARE Ratings Limited is, inter-alia, based on the capital deployed by the partners/proprietor and the current financial strength of the firm. The rating/outlook may undergo a change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors. CARE Ratings Limited is not responsible for any errors and states that it has no financial liability whatsoever to the users of CARE Ratings Limited's rating.
Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

No. CARE/HO/RL/2024-25/2266

Shri Shiva Rajaraman
Chief Executive Officer
NIIF Infrastructure Finance Limited
3rd Floor, UTI Tower, North Wing,
GN Block, Bandra Kurla Complex,
Mumbai
Maharashtra 400051

August 27, 2024

Confidential

Dear Sir,

Credit rating for Commercial Paper (CP) issue aggregating Rs.2,500.00 crore[1]

Please refer to our letter no. CARE/HO/RL/2024-25/1948 dated July 24, 2024, and your request for revalidation of the rating assigned to the CP issue of your company, for a limit of Rs.2,500.00 crore, with a maturity not exceeding one year.

2. The following rating(s) have been reviewed:

Instrument	Amount (₹ crore)	Rating[2]	Rating Action
Commercial Paper	2,500.00	CARE A1+ (A One Plus)	Reaffirmed

3. Please arrange to get the rating revalidated in case the issue is not made within **two months** from the date of this letter i.e., by October 27, 2024. Once the CP is placed, the rating is valid for the tenure of such instrument till redemption.

4. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr.)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Trustee/IPA	Details of top 10 investors

[1] This represents the aggregate of all CP issuances of the company outstanding at any point in time.
[2]Complete definitions of the ratings assigned are available at www.careedge.in and in other CARE Ratings Ltd.'s publications.

5. CARE Ratings Ltd. reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.

6. CARE Ratings Ltd. reserves the right to revise/reaffirm/withdraw the rating assigned as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE Ratings Ltd. warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE Ratings Ltd. so as to enable it to carry out continuous monitoring of the rating of the debt instruments, CARE Ratings Ltd. shall carry out the review on the basis of best available information throughout the life time of such instruments. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE Ratings Ltd. shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.

7. Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

8. Users of this rating may kindly refer our website www.careedge.in for latest update on the outstanding rating.

9. CARE Ratings Ltd. ratings are **not** recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,

Yours faithfully,

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Disclaimer

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Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

JM

July 29, 2024

NIIF Infrastructure Finance Limited: [ICRA]AAA (Stable) assigned; Ratings reaffirmed

Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Non-convertible debenture programme	33,980	33,980	[ICRA]AAA (Stable); reaffirmed
Non-convertible debenture programme	0	3,020	[ICRA]AAA (Stable); assigned
Non-convertible debenture programme (zero coupon bonds)	7,000	7,000	[ICRA]AAA (Stable); reaffirmed
Commercial paper programme	2,500	2,500	[ICRA]A1+; reaffirmed
Non-convertible debenture programme	699	0	[ICRA]AAA (Stable); reaffirmed and withdrawn
Market linked debenture programme	1,000	0	PP-MLD[ICRA]AAA (Stable); reaffirmed and withdrawn
Total	**45,179**	**46,500**	

**Instrument details are provided in Annexure I*

Rationale

The ratings reflect NIIF Infrastructure Finance Limited's (NIIF IFL) consistent track record of nil stage 2 and stage 3 loan assets since the commencement of operations in 2015. The ratings also factor in the strength of the company's diversified portfolio spread across the renewable energy, transmission, transport & logistics and other infrastructure sectors. Moreover, the ratings consider the relatively tighter regulatory framework for NBFC-IDFs necessitating investment/lending only to infrastructure projects, which have completed at least one year of satisfactory commercial operations, and direct lending to toll-operate-transfer (TOT) projects, the company's strong liquidity profile supported by regulatory restrictions on the proportion of short-term debt in the overall borrowing mix, the limited interest rate risk and the comfortable capitalisation profile supported by the strong shareholders. NIIF IFL's capital-to-risk weighted assets ratio (CRAR) stood at 24.2% against the regulatory requirement of 15.0% while the gearing was 5.1 times as on March 31, 2024.

The ratings draw comfort from NIIF IFL's experienced management team, with expertise in infrastructure finance, and the healthy profitability indicators. Strength is also reflected in the investors, i.e. National Investment and Infrastructure Fund II (NIIF II with a 39.7% equity stake; Strategic Opportunities Fund) acting through its investment manager National Investment and Infrastructure Limited (NIIFL), Aseem Infrastructure Finance Limited (AIFL with a 30.8% stake; portfolio company of NIIF II) and the Government of India (GoI; 25.1% stake) as on March 31, 2024. ICRA expects NIIF IFL to continue reporting good asset quality indicators while growing its business volumes. Given the wholesale nature of the loans, the concentration risk remains relatively high. However, ICRA draws comfort from the company's prudent underwriting norms as reflected by the good asset quality indicators, diversified portfolio and the tighter regulatory framework.

ICRA notes that the scope of lending and fund-raising options has been expanded under the revised regulatory framework for non-banking financial companies-infrastructure debt funds (NBFC-IDFs) released by the Reserve Bank of India (RBI) in FY2024. The impact of the same on the loan and borrowing mix would be visible over the medium term. Also, the capital requirement (minimum Tier I capital requirement increased to 10% from 7.5%) and exposure norms (maximum permissible single party exposure capped at 30% and group exposure capped at 50% of Tier I capital compared with higher limits earlier) have been revised, though NIIF IFL is well within the threshold for both these parameters. While portfolio vulnerability can increase, given the expansion of the scope and the requirement of tripartite agreements being made optional, the company's prudent underwriting norms should help it in managing the risk.

Further, ICRA notes that if the draft regulations by the RBI on provisioning for project finance were to be implemented in the current format, the impact on the reported capital adequacy of NIIF IFL will be marginal, given that it has sufficient buffer in its Tier I capital to absorb any impact. Going forward, the company's ability to grow its loan book while maintaining prudent capitalisation levels and strict underwriting standards leading to good asset quality indicators, would be a key monitorable.

The Stable outlook reflects ICRA's expectation that the company would continue to grow its business profitably, while maintaining good asset quality indicators and prudent capitalisation levels, supported by good shareholders.

ICRA has reaffirmed and withdrawn the rating assigned to the Rs. 699-crore non-convertible debenture programme and the Rs. 1,000-crore market linked debenture programme as no amount is outstanding against the same. The rating has been withdrawn in accordance with ICRA's policy on the withdrawal of credit ratings.

Key rating drivers and their description

Credit strengths

Strong asset quality; regulatory framework necessitates lending to operational projects, mitigating overall construction risk – NIIF IFL's portfolio grew to Rs. 22,118 crore as on March 31, 2024 from Rs. 17,839 crore on March 31, 2023, registering a healthy year-on-year (YoY) growth of ~24%. The energy generation segment had the highest share in the portfolio at ~66.0% as on March 31, 2024, followed by transport and logistics (19.3%), communication (7.4%), power transmission (3.3%), water/sanitation (2.4%) and social/commercial infrastructure sector (1.6%). Within the power sector, the exposure is diversified {solar constituted 35.7% of the total exposure as on March 31, 2024, wind (7.5%), hydro (2.4%), captive/open access power (20.4%) and transmission (3.3%)} and a large part of the exposure has strong off-takers including Central Government owned entities. The growth in the loan book was largely driven by the growth in the solar power segment over the past few years. As per the board-approved risk and ESG policy, NIIF IFL does not refinance grid-connected thermal power projects. NIIF IFL has integrated environmental and social (E&S) risks in the lending cycle. The company has adopted International Finance Corporation (IFC) Performance Standards for E&S risk assessment in its project finance transactions.

The regulatory framework for NBFC-IDFs necessitates lending/investment only in infrastructure projects with at least one year of satisfactory commercial operations and direct lending to TOT projects. Hence, construction and execution risks are nil and operating risk is low given the track record of operations, though ICRA notes that the absence of tripartite agreements would expose NBFC-IDFs to the risk associated with the project in the event of termination. It is also noted that the portfolio has a weighted average seasoning of over five years of operations against the regulatory minimum of one year. The asset quality of these operational projects (including projects without tripartite agreements) is expected to be stable, given the company's rigorous project appraisal and monitoring processes and the lower risks compared to under-construction projects. ICRA notes that NIIF IFL has not witnessed any slippages in its loan portfolio since inception as reflected by the nil stage 2 and nil stage 3 assets. However, given the wholesale nature of the loan book, the portfolio remains vulnerable to lumpy slippages in the asset quality. In that regard, ICRA notes that the company's overall provision cover of 0.7% (including management overlay of 0.56%) for the entire portfolio is higher than the regulatory threshold of 0.4%.

Experienced management team – The ratings draw comfort from the experienced senior management team with considerable expertise in the infrastructure financing space. The company has robust underwriting and risk management systems, processes and policies, as evidenced by the strong asset quality. It is expected to follow prudent policies while increasing the scale of operations with sectoral diversification.

Strong liquidity profile – The liquidity profile is strong as NBFC-IDFs can raise resources through the issuance of bonds with a minimum maturity of five years and through the loan route via external commercial borrowings (ECBs) with a minimum tenure of five years (generally in line with the maturity profile of the assets). Shorter-tenure bonds and commercial paper are permitted up to 10% of the outstanding debt. In FY2024, the company raised debt issuances for a tenure of up to 15 years from insurance companies and pension and provident funds. Further, since NBFC-IDFs can invest in infrastructure projects that have completed at least one year of satisfactory commercial operations, loan repayments start immediately after disbursement, supporting the asset-liability maturity (ALM) profile.

Good capitalisation profile supported by strong shareholders – The company's capitalisation profile remains comfortable with a net worth of Rs. 3,860 crore as on March 31, 2024 and a CRAR of 24.2% (Tier I – 23.3%) against the regulatory requirement of 15% (Tier I requirement of 10%) along with a gearing of 5.1 times as on March 31, 2024. NIIF II holds a significant stake in NIIF IFL, both directly and through its portfolio company – AIFL. Following the conversion of compulsorily convertible preference shares (CCPS) into equity shares, NIIF II held ~39.7% as on March 31, 2024, followed by AIFL (~30.8%), the GoI (~25.1%) and HDFC Bank Limited (erstwhile Housing Development Finance Corporation Limited; ~4.4%). NIIFL is an investor-owned fund manager, anchored by the GoI in collaboration with leading global and domestic institutional investors. It is a collaborative investment platform for international and Indian investors looking for investment opportunities in infrastructure and other high growth sectors of the country. The GoI's strategic focus on private sector participation in infrastructure funding is also evident from its Rs. 20,000-crore capital commitment to the NIIF platform across four funds, namely Master Fund, Private Markets Fund (erstwhile Fund of Funds), Strategic Opportunities Fund (SOF) and India-Japan Fund. A similar amount is expected to be raised from external investors. In Atmanirbhar 3.0, the GoI had approved the infusion of up to Rs. 6,000 crore in NIIF's Infrastructure Debt Financing Platform, comprising NIIF IFL and its shareholder – AIFL (of which ~Rs. 1,700 crore was infused till March 31, 2023 in both companies).

In ICRA's opinion, prudent capitalisation levels are one of the key risk mitigants and a monitorable for a portfolio that has relatively high concentration risks. In this regard, ICRA expects NIIF IFL to maintain prudent capitalisation levels and believes support from key shareholders will be forthcoming if required. However, a change in the quality and nature of key shareholders will be a key monitorable.

Profitability supported by tax-exemption status enjoyed by IDFs – NIIF IFL's net interest margin (NIM) has remained range-bound (2.1-2.4%) with a downward bias over the last two years due to rise in gearing and high systemic interest rates in FY2024. In line with past trends, the wholesale nature of operations kept the company's operating expenses low at 0.2% of average total assets (ATA) in FY2024 (0.2% in FY2023). The provisioning costs (0.1% of ATA in FY2024) remain low as the loan portfolio has not witnessed delinquencies/slippages since inception. The profit after tax (PAT) increased to Rs. 420 crore in FY2024 from Rs. 326 crore in FY2023, leading to stable return on assets (RoA) of 2.0% in FY2024 (1.9% in FY2023). ICRA notes that, subject to compliance with the conditions stipulated by the Central Board of Direct Taxes (CBDT), an NBFC-IDF's income is exempt from tax, supporting its future profitability. ICRA notes that regulatory changes could have an adverse impact on the profitability of NBFC-IDFs.

Credit challenges

Relatively high concentration risk – Regulations require all NBFC-IDFs to take exposure only in operational infrastructure projects with at least one year of satisfactory commercial operations and allows direct lending to TOT projects, mitigating the construction and execution risk. NIIF IFL's portfolio has an average of over five years of operations against the regulatory minimum of one year. However, the inherent nature of the business of infrastructure financing means that the company is exposed to project risks and the exposures are concentrated. Hence, its portfolio would remain vulnerable to asset quality shocks in case of slippages in a few key exposures, which may adversely affect its profitability. The concentration remains with the top 10 borrowers accounting for 32% of the total portfolio as on March 31, 2024 against 30% as on March 31, 2023. In this regard, ICRA takes comfort that NIIF IFL's concentration is primarily in solar power projects with good credit profile. Going forward, the company's ability to maintain strict underwriting standards while growing the portfolio would be a key monitorable.

Liquidity position: Strong

NIIF IFL's ALM, as on March 31, 2024, reflected positive cumulative mismatches across all buckets up to 1 year. As of March 31, 2024, the company had available liquidity in the form of cash and liquid investments up to ~Rs. 1,494 crore and scheduled cash inflow (principal) of ~Rs. 1,503 crore from the performing advances over the next one year, providing comfortable liquidity cover over the debt repayments (principal) of ~Rs. 1,501 crore due during the above-mentioned period. ICRA also derives comfort from NIIF IFL's good financial flexibility.

Rating sensitivities

Positive factors – Not applicable

Negative factors – Pressure on NIIF IFL's ratings could emerge on account of increase in leverage to 9 times on sustained basis and/or weakening of the asset quality leading to deterioration in solvency on a sustained basis. Any significant change in the regulatory framework leading to an increase in portfolio vulnerability and/or a change in the likelihood of support from the sponsors or key shareholders or a change in the profile of the key shareholders could warrant a rating revision for NIIF IFL.

Analytical approach

Analytical Approach	Comments
Applicable rating methodologies	ICRA's credit rating methodology for non-banking finance companies Policy on withdrawal of credit ratings
Parent/Group support	The ratings derive strength from NIIF IFL's parentage with 39.7% held by NIIF II, 30.8% by AIFL and 25.1% by the GoI as on March 31, 2024.
Consolidation/Standalone	Standalone

About the company

NIIF Infrastructure Finance Limited {NIIF IFL; erstwhile IDFC Infrastructure Finance Limited (IDFC IFL)} is an infrastructure debt fund (IDF) under the non-banking financial company (NBFC) structure, set up in March 2014 and operating after the receipt of RBI approval on September 22, 2014. It provides long-term financial assistance for various infrastructure projects, which have completed at least one year of satisfactory commercial operations.

While NIIF IFL was incorporated as IDFC IFL, it was renamed NIIF IFL after the change in ownership in March 2019. On March 12, 2019, IDFC Financial Holding Company Limited (IDFC FHCL) transferred 51.48% of its stake in IDFC IFL to NIIF II. On March 15, 2019, SBI Life Insurance Company Limited transferred its entire holding in IDFC IFL to NIIF II. On March 30, 2020, NIIF IFL announced that AIFL, an NBFC-infrastructure finance company (NBFC-IFC), acquired a 30% equity stake from IDFC FHCL upon the consummation of the 2nd tranche of the transaction in terms of the share purchase agreement (SPA) entered between IDFC FHCL, IDFC Limited and NIIF II on October 30, 2018. With this, AIFL became NIIF IFL's sponsor instead of IDFC FHCL. As on March 31, 2024, NIIF II had a 39.7% equity stake in NIIF IFL, followed by AIFL (30.8%), the GoI (25.1%) and HDFC Bank Limited (erstwhile HDFC Limited; 4.4%).

NIIF IFL reported a profit after tax (PAT) of Rs. 420 crore in FY2024 on a total asset base of Rs. 23,903 crore as on March 31, 2024 compared with a PAT of Rs. 326 crore in FY2023 on a total asset base of Rs. 18,531 crore as on March 31, 2023. Its portfolio (based on principal outstanding) stood at Rs. 22,118 crore as on March 31, 2024 compared with Rs. 17,839 crore as on March 31, 2023. It had a net worth of Rs. 3,860 crore as on March 31, 2024 (Rs. 3,440 crore as on March 31, 2023). It reported nil gross stage 3 on March 31, 2024 as well as March 31, 2023.

Aseem Infrastructure Finance Limited

AIFL, an RBI regulated NBFC-IFC, which is a portfolio company of NIIF SOF and majority held by NIIF SOF, was incorporated in May 2019. The RBI granted Certificate of Registration (CoR) to the company on January 28, 2020, and the company had initiated lending operations in Q2 FY2021. AIFL was formed with the objective of lending across all phases of infrastructure projects lifecycle with a mix of operating brownfield and greenfield assets. The Board of Directors of AIFL comprises three nominees of NIIF SOF and three independent directors.

National Investment & Infrastructure Fund Limited

National Investment and Infrastructure Fund Limited (NIIFL) is an investor-owned fund manager, anchored by the GOI in collaboration with the leading global and domestic institutional investors. NIIFL manages assets over USD 4.9 billion through its four funds encompassing the Master Fund, Private Markets Fund (erstwhile Fund of Funds), SOF and India-Japan Fund, each of which is registered with SEBI as Category II AIFs. NIIFL has received ₹20,000 crores of capital commitments from GOI across its funds, and similar amount will be raised from external strategic investors such that the GOI's contribution to the corpus of NIIF's funds will reach 49%.

NIIF SOF has been established with the objective to provide long-term capital to high-growth future-ready businesses in India. NIIF SOF has built a scalable integrated financial services platform by investing equity in NIIF Infrastructure Finance Limited and AIFL, enabling them to become sizeable players in the Indian infrastructure debt financing space.

Key financial indicators (audited)

NIIF IFL	FY2021	FY2022	FY2023	FY2024
Total income	716	984	1,404	1,847
Profit after tax	132	233	326	420
Total assets*	9,307	15,553	18,531	23,903
Return on average total assets	1.6%	1.9%	1.9%	2.0%
Gearing (Debt/Net worth; times)	3.9	4.0	4.3	5.1
Gross stage 3	0.0%	0.0%	0.0%	0.0%
CRAR	23.4%	23.5%	20.9%	24.2%

*Source: Company, ICRA Research; Amount in Rs. crore; All ratios as per ICRA's calculations/definitions/nomenclature; * Includes provisions on loan book*

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

Rating history for past three years

	Instrument	Type	Current rating (FY2025) Amount rated (Rs. crore)	Current rating (FY2025) Date and rating in FY2025 Jul 29, 2024	Chronology of rating history for the past 3 years: Date and rating in FY2024 Aug 01, 2023	Date and rating in FY2023 Aug 02, 2022	Date and rating in FY2022 Aug 27, 2021
1	Non-convertible debenture programme	Long term	3,020	[ICRA]AAA (Stable)	-	-	-
2	Non-convertible debenture programme	Long term	33,980	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)
3	Non-convertible debenture programme	Long term	-	-	[ICRA]AAA (Stable); withdrawn	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)
4	Non-convertible debenture programme	Long term	699	[ICRA]AAA (Stable); withdrawn	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)
5	Commercial paper programme	Short term	2,500	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+
6	Non-convertible debenture programme (Zero coupon bonds)	Long term	7,000	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)
7	Market linked debenture programme	Long term	1,000	PP-MLD[ICRA]AAA (Stable); withdrawn	PP-MLD[ICRA]AAA (Stable)	PP-MLD[ICRA]AAA (Stable)	-

Source: Company data

Complexity level of the rated instrument

Instrument	Complexity Indicator
Non-convertible debenture programme	Very simple
Non-convertible debenture programme (zero coupon bonds)	Very simple
Commercial paper programme	Very simple
Market linked debenture programme	Moderately Complex

The Complexity Indicator refers to the ease with which the returns associated with the rated instrument could be estimated. It does not indicate the risk related to the timely payments on the instrument, which is rather indicated by the instrument's credit rating. It also does not indicate the complexity associated with analysing an entity's financial, business, industry risks or the complexity related to the structural, transactional or legal aspects. Details on the complexity levels of the instruments are available on ICRA's website: Click Here

Annexure I: Instrument details (as on July 19, 2024)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate (%)	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE246R07269	Non-convertible debenture	Mar-22-2018	8.4900%	Aug-22-2023	217	[ICRA]AAA (Stable); withdrawn
INE246R07327	Non-convertible debenture	Oct-12-2018	9.1200%	Nov-23-2023	12	[ICRA]AAA (Stable); withdrawn
INE246R07418	Non-convertible debenture	Mar-04-2020	8.1500%	Jan-15-2024	150	[ICRA]AAA (Stable); withdrawn
INE246R07566	Non-convertible debenture	Feb-17-2022	5.9550%	Feb-16-2024	300	[ICRA]AAA (Stable); withdrawn
INE246R07350	Non-convertible debenture	Apr-30-2019	9.0000%	May-28-2024	20	[ICRA]AAA (Stable); withdrawn
INE246R07319	Non-convertible debenture	Jul-19-2018	9.2550%	Aug-14-2024	189	[ICRA]AAA (Stable)
INE246R07368	Non-convertible debenture	Jun-04-2019	9.0000%	Aug-19-2024	59	[ICRA]AAA (Stable)
INE246R07301	Non-convertible debenture	Jul-05-2018	9.2100%	Aug-27-2024	47	[ICRA]AAA (Stable)
INE246R07376	Non-convertible debenture	Jun-20-2019	9.0000%	Aug-29-2024	81	[ICRA]AAA (Stable)
INE246R07384	Non-convertible debenture	Sep-27-2019	8.6000%	Nov-07-2024	390	[ICRA]AAA (Stable)
INE246R07236	Non-convertible debenture	Nov-28-2017	7.9900%	Nov-28-2024	115	[ICRA]AAA (Stable)
INE246R07392	Non-convertible debenture	Dec-23-2019	8.6500%	Feb-21-2025	600	[ICRA]AAA (Stable)
INE246R07426	Non-convertible debenture	Apr-23-2020	8.2500%	May-21-2025	500	[ICRA]AAA (Stable)
INE246R07285	Non-convertible debenture	Apr-26-2018	8.4150%	May-27-2025	44	[ICRA]AAA (Stable)
INE246R07434	Non-convertible debenture	Jun-01-2020	7.5000%	Jun-02-2025	250	[ICRA]AAA (Stable)
INE246R07442	Non-convertible debenture	Jun-12-2020	7.5000%	Aug-12-2025	125	[ICRA]AAA (Stable)
INE246R07459	Non-convertible debenture	Sep-29-2020	7.2500%	Nov-28-2025	245	[ICRA]AAA (Stable)
INE246R07467	Non-convertible debenture	Dec-31-2020	6.4500%	Dec-31-2025	105	[ICRA]AAA (Stable)
INE246R07293	Non-convertible debenture	May-16-2018	8.5200%	May-15-2026	26	[ICRA]AAA (Stable)
INE246R07491	Non-convertible debenture	Mar-22-2021	7.2500%	May-22-2026	125	[ICRA]AAA (Stable)
INE246R07491 (reissue)	Non-convertible debenture	Apr-12-2021	7.2500%	May-22-2026	207	[ICRA]AAA (Stable)
INE246R07491 (reissue)	Non-convertible debenture	May-21-2021	7.2500%	May-22-2026	150	[ICRA]AAA (Stable)
INE246R07509	Non-convertible debenture	Mar-30-2021	7.2500%	May-29-2026	560	[ICRA]AAA (Stable)
INE246R07517	Non-convertible debenture	Sep-09-2021	6.7200%	Oct-09-2026	650	[ICRA]AAA (Stable)
INE246R07525	Non-convertible debenture	Sep-22-2021	6.8400%	Nov-20-2026	625	[ICRA]AAA (Stable)
INE246R07541	Non-convertible debenture	Sep-28-2021	6.8400%	Nov-27-2026	1,000	[ICRA]AAA (Stable)
INE246R07558	Non-convertible debenture	Jan-14-2022	6.7500%	Feb-23-2027	300	[ICRA]AAA (Stable)
INE246R07558 (reissue)	Non-convertible debenture	Jan-28-2022	6.7500%	Feb-23-2027	885	[ICRA]AAA (Stable)
INE246R07574	Non-convertible debenture	Feb-22-2022	7.0500%	Feb-25-2027	625	[ICRA]AAA (Stable)
INE246R07582	Non-convertible debenture	Mar-28-2022	7.1100%	May-28-2027	375	[ICRA]AAA (Stable)
INE246R07582 (reissue)	Non-convertible debenture	May-17-2022	7.1100%	May-28-2027	500	[ICRA]AAA (Stable)
INE246R07608	Non-convertible debenture	Jul-04-2022	7.9950%	Aug-24-2027	809	[ICRA]AAA (Stable)
INE246R07590	Non-convertible debenture	May-27-2022	7.8000%	Aug-27-2027	400	[ICRA]AAA (Stable)
INE246R07624	Non-convertible debenture	Sep-13-2022	7.6800%	Nov-25-2027	225	[ICRA]AAA (Stable)
INE246R07624 (reissue)	Non-convertible debenture	Oct-20-2022	7.6800%	Nov-25-2027	522	[ICRA]AAA (Stable)
INE246R07632	Non-convertible debenture	Jan-23-2023	7.9800%	Feb-24-2028	684	[ICRA]AAA (Stable)
INE246R07632 (reissue)	Non-convertible debenture	Feb-24-2023	7.9800%	Feb-24-2028	158	[ICRA]AAA (Stable)
INE246R07640	Non-convertible debenture	Mar-16-2023	8.0550%	Mar-17-2028	151	[ICRA]AAA (Stable)
INE246R07665	Non-convertible debenture	Jul-10-2023	7.9650%	Aug-24-2028	400	[ICRA]AAA (Stable)
INE246R07665 (reissue)	Non-convertible debenture	Aug-24-2023	7.9650%	Aug-24-2028	500	[ICRA]AAA (Stable)
INE246R07681	Non-convertible debenture	Oct-25-2023	8.0850%	Nov-28-2028	500	[ICRA]AAA (Stable)
INE246R07731	Non-convertible debenture	Jun-21-2024	8.0700%	Aug-23-2029	440	[ICRA]AAA (Stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate (%)	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE246R07400 !	Non-convertible debenture	Jan-15-2020	8.7000%	Jan-15-2030	500	[ICRA]AAA (Stable)
INE246R07483	Non-convertible debenture	Feb-04-2021	7.2500%	Feb-04-2031	75	[ICRA]AAA (Stable)
INE246R07483 (reissue)	Non-convertible debenture	Feb-18-2021	7.2500%	Feb-04-2031	29	[ICRA]AAA (Stable)
INE246R07483 (reissue)	Non-convertible debenture	Apr-29-2021	7.2500%	Feb-04-2031	40	[ICRA]AAA (Stable)
INE246R07483 (reissue)	Non-convertible debenture	Jun-16-2021	7.2500%	Feb-04-2031	100	[ICRA]AAA (Stable)
INE246R07483 (reissue)	Non-convertible debenture	Mar-23-2023	7.2500%	Feb-04-2031	360	[ICRA]AAA (Stable)
INE246R07533	Non-convertible debenture	Sep-22-2021	7.1700%	Aug-22-2031	255	[ICRA]AAA (Stable)
INE246R07533 (reissue)	Non-convertible debenture	Mar-11-2022	7.1700%	Aug-22-2031	142	[ICRA]AAA (Stable)
INE246R07533 (reissue)	Non-convertible debenture	Nov-30-2022	7.1700%	Aug-22-2031	90	[ICRA]AAA (Stable)
INE246R07533 (reissue)	Non-convertible debenture	Apr-18-2023	7.1700%	Aug-22-2031	400	[ICRA]AAA (Stable)
INE246R07616	Non-convertible debenture	Jul-14-2022	8.0400%	May-27-2032	241	[ICRA]AAA (Stable)
INE246R07616 (reissue)	Non-convertible debenture	Aug-30-2022	8.0400%	May-27-2032	200	[ICRA]AAA (Stable)
INE246R07616 (reissue)	Non-convertible debenture	Oct-14-2022	8.0400%	May-27-2032	80	[ICRA]AAA (Stable)
INE246R07616 (reissue)	Non-convertible debenture	Jun-06-2023	8.0400%	May-27-2032	500	[ICRA]AAA (Stable)
INE246R07657@	Non-convertible debenture	May-09-2023	8.0300%	May-09-2033	500	[ICRA]AAA (Stable)
INE246R07673#	Non-convertible debenture	Jul-31-2023	7.9700%	Jul-29-2033	900	[ICRA]AAA (Stable)
INE246R07707	Non-convertible debenture	Jan-24-2024	8.1000%	Jan-24-2034	25	[ICRA]AAA (Stable)
INE246R07707 (reissue)	Non-convertible debenture	Apr-29-2024	8.1000%	Jan-24-2034	64	[ICRA]AAA (Stable)
INE246R07699^	Non-convertible debenture	Nov-16-2023	8.0000%	Nov-16-2035	850	[ICRA]AAA (Stable)
INE246R07723&	Non-convertible debenture	Mar-14-2024	7.9500%	Mar-14-2036	500	[ICRA]AAA (Stable)
INE246R07715	Non-convertible debenture	Jan-24-2024	8.0700%	Jan-24-2039	180	[ICRA]AAA (Stable)
INE246R07715 (reissue)	Non-convertible debenture	Feb-14-2024	8.0700%	Jan-24-2039	100	[ICRA]AAA (Stable)
NA*	Non-convertible debenture	NA	NA	NA	17,302	[ICRA]AAA (Stable)
NA*	Non-convertible debenture programme (zero coupon bonds)	NA	NA	NA	7,000	[ICRA]AAA (Stable)
NA*	Commercial paper	NA	NA	NA	2,500	[ICRA]A1+
NA*	Market linked debenture programme	NA	NA	NA	1,000	PP-MLD [ICRA]AAA (Stable); withdrawn

*Source: Company; * Yet to be placed/unutilised; ! Staggered equal Maturity from 6th Year; @ Staggered equal Maturity from 6th Year; # Staggered equal Maturity from 6th Year; ^ Staggered equal Maturity from 8th Year; & Staggered equal Maturity from 8th Year*

Annexure II: List of entities considered for consolidated analysis

Not Applicable

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Helpline for business queries

+91-9354738909 (open Monday to Friday, from 9:30 am to 6 pm)

info@icraindia.com

About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The international Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

For more information, visit www.icra.in

ICRA Limited

Registered Office

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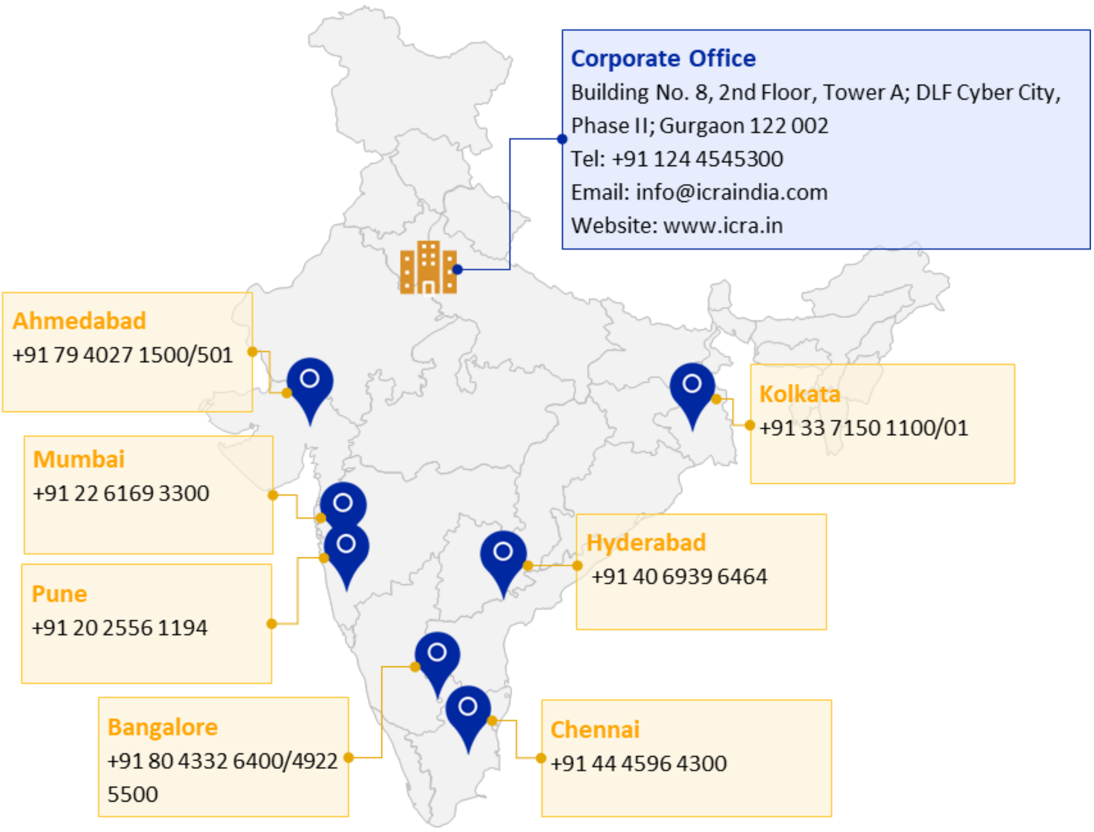
Branches



ICRA

ICRA Limited

Ref No: ICRA/NIIF Infrastructure Finance Limited/21082024/2

Date: August 21, 2024

Mr. Shiva Rajaraman
Chief Executive Officer
NIIF Infrastructure Finance Limited
3rd Floor, UTI Tower,
Gn Block, Bandra Kurla Complex,
Bandra East,
Mumbai - 400051

Dear Sir,

Re: ICRA's credit rating for below mentioned instruments of NIIF Infrastructure Finance Limited

Please refer to your request to revalidate the rating letter issued for the below mentioned instruments.

We confirm that the following ratings of the instruments rated by ICRA and communicated to you vide our letters dated **July 23, 2024** stand valid.

Instrument	Rated Amount (Rs. crore)	Rating[1]
Non-convertible debenture programme (zero coupon bonds)	7,000.00*	[ICRA]AAA (Stable)
Non-convertible debenture programme	37,000.00^	[ICRA]AAA (Stable)
Total	**44,000.00**	

*Note: * NIL outstanding as on August 19, 2024; ^ Rs. 19,450 crore outstanding as on August 19, 2024*

The other terms and conditions for the ratings of the aforementioned instruments shall remain the same as communicated vide our letters dated **July 23, 2024** (**Ref No:** ICRA/NIIF Infrastructure Finance Limited/23072024/2, **Ref No:** ICRA/NIIF Infrastructure Finance Limited/23072024/3 and **Ref No:** ICRA/NIIF Infrastructure Finance Limited/23072024/4).

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold long term debt/non-convertible debenture to be issued by you.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,
Yours sincerely,
For ICRA Limited

AGAPPA MANI KARTHIK
Digitally signed by AGAPPA MANI KARTHIK
Date: 2024.08.21 14:31:36 +05'30'

A M Karthik
Senior Vice President
a.karthik@icraindia.com

[1] *Complete definitions of the ratings assigned are available at www.icra.in.*

Ref No: ICRA/NIIF Infrastructure Finance Limited/21082024/1

Date: August 21, 2024

Mr. Shiva Rajaraman
Chief Executive Officer
NIIF Infrastructure Finance Limited
3rd Floor, UTI Tower,
Gn Block, Bandra Kurla Complex,
Bandra East,
Mumbai - 400051

Dear Sir,

Re: ICRA's credit rating for below mentioned instruments of NIIF Infrastructure Finance Limited

Please refer to your request to revalidate the rating for the below mentioned instruments.

We confirm that the following ratings of the instruments rated by ICRA and communicated to you vide our letter dated **July 23, 2024** stands valid.

Instrument	Rated Amount (Rs. crore)	Rating[1]
Commercial Paper	2,500.00	[ICRA]A1+
Total	**2,500.00**	

We wish to highlight the following with respect to the Rating(s):

(a) If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter, the Rating(s) would need to be revalidated before issuance;
(b) Subject to Clause (c) below, once the instrument is issued, the rating is valid throughout the life of the captioned programme (which shall have a maximum maturity of twelve months from the date of the issuance of the instrument).
(c) Notwithstanding anything contain in clause (b) above, ICRA reserves the right to review and/or, revise the above rating at any time on the basis of new information or unavailability of information or such circumstances, which ICRA believes, may have an impact on the aforesaid rating assigned to you.

The Rating(s), as aforesaid, however, should not be treated as a recommendation to buy, sell or hold CP/ STD issued by you. The Rating(s) is restricted to the rated amount mentioned in the letter dated **July 23, 2024**. In case, you propose to enhance the size of the rated instrument, the same would require to be rated afresh. ICRA does not assume any responsibility on its part, for any liability, that may arise consequent to your not complying with any eligibility criteria, applicable from time to time, for issuance of rated instrument.

The other terms and conditions for the rating of the captioned instrument shall remain the same as were communicated vide our letter **Ref No:** ICRA/NIIF Infrastructure Finance Limited/23072024/1 dated **July 23, 2024**.

The Rating(s) assigned must be understood solely as an opinion and should not be treated, or cause to be treated, as recommendation to buy, sell, or hold the rated Instrument issued/availed by your company.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,
Yours sincerely,
For ICRA Limited

AGAPPA MANI KARTHIK
Digitally signed by AGAPPA MANI KARTHIK
Date: 2024.08.21 14:29:49 +05'30'

A M Karthik
Senior Vice President
a.karthik@icraindia.com

[1] *Complete definitions of the ratings assigned are available at www.icra.in.*

CRISIL Ratings

Rating Rationale

August 30, 2024 | Mumbai

NIIF Infrastructure Finance Limited

'CRISIL AAA/Stable' assigned to Non Convertible Debentures and Non Convertible Redeemable Preference Shares

Rating Action

Rs.3500 Crore Non Convertible Debentures	**CRISIL AAA/Stable (Assigned)**
Rs.1500 Crore Non Convertible Redeemable Preference Shares	**CRISIL AAA/Stable (Assigned)**

Note: None of the Directors on CRISIL Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings. The Board of Directors also does not discuss any ratings at its meetings.
1 crore = 10 million
Refer to Annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL Ratings has assigned its **'CRISIL AAA/Stable'** rating to Rs 3,500 crore of non-convertible debentures and Rs 1,500 crore of non-convertible redeemable preference shares (NCRPS) of NIIF Infrastructure Finance Limited (NIIF IFL).

One of the key drivers for NIIF IFL's credit rating is the tight, well-defined regulatory and operating framework designed specifically for infrastructure debt funds set up through the non-banking finance company route (IDF-NBFCs). This regulatory structure, coupled with an expectation of prudent management policies, lends significant predictability and stability to NIIF IFL's business profile. This emanates from

- a clear and focused business model resulting in limited asset quality risks
- limited asset liability mismatch

Capitalisation level and leverage ratio will also remain important drivers of the credit risk profile of NIIF IFL. As per the regulatory framework, the fundamental element of asset protection through lending to operational projects (with at least one year of satisfactory commercial operations) enables IDF-NBFCs to operate at a higher leverage than other NBFCs. NIIF IFL had a gearing of ~5.1 times as on March 31, 2024 (4.3 times as on March 31, 2024) and is expected to remain below 9 times. CRISIL Ratings believes the leverage level provides healthy capital coverage against potential asset-side risks.

NIIF IFL is the largest IDF-NBFC in India. The company's loan book has grown by around 24% to Rs 22,118 crore as on March 31, 2024, from Rs 17,839 crore as on March 31, 2023, and Rs 14,201 crore as on March 31, 2022. With regard to portfolio composition, renewables form 62% of the loan book, followed by transport & logistics (19%), communication (7%) and others (12%). As on March 31, 2024, the Government of India (GoI) holds around 25.1% stake in the company, the Strategic Opportunities Fund (SOF), managed by National Investment and Infrastructure Fund Limited (NIIF), directly holds around 39.7% and indirectly holds an additional 30.8% through Aseem Infrastructure Finance Ltd (AIFL) and HDFC Bank Ltd owns the balance 4.4%. GoI has committed Rs 6,000 crore of equity under Atmanirbhar Bharat 3.0, across AIFL and NIIF IFL, of which around Rs 1,700 crore has been utilised.

The ratings on the NCRPS instrument factor in the payment structure of the instrument – specifically that dividend can be paid by a company even in a year in which they are not profitable, to the extent that there are free reserves available. NIIF IFL has undertaken to declare dividend, even if they report losses for any year, out of the available free reserves, subject to relevant approvals. CRISIL Ratings believes that the company's free reserves, going forward, are likely to remain adequate to enable payout of dividend throughout the tenor of the instrument

Analytical Approach

To arrive at the ratings, CRISIL Ratings has considered the standalone business and financial risk profile of NIIF IFL.

Key Rating Drivers & Detailed Description

Strengths:

Focused and predictable business model resulting in robust asset quality

As per regulations, IDF-NBFCs can refinance only infrastructure projects, that have completed at least one year of satisfactory commercial operations and have recently been permitted to finance toll operate transfer (TOT) projects as the direct lender. As a result, projects financed by IDF-NBFC do not carry any construction risk and are already generating cash flows. Accordingly, project related construction and execution risks for NIIF IFL are nil. The company has a good track record of operations, as reflected by the robust asset quality with nil overdue loans since inception. The company refinances only projects that are rated in the investment grade and above. The average rating of the overall portfolio stands at 'A' category as on March 31, 2024.

The guidelines for IDF-NBFCs which were revised in fiscal 2024, provide flexibility to the hitherto closed-box structure of the business model of IDF-NBFCs. The requirement of a tripartite agreement (which ensures a priority charge from a government backed project authority) for projects in certain PPP sectors (road, port, airport), where there was a project authority, has now been made optional for IDF NBFCs. It is however noted that (i) concession agreements in the road sector provide a termination payment of 90% of debt due to all lenders, (ii) concession agreements in the airport sectors provide a termination payment of 100% of debt.

In 2015, the Reserve Bank of India (RBI) permitted IDF-NBFCs to refinance both PPP and non-PPP infrastructure projects that have completed at least one year of satisfactory commercial operations. Since the additional credit enhancement mechanism of tripartite (which provide a priority charge) has been made optional IDF-NBFCs are exposed to the inherent risks in these projects. Such inherent risks are being mitigated by the company through cash pooling structures, fixed rate financing (which reduces interest rate risk), refinancing with longer tenor etc. Asset quality of such operational projects is expected to remain stable, given projects are already operational with track record and are already generating cash flows and are entirely secured via charge on assets, contracts, cashflows/bank accounts and ownership.

Furthermore, given that IDF-NBFCs are permitted to refinance operational projects across the spectrum, it has resulted in greater diversification in the business plan of NIIF IFL, across both sectors and projects. As against a regulatory requirement of refinancing projects with at least 1 year of satisfactory operations, the company's portfolio is seasoned with projects having an average of over 5 years of satisfactory operations.

In line with the strategy till date, the company proposes to consider refinance only those projects with a satisfactory investment grade rating or sectors with a robust track record. According to the company's business plan, operational PPP infrastructure projects (which qualify for a lower regulatory risk weight of 50%) will form approximately 45-50% of the portfolio over the medium term. A large proportion of assets will continue to be primarily in the renewable energy segment (solar, wind, hydro), which is a strategic focus area for the company. Another sector which the company will continue to lend to is transport, logistics, and communication. The proportion of lending to sectors such as water, hospitals, hotels and data centres, is expected to remain relatively small. All these projects will have minimum investment grade ratings. The company's business model will, therefore, remain focused and predictable.

Comfortable capitalisation
Capital position is supported by the demonstrated ability of NIIF IFL to raise capital on a regular basis. The company has raised around Rs 2,457 crore since inception. Resultantly, networth stood at Rs 3,860 crore as on March 31, 2024 (Rs 3,440 crore as on March 31, 2023). Gearing stood at 5.1 times as on March 31, 2024 (4.3 times as on March 31, 2024) and is expected to remain below 9 times.

The recent RBI draft circular on provisioning framework for project finance, if implemented as is, may impact capital adequacy by around 2%. However, given the vintage and track record of projects and the company's sufficient capital adequacy ratio of 24.2% (as on March 31, 2024), which is well above the minimum regulatory requirement of 15%, the ultimate impact of the draft circular on NIIF IFL is expected to be limited.

CRISIL Ratings expects the capital profile to remain comfortable over the medium term, supported by regular capital infusion and flexibility to raise capital.

Experienced management team and expectation of prudent policies
NIIF IFL has a strong professional management team that has been able to build the business in a niche segment. The company has hired professionals having significant and relevant expertise. The CEO, Mr Shiva Rajaraman, has more than 28 years of experience in the infrastructure finance industry. The management has put in place strong risk management systems, processes and policies. The board of directors of NIIF IFL include three nominee directors from SOF and three independent directors. NIIF IFL is likely to follow prudent practices in selection of projects and have an investment portfolio diversified by sector, geography, and promoter groups.

Weakness:
Exposed to concentration risks in loan portfolio
Regulatory concentration limits for IDF-NBFCs are capped at 30% of their tier 1 capital for a single borrower/party, and 50% of their Tier 1 capital for a single group of borrowers/parties. However, given the wholesale nature of the business, the company has large ticket size loans in its book. As on March 31, 2024, the top 10 exposures accounted for 32% of the loan book (30% as on March 31, 2023). Given the wholesale nature of the loan book, the portfolio remains vulnerable to slippages in any of the top exposures of the company.

<u>Liquidity: Superior</u>
The asset liability management of IDF NBFCs is supported by regulation that mandates at least 90% of liabilities to have minimum five years maturity. Regulation permits flexibility for IDF NBFCs to raise shorter tenure bonds and commercial papers up to 10% of the outstanding debt. NIIF IFL had demonstrated the ability to raise long tenor funds (of 5-15 years) to match long tenor project assets.

NIIF IFL had comfortable liquidity in the form of cash & cash equivalents of Rs 1,494 crore as on March 31, 2024 sufficient to cover the upcoming debt repayment of Rs 1,184 crore (principal and interest) till September 2024. The asset-liability management profile as on March 31, 2024 was comfortable, with positive gaps up to at least1 year bucket.

<u>Outlook: Stable</u>
CRISIL Ratings believes NIIF IFL will operate within the well-defined business and financial contours, as outlined in the business plan, and will benefit from its experienced management team and prudent policies. Leverage ratio and asset quality performance will be a key monitorable

<u>Rating sensitivity factors</u>

Downward factors
- Higher-than-expected increase in leverage levels (beyond 9 times) on a sustained basis
- Higher-than-expected deterioration in asset quality

About the Company
NIIF IFL is as an infrastructure finance company setup as an NBFC (infrastructure debt fund-non- banking financial company; IDF-NBFC). It was incorporated as IDFC Infra Debt Fund Ltd (IDFC IDF). The company received approval from the RBI in September 2014 and commenced business from January 2015. In January 2017, the company was renamed as IDFC Infrastructure Finance Ltd (IDFC IFL). In March 2019, NIIF Fund II acquired a majority stake in the company, and it was again renamed as NIIF IFL.

NIIF is a collaborative investment platform for Indian and international investors, anchored by the GoI. It invests across asset classes such as infrastructure, private equity and other diversified sectors in India, through four funds i.e. the Master Fund, Private Markets Fund (erstwhile Fund of Funds), Strategic Opportunities Fund and India-Japan Fund. GoI holds a 49% stake in NIIF IFL, and the rest is held by domestic and global institutional investors.

As on March 31, 2024, NIIF IFL had gross loans outstanding of Rs 22,118 crore (Rs 17,839 crore as on March 31, 2023).

For fiscal 2024, the company reported a profit after tax (PAT) of Rs 420 crore on total income of Rs 1,847 crore, against Rs 326 crore and Rs 1,404 crore, respectively, for the previous fiscal. For the quarter ended June 30, 2024, the company reported PAT of Rs 121 crore on total income of Rs 510 crore as against Rs 85 crore and Rs 401 crore, respectively, for the corresponding period of the previous fiscal.

Key Financial Indicators

For the period ended	Unit	Mar 2024	Mar 2023
Total assets	Rs crore	23748	18406
Total income	Rs crore	1847	1404
Profit after tax (PAT)	Rs crore	420	326
Gross stage 3	%	Nil	Nil
Gearing	Times	5.1	4.3
Return on assets	%	2.0	1.9

Any other information: Not Applicable

Note on complexity levels of the rated instrument:
CRISIL Ratings` complexity levels are assigned to various types of financial instruments and are included (where applicable) in the 'Annexure - Details of Instrument' in this Rating Rationale.

CRISIL Ratings will disclose complexity level for all securities - including those that are yet to be placed - based on available information. The complexity level for instruments may be updated, where required, in the rating rationale published subsequent to the issuance of the instrument when details on such features are available.

For more details on the CRISIL Ratings` complexity levels please visit www.crisilratings.com. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name Of Instrument	Date Of Allotment	Coupon Rate (%)	Maturity Date	Issue Size (Rs.Crore)	Complexity Levels	Rating Outstanding with Outlook
NA	Non Convertible Debentures#	NA	NA	NA	3500.00	Simple	CRISIL AAA/Stable
NA	Non Convertible Redeemable Preference Shares#	NA	NA	NA	1500.00	Complex	CRISIL AAA/Stable

 # Yet to be issued

Annexure - Rating History for last 3 Years

	Current			2024 (History)		2023		2022		2021		Start of 2021
Instrument	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Non Convertible Debentures	LT	3500.0	CRISIL AAA/Stable		--		--		--		--	--
Non Convertible Redeemable Preference Shares	LT	1500.0	CRISIL AAA/Stable		--		--		--		--	--

All amounts are in Rs.Cr.

Criteria Details

Links to related criteria
[Rating Criteria for Finance Companies]()

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About CRISIL Ratings Limited (A subsidiary of CRISIL Limited, an S&P Global Company)

CRISIL Ratings pioneered the concept of credit rating in India in 1987. With a tradition of independence, analytical rigour and innovation, we set the standards in the credit rating business. We rate the entire range of debt instruments, such as bank loans, certificates of deposit, commercial paper, non-convertible/convertible/partially convertible bonds and debentures, perpetual bonds, bank hybrid capital instruments, asset-backed and mortgage-backed securities, partial guarantees and other structured debt instruments. We have rated over 33,000 large and mid-scale corporates and financial institutions. We have also instituted several innovations in India in the rating business, including ratings for municipal bonds, partially guaranteed instruments and infrastructure investment trusts (InvITs).

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About CRISIL Limited

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It is India’s foremost provider of ratings, data, research, analytics and solutions with a strong track record of growth, culture of innovation, and global footprint.

It has delivered independent opinions, actionable insights, and efficient solutions to over 100,000 customers through businesses that operate from India, the US, the UK, Argentina, Poland, China, Hong Kong and Singapore.

It is majority owned by S&P Global Inc, a leading provider of transparent and independent ratings, benchmarks, analytics and data to the capital and commodity markets worldwide.

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Ratings

CONFIDENTIAL

RL/IDIDFL/345782/NCD/0824/96804/168550697
August 30, 2024

Mr. Shiva Rajaraman
Chief Executive Officer
NIIF Infrastructure Finance Limited
3rd Floor, UTI Tower, North Wing, GN Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai City - 400051
0268591300

Dear Mr. Shiva Rajaraman,

Re: CRISIL Rating on the Rs.3500 Crore Non Convertible Debentures of NIIF Infrastructure Finance Limited

We refer to your request for a rating for the captioned Debt instrument.

CRISIL Ratings has, after due consideration, assigned a CRISIL AAA/Stable (pronounced as CRISIL triple A rating with Stable outlook) rating to the captioned Debt instrument. Securities with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such securities carry lowest credit risk.

Further, in view of your decision to accept the CRISIL Ratings, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit www.crisilratings.com and search with the name of the rated entity to access the latest rating/s.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissue@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Aesha Maru	Nivedita Shibu
Associate Director - CRISIL Ratings	Director - CRISIL Ratings

Disclaimer: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301

CRISIL
Ratings

Details of the Rs.3500 Crore Non Convertible Debentures of
NIIF Infrastructure Finance Limited

	1st tranche		***2nd tranche***		***3rd tranche***	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

CRISIL Ratings

CONFIDENTIAL

RL/IDIDFL/345782/NCDPS/0824/96803/168550696
August 30, 2024

Mr. Shiva Rajaraman
Chief Executive Officer
NIIF Infrastructure Finance Limited
3rd Floor, UTI Tower, North Wing, GN Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai City - 400051
0268591300

Dear Mr. Shiva Rajaraman,

Re: CRISIL Rating on the Rs.1500 Crore Non Convertible Redeemable Preference Shares of NIIF Infrastructure Finance Limited

We refer to your request for a rating for the captioned Debt instrument.

CRISIL Ratings has, after due consideration, assigned a CRISIL AAA/Stable (pronounced as CRISIL triple A rating with Stable outlook) rating to the captioned Debt instrument. Securities with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such securities carry lowest credit risk.

Further, in view of your decision to accept the CRISIL Ratings, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit www.crisilratings.com and search with the name of the rated entity to access the latest rating/s.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissue@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Aesha Maru
Associate Director - CRISIL Ratings

Nivedita Shibu
Director - CRISIL Ratings

Details of the Rs.1500 Crore Non Convertible Redeemable Preference Shares of NIIF Infrastructure Finance Limited

	1st tranche		*2nd tranche*		*3rd tranche*	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

Annexure III

Broad Lending and Borrowing Policy

Lending

The Company is a registered IDF-NBFC and is regulated by Reserve Bank of India (RBI). The operations of the Company are governed by Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and other guidelines/circulars issued by the Reserve Bank of India (RBI) from time to time and extant Government policies/ notifications/ rules on Infrastructure Debt Funds (IDFs) registered as Non-Banking Financing Companies (NBFCs). The policies and operating parameters adopted by the Company will be compliant with these guidelines/circulars.

As per the extant guidelines issued by RBI, IDF-NBFCs are permitted to (i) refinance post commencement operation date (COD) infrastructure projects that have completed at least one year of satisfactory commercial operations; and (ii) finance toll operate transfer (TOT) projects

Infrastructure projects are classified as Public Private Partnerships (PPP) or non-PPP based on the definitions of the Department of Economic Affairs (DEA), Ministry of Finance (MoF), Government of India (GoI). PPP projects could be with or without a project authority.

The products offered by the Company are term loans and Non-Convertible Debentures (NCDs). The company endeavours to provide long tenor facilities with fixed interest rates (reset ~5/ 10 years), depending on transaction specific requirements, market conditions and cost of funds. The Company may subscribe to or invest in listed / unlisted NCDs/ permitted instruments of the borrowers. The Company may refinance projects that have investment grade credit ratings.

As per the extant guidelines of RBI, the maximum exposure that the Company (being an IDF-NBFC) can take on individual borrower/party, shall be 30% of the Tier 1 capital and for a single Group of borrowers/parties shall be 50% of the Tier 1 capital. The above exposure norms shall stand revised as per the guidelines that may be issued by RBI from time to time. The Company may provide refinancing to a single promoter group, lower than regulatory norms, based on internal assessment of groups, from time to time.

Portfolio Monitoring

Monitoring and supervision of the facilities extended by the Company is an activity of vital importance with the following broad objectives:

- Ensuring compliance with covenants in the financing documents.
- Collection and monitoring of data relating to the physical and financial performance of assisted companies;
- Watch for early signs of improvement/ deterioration in credit quality;
- Work on an early action plan to preserve credit quality and prevent slippage of accounts;
- Annual site visits
- Auditors'/ Chartered Accountant's certificate for end-use of funds.
- Trust and Retention mechanism as applicable.

Borrowing

The Company borrows from debt capital market with an objective of meeting the ongoing funding requirement of the company to support its balance sheet growth, including managing liquidity risk and interest rate risk.

The Company is permitted to raise funds by way of rupee or dollar denominated Bonds of minimum 5 (five) years tenure. From April 21, 2016, IDF-NBFCs have been permitted by RBI to raise funds through shorter tenor bonds and commercial papers (CPs) from the domestic market to the extent of up to 10% of their total outstanding borrowings. Further, IDF-NBFCs are required to follow applicable fund-raising and other guidelines/provisions of Companies Act, RBI/SEBI/ Income tax Rules.

RBI vide its circular dated November 10, 2023, permitted IDF-NBFCs to raise funds through external commercial borrowings (ECBs) from institutions other than foreign branches of Indian banks. Such borrowings shall be subject to minimum tenor of five years. Also, IDF-NBFCs shall also be required to adhere to guidelines issued by the foreign exchange department of the Reserve Bank of India.

Annexure I

LODHA
&CO

CHARTERED ACCOUNTANTS

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Mumbai 400 001 INDIA.
Telephone : 0091-22-2269 1414 / 4002 1415
0091-22-4002 1140 / 4002 1414
E-mail : mumbai@lodhaco.com

Independent Auditor's Report

To The Members of
NIIF Infrastructure Finance Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of NIIF Infrastructure Finance Limited ("the Company"), which comprises of Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

LODHA & CO.
MUMBAI-01
Chartered Accountants

Sr. No	Key Audit Matters	Auditor's response
1.	**Impairment of financial assets –** Provision for expected credit losses as on March 31, 2022 for loans and investments carried at amortised cost amounts to Rs. 9,940 lakhs (As at March 31, 2021 – Rs. 5,328 lakhs). [Refer Note no. 2 & 31 to the Financial Statements] Ind AS 109 - "Financial instruments" (Ind AS 109) requires the Company to provide for impairment of its financial assets (designated as amortised cost or fair value through other comprehensive income) using the expected credit loss (ECL) approach. The recognition and measurement of ECL on financial instrument involves significant judgement and estimates. (i) Data Input – The application of ECL model requires several data inputs to calculate Probability of Default ("PDs') and Loss Given Default ("LGD"). The increased risk relating to the completeness and accuracy of the data considered to create assumptions in the model. (ii) Model estimations – Judgmental model used to estimate ECL which involves determination of Probability of Default (PD), Loss given default (LGD) and Exposure at default (EAD). Further, in light of the business disruption caused due to COVID-19, the management has done an assessment of the impact on the ECL on the above-mentioned financial assets. The management using certain assumptions and estimates, applied management overlays to arrive at a probable impact on COVID-19 on the ECL provision. Given the complexity and significant judgement and the uncertainty of impact of COVID-19 involved in the estimation of expected credit losses on loans, we have considered this area as a key audit matter	**Audit Procedure performed:** We performed the following audit procedures: ✓ Performed process walkthroughs to identify the key systems, applications and controls used in the impairment allowance processes. ✓ Testing the design and operating effectiveness of the key controls over the completeness and accuracy of data, inputs, assumptions into the Ind AS 109 Impairment model. ✓ Testing the Company's Controls over authorization and calculations of management overlays. ✓ We tested the operating effectiveness of the controls for staging of loans and advances based on their past-due status Performed inquiries with the Company's management and its risk management function to assess the impact of Covid-19 on the business activities of the Company and its loans portfolio. ✓ Evaluated whether the methodology applied by the Company is compliant with the requirements of the relevant accounting standards, RBI's master directions relating to Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances and confirmed that the calculations are performed in accordance with the approved methodology, including checking mathematical accuracy of the workings. ✓ We tested the arithmetical accuracy of the computation of ECL provision performed by the Company in spreadsheets. ✓ Assessing whether the disclosures on key judgements, assumptions and quantitative data with respect to impairment loss allowance in financial statements are appropriate and sufficient.

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Information Other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Board Report including annexures to the Board report but does not include the financial statement and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Board report including annexures to the Board report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

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Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of and identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

LODHA & CO. MUMBAI-01 Chartered Accountants

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters:

(i) The financial statements of the Company for the year ended March 31, 2021 included in these financial statements, have been audited by the predecessor independent auditor who have expressed an unmodified opinion on those statements on May 19, 2021.

(ii) We draw your attention to the Note 33 to the financial statements regarding the assessment made by management relating to impact of COVID-19 pandemic on the operations of the Company.

Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and records.

   (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   (e) On the basis of the written representation received from the directors as on March 31, 2022 taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a Directors in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:

   According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the Company.

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(h) With respect to the matters to be included in the Auditor's report in accordance with the rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial performance in its financial statements. [Refer note no 27 to financial statements]

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented, that to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement. [Refer note 34(g) and (h) to the financial statements.]

v. The Company has not declared or paid dividend during the financial year 2021-22. Accordingly, reporting under rule 11 (f) of Companies (Audit and Auditors) Rules, 2014 is not applicable.

For **LODHA & COMPANY**
Chartered Accountants
Firm registration No. – 301051E

LODHA & CO. MUMBAI-01 Chartered Accountants

R. P. Baradiya
Partner
Membership No. 44101
UDIN: 22044101AIMTCG5690

Place: Mumbai
Date: May 06, 2022

Annexure "A" referred to in "Report on Other Legal and Regulatory Requirements" section of our report to the members of NIIF Infrastructure Finance Limited of even date:

i. a. In respect of Company's Property, Plant and Equipment (PPE) and Intangible Assets:

A. The Company has maintained proper records, showing full particulars, including quantitative details and situation of PPE and relevant details of right-of-use assets.

B. The Company did not hold any intangible assets during the year and as on March 31, 2022 and hence reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.

b. During the year the management has carried out physical verification of all the PPE. In our opinion, the frequency of verification is reasonable, considering the size of the Company and nature of its PPE. No material discrepancies were noticed on such verification.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements included under PPE (other than properties where the Company is lessee and lease agreements are duly executed in favour of the Company) are held in the name of the Company.

d. The Company has not revalued any of its PPE (including right- of-use assets) during the year and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.

e. In our opinion and according to the information and explanations given to us, no proceedings have been initiated during the year or are pending as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable to the Company. [Refer note no. 34(c) to the financial satements]

ii. (a) The Company is engaged in providing financial services primarily into non-banking financial services (NBFC). Accordingly, it does not hold any inventories and hence reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores on the basis of security of current assets by banks and financial institutions during the year and hence reporting under of clause 3(ii)(b) of the Order are not applicable to the Company.

iii. In respect of Investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

(a) The Company is engaged in providing financial services primarily into non-banking financial services (NBFC) and hence reporting under Clause 3(iii)(a) and 3(iii)(e) of the Order are not applicable to the Company.

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(b) According to the information and explanations given to us, the Company has not made any investments, nor given any guarantee or nor provided any security during the year. However, in respect of the loans granted during the year, the terms and conditions thereof are not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as stipulated.

(d) The Company has not granted any loans or advances in the nature of loans during the year either payable on demand or without specifying any terms or period of repayment during the year and hence reporting under clause 3(iii)(f) of the Order is not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence reporting under clause 3(iv) of the Order is not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company and hence reporting under Clause 3(v) of the Order is not applicable to the Company.

vi. In our opinion and according to the information and explanations given to us, the central government has not specified the maintenance of cost records under section 148(1) of the Act for the services of the Company and hence reporting under Clause 3(vi) of the Order is not applicable to the Company.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income tax, sales tax, custom duty, duty of excise, value added tax, cess and other material statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues mentioned in clause vii (a) which have been not deposited on account of any dispute.

viii. According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the Order is not applicable to the Company.

ix. (a) Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders and hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender.

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(c) In our opinion and according to the information and explanations given to us, the term loans (by way of issuance of non-convertible debentures) have been applied for the purposes they have been raised.

(d) On an overall examination of the financial statements, in our opinion the Company has not utilized funds raised on short term basis for long term purposes.

(e) The Company does not have any subsidiaries, associates or joint venture and hence reporting under clause 3(ix)(e) and 3(ix)(f) of the Order is not applicable to the Company.

x. (a) In our opinion and according to the information and explanations given to us, the Company has utilized the monies raised by way of debt instruments (by way of issuance of non-convertible debentures) for the purposes for which they were raised. The Company has not raised any money by way of Initial public offer or further public offer during the year.

(b) According to the information and explanations given to us and based on our examination of the records, the Company has complied with provisions of Section 62 of the Act in respect of the preferential allotment and private placement of shares. According to the information and explanations given by the management, we report that the amounts raised, have been used for the purposes for which the funds were raised other than those temporarily parked in the fixed deposits with banks. According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any allotment of fully, partly or optionally convertible debentures during the year.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.

(b) During the year, no report under sub section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed in rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) Based on our audit procedures performed and according to the information and explanation given to us, no whistle blower complaints were received during the year by the Company and hence provisions of clause 3(xi)(d) of the Order is not applicable to the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with section 177 and 188 of the Act and all the details have been disclosed in the financial statements as required by the applicable Accounting Standards. (Refer note no. 32 of the financial statements)

LODHA & CO. MUMBAI-01 Chartered Accountants

xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedure.

xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.

xvi. (a) The Company being a NBFC- IDF is registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) Since, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi)(b) and (c) of the Order is not applicable to the Company.

(c) In our opinion, there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

xviii. There has been a resignation of the statutory auditors of the Company during the year and there were no issues, objections or concerns raised by the outgoing auditors and hence reporting under clause 3(xviii) of the Order is not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

LODHA & CO. MUMBAI-01 Chartered Accountants

xx. According to the information and explanations given to us, there are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under clause 3(xx) (a) and (b) of the Order is not applicable to the Company.

xxi. Since the Company did not have any subsidiary, joint venture or an associate, it is not required to prepare consolidated financial statements and hence reporting under Clause 3(xxi) of the Order is not applicable to the Company.

For **LODHA & COMPANY**
Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya
Partner
Membership No. 44101
UDIN: 22044101AIMTCG5690

Place: Mumbai
Date: May 06, 2022

LODHA & CO.
MUMBAI-01
Chartered Accountants

Annexure "B" referred to in "Report on Other Legal and Regulatory Requirements" section of our report to the members of NIIF Infrastructure Finance Limited of even date:

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of the NIIF Infrastructure Finance Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

LODHA & CO. MUMBAI-01 Chartered Accountants

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2)provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorisations of management (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements and (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the organisation from time to time.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, broadly in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential Component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **LODHA & COMPANY**
Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya
Partner
Membership No. 44101
UDIN: 22044101AIMTCG5690

Place: Mumbai
Date: May 06, 2022

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF INFRASTRUCTURE FINANCE LIMITED

Balance Sheet as at March 31, 2022

	Note No.	As at March 31, 2022	As at March 31, 2021
			(₹ in lakhs)
ASSETS			
I Financial assets			
(a) Cash and cash equivalents	1	1,24,155	74,006
(b) Loans	2	14,09,300	8,42,342
(c) Other financial assets	3	25	77
		15,33,480	**9,16,425**
II Non Financial assets			
(a) Current tax assets (Net)	4	11,522	8,475
(b) Property, plant and equipment	5a	65	136
(c) Right of use assets	5b	-	202
(d) Intangible assets under development	5c	85	-
(e) Other non-financial assets	6	158	100
		11,830	**8,913**
Total assets		**15,45,310**	**9,25,338**
LIABILITIES AND EQUITY			
LIABILITIES			
I Financial liabilities			
(a) Payables			
(I) Trade payables	7		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		381	431
(II) Other payables	8		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Debt Securities	9	12,32,274	7,36,993
(d) Other financial liabilities	10	768	682
		12,33,423	7,38,106
II Non-Financial liabilities			
(a) Provisions	11	200	69
(b) Other non-financial liabilities	12	193	165
		393	234
EQUITY			
(a) Equity share capital	13A	1,03,028	91,573
(b) Instruments Entirely Equity in Nature	13A	87,874	18,465
(c) Other equity	13B	1,20,592	76,960
		3,11,494	1,86,998
Total liabilities and equity		**15,45,310**	**9,25,338**

The accompanying notes are an integral part of these financial statements (See notes 1 to 40)

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

R. P. Baradiya
Partner

LODHA & CO. MUMBAI-01 Chartered Accountants

Place: Mumbai
Date: 6th May,2022

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Sadashiv S Rao
Chief Executive Officer

Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Statement of Profit and Loss for year ended March 31, 2022

(₹ in lakhs)

		Notes	For year ended March 31, 2022	For year ended March 31, 2021
	Revenue from operations			
	Interest income	14	97,719	70,445
	Net gain on derecognition of financial instruments under amortised cost category	15	-	1,030
I	**Total revenue from operations**		**97,719**	**71,475**
II	Other income	16	712	93
III	**Total income (I+II)**		**98,431**	**71,568**
	Expenses			
	Finance costs	17	67,697	53,278
	Fees and commission expense	18	36	38
	Impairment on financial instruments	19	4,613	2,764
	Employee benefits expenses	20	1,481	1,368
	Depreciation, amortisation and impairment	5 & 21	243	281
	Other expenses	22	1,036	664
IV	**Total expenses**		**75,106**	**58,393**
V	**Profit before tax (III - IV)**		**23,325**	**13,175**
VI	**Income Tax expense**	23	-	-
	Current tax		-	-
	Deferred tax		-	-
	Total tax expenses		-	-
VII	**Profit for the year (V - VI)**		**23,325**	**13,175**
VIII	**Other comprehensive income**			
A	(i) Items that will not be reclassified to profit or loss			
	- Remeasurements of post-employment benefit obligations		(15)	35
	- Income tax relating to items that will not be reclassified to profit or loss		-	-
B	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Other comprehensive income (A+B)		**(15)**	**35**
IX	**Total comprehensive income for the year (VII + VIII) (Comprising profit and other comprehensive income for the year)**		**23,310**	**13,210**
X	**Earnings per equity share (nominal value of share- ₹10 each)**			
	Basic (₹)		**2.54**	**1.96**
	Diluted (₹)		**2.31**	**1.96**

The accompanying notes are an integral part of these financial statements (See notes 1 to 40)
As per our attached report of even date

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

R. P. Baradiya
Partner

LODHA & CO. MUMBAI-01 Chartered Accountants

Place: Mumbai
Date: 6th May,2022

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Sadashiv S Rao
Chief Executive Officer

Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Cash Flow Statement for the year ended March 31, 2022

(₹ in lakhs)

	For year ended March 31, 2022	For year ended March 31, 2021
A. Cash flow from operating activities		
Profit before tax	23,325	13,175
Adjustments for:		
Depreciation and amortisation	243	281
Interest on Debt Security - EIR Adjustments	297	105
Interest on Loan - EIR adjustement	(1,112)	(379)
Net (gain) / loss on sale of property, plant and equipments	(2)	(2)
Write back of liabilities no longer payable	(219)	-
Interest on Borrowings other than debt securities (Ind AS 116 impact)	14	42
Impairment on financial instruments	4,613	2,764
Operating profit before working capital changes	**27,159**	**15,986**
Changes in working capital:		
(Decrease)/Increase in trade payables	(50)	(15)
(Increase)/Decrease in other financial assets	356	(41)
(Decrease)/Increase in other financial liabilities	86	(154)
Increase/(Decrease) in Provision	131	68
Increase/(Decrease) in other non financial liabilities	28	11
Increase/(Decrease) Interest accrual on debt securities	7,767	5,031
(Increase)/Decrease in non-financial assets	(73)	12
(Increase)/Decrease in loans	(5,70,458)	(2,03,983)
Cash flow generated from/(used in) operations	**(5,35,056)**	**(1,83,085)**
(Payment) of tax (net)	(3,047)	(4,232)
Net Cash flow generated from/(used in) operations (A)	**(5,38,103)**	**(1,87,317)**
B. Cash flows from investing activities		
Purchase of property, plant and equipment/intangible assets	(97)	(10)
Sale of property, plant and equipments	2	2
Net cash flow generated from/(used in) investing activities (B)	**(95)**	**(8)**
C. Cash flows from financing activities		
Proceeds from issuance of equity share capital (including Security Premium)	31,784	72,000
Proceeds from issuance of CCPS	69,415	18,500
Share Issue expense	(7)	(29)
Proceeds from debt securities issued (Net)	4,87,217	1,45,335
Payment for the lease liablitiy	(62)	(205)
Net cash generated from/(used in) financing activities (C)	**5,88,347**	**2,35,601**
Net Increase in cash and cash equivalents (D) = (A + B + C)	**50,149**	**48,276**
Cash and cash equivalents at the beginning of the Year (E)	74,006	25,730
Cash and cash equivalents at the end of the Year (F) = (D) + (E)	**1,24,155**	**74,006**
Cash and cash equivalents include the following		
Balances with banks in current account	9,600	1,003
Fixed deposits with maturity less than 3 months	1,14,555	73,003
Fixed deposits with maturity exceeding than 3 months	-	-
Total cash and cash equivalents	**1,24,155**	**74,006**

The accompanying notes are an integral part of these financial statements (See notes 1 to 40)

As per our attached report of even date

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

R. P. Baradiya
Partner

LODHA & CO. MUMBAI-01 Chartered Accountants

Place: Mumbai
Date: 6th May,2022

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Sadashiv S Rao
Chief Executive Officer

Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

Infrastructure Finance Limited Mumbai NIIF

NIIF INFRASTRUCTURE FINANCE LIMITED

Statement of changes in equity as at Mar 31, 2022

A1 Equity share capital

(₹ in lakhs)

	Note	Number	Amount
As At March 31, 2020		**54,00,00,000**	**54,000**
Issued during the year	13	37,57,30,161	37,573
Changes in Equity Share Capital due to prior period errors		-	-
Restated balance at the beginning of the previous reporting period		-	-
As At March 31, 2021		**91,57,30,161**	**91,573**
Issued during the year	13	11,45,53,305	11,455
As At March 31, 2022		**1,03,02,83,466**	**1,03,028**

A2 Compulsorily convertible preference share capital

(₹ in lakhs)

	Note	Number Series I	Amount	Number Series II	Amount
As At March 31, 2020		-	-	-	-
Issued during the year	14	8,79,27,757	18,465	-	-
As At March 31, 2021		**8,79,27,757**	**18,465**	-	-
Issued during the year	14	-	-	25,70,69,408	69,409
As At March 31, 2022		**8,79,27,757**	**18,465**	**25,70,69,408**	**69,409**

A3 Other equity

(₹ in lakhs)

	Reserves and surplus					
	Securities Premium	**Special reserve u/s. 45-IC of the RBI Act, 1934**	**Impairment Reserve**	**Surplus in the statement of profit and loss**	**General Reserve**	**Total**
As At March 31, 2020	-	6,141	4	23,112	88	29,345
Premium on shares issued	34,462	-	-	-	-	34,462
Transfers to Special reserve u/s. 45-IC of the RBI Act, 1934	-	2,642	-	(2,642)	-	-
Share capital issue expenses	(25)	-	-	(32)	-	(57)
Changes in reserves due to prior period errors	-	-	-	-	-	-
Other comprehensive income	-	-	-	35	-	35
Profit for the year	-	-	-	13,175	-	13,175
As at March 31, 2021	34,437	8,783	4	33,648	88	76,960
Profit for the year	-	-	-	23,325	-	23,325
Transfers to Special reserve u/s. 45-IC of the RBI Act, 1934	-	4,662	-	(4,662)	-	-
Premium on shares issued	20,329	-	-	-	-	20,329
Share capital issue expenses	(7)	-	-	-	-	(7)
Other comprehensive income	-	-	-	(15)	-	(15)
As At March 31, 2022	54,759	13,445	4	52,296	88	1,20,592

The accompanying notes are an integral part of these financial statements (See notes 1 to 40)
As per our attached report of even date

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

R. P. Baradiya
Partner

LODHA & CO. MUMBAI-01 Chartered Accountants

Place: Mumbai
Date: 6th May,2022

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Sadashiv S Rao
Chief Executive Officer

Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

1 Corporate information

NIIF Infrastructure Finance Limited (Formerly IDFC Infrastructure Finance Limited) ('the Company') is a public limited company, incorporated in India on March 7, 2014, under the provisions of Companies Act, applicable in India and is a Non-Banking Finance Company (NBFC - IDF) regulated by the Reserve Bank of India ('RBI'). The registered office of the Company is located at 3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051.

The Company has received a Non-Banking Financial Company (NBFC - IDF) license from Reserve Bank of India (RBI) on September 22, 2014. The object of the Company is to undertake infrastructure debt fund activities i.e. mainly re-financing existing debt of infrastructure companies.

The financial statement for the year ended March 31, 2022 were authorised for issue in accordance with a resolution of the directors on May 06, 2022.

As per RBI regulations, the Sponsor of the Company is M/s Aseem Infrastructure Finance Limited, which is a NBFC-Infrastructure Finance Company reistered with RBI. The majority shareholder is M/s National Investment and Infrastructure Fund II which is an Alternative Investment Fund registered with the Securities and Exchange Board of India (SEBI).

2 Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

A Basis of preparation

(i) Compliance with Ind AS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 ('RBI Notification for Implementation of Ind AS') issued by RBI.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) is measured at fair value;
- assets held for sale – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value;

The financial statement are presented in Indian Currency (INR) and all values are rounded to nearest rupee lakhs except when otherwise indicated.

(iii) Order of liquidity

The Company is covered in the definition of Non-Banking Financial Company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Pursuant to Ind AS 1 and amendment to Division III of Schedule III to the Companies Act, 2013 on October 11, 2018, the Company presents its balance sheet in the order of liquidity. .This is since the Company does not supply goods or services within a clearly identifiable operating cycle, therefore making such presentation more relevant. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note 35. The Company prepares and present its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act as amended from time to time. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows' as amended from time to time.

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(iv) Use of Estimates

The preparation of financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realized may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

Judgement, estimates and assumptions are required in particular for:

Business model assessment

Classification and measurement of financial assets depends on the results of the Solely Payments of principal and interest (SPPI) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost or fair value through other comprehensive income that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on its financial assets measured at amortized cost. At each reporting date, the Company assesses whether the above financial assets are credit- impaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Company's ECL calculations are outputs of number of underlying assumptions regarding the choice of variable inputs and their interdependencies such as macroeconomic scenarios and estimated recovery from collateral.

Recognition and measurement of provisions and contingencies:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Determination of lease term:

Ind AS 116 – Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

B Policy on segment

The Company operates in a single reportable segment i.e. lend/invest in Infrastructure projects. The Company also operates in a single geographical segment i.e. domestic. The chief operating decision maker (CODM) in the Company to make decisions for performance assessment and resource allocation, is the Chief Executive Officer (CEO). In a manner consistent with the internal reporting provided to the CEO for corporate planning, there are no separate reportable segments (including geographical segments).

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C (I) Property plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives of fixed assets.

Vehicles	4 years
Computers	3 years
Office Equipments (mobiles)	2 years
Office Equipments (Others)	5 years
Leasehold Improvements	Tenure of lease
Buildings (Right of use assets)	Tenure of lease
Server/networking equipment	6 years
Furniture and fixtuers	10 years

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss within other gains/(losses).

(II) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

Intangible assets not ready for use on the date of Balance sheet is shown as Intangible assets under development.

D Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

• fixed payments (including in-substance fixed payments), less any lease incentives receivable
• variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
• amounts expected to be payable by the Company under residual value guarantees
• the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
• payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period

Right-of-use assets are measured at cost comprising the following:

• the amount of the initial measurement of lease liability
• any lease payments made at or before the commencement date less any lease incentives received
• any initial direct costs, and
• restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

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E Impairment of non-financial asset

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

F Taxes on Income

The Company is an Infra Debt Fund - Non Banking Finance Company (IDF - NBFC) registered with the Reserve Bank of India on September 22, 2014. The income of the Company, being IDF-NBFC, is exempt under section 10(47) of the Income Tax Act, 1961, with effect from October, 2014.

G Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs are added to, or subtracted from, that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in statement of profit and loss.

Financial assets

Classification and subsequent measurement of financial assets:

Classification of financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income.

Debt Instruments

For investments in debt instruments, this will depend on the classification of debt instruments depending on:

(i) the Company's business model for managing the asset; and

(ii) the cash flow characteristics of the asset (SPPI).

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- how the asset's performance and the business model is evaluated and reported to key management personnel
- the risks that affect the performance of the business model and how these risks are assessed and managed
- how managers are compensated.

Solely Payment of Principal and Interest ("SPPI") Assessment

As a second step of its classification process the Company assesses the contractual terms of financial to identify whether they meet the SPPI test, where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the financial instruments cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit and loss.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

NIIF Infrastructure Finance Limited Mumbai

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Equity Instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.
The Company measures all equity investments at fair value through profit and loss, except where the Company's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit and loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognised in profit and loss as other income when the Company's right to receive payments is established
Gains and losses on equity investments at FVTPL are included in the statement of profit and loss.

Subsequent measurement

Debt instruments
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company classifies its debt instruments:
Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost e.g. Debentures, Bonds etc. The assets held under amoritsed costs are not traded/sold, except for management of concentration risk or for any such similar exigency to protect the value of asset. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in investment income using the effective interest rate method.
Fair value through other comprehensive income: Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit and loss on initial recognition):
• the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
Fair value through profit and loss: Assets that do not meet the criteria for amortised cost or fair value through OCI, are measured at fair value through profit and loss e.g. investments in mutual funds. A gain or loss on a debt investment that is subsequently measured at fair value through profit and loss is recognised in profit and loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

Equity instruments

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Interest Income

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.
The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance). The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and tees and points paid or received that are integral to the effective interest rate, such as origination fees.
When the Company revises the estimates of future cash flows, the carrying amount of the respective financial asset is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit and loss.
When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Interest Income from Fixed Deposits placed with banks is recognised on accrual basis by the Company.

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Modification of loans

The Company sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Company assesses whether or not the new terms are substantially different to the original terms. The Company does this by considering, among others, the following factors:
(i) if the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
(ii) whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loan.
(iii) significant extension of the loan term when the borrower is not in financial difficulty.
(iv) significant change in the interest rate.
(v) change in the currency the loan is denominated in.
(vi) insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loan.

If the terms are substantially different, the Company derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Company also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit and loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Company recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit and loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate.

De-recognition of financial assets

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either
(i) the Company transfers substantially all the risks and rewards of ownership, or
(ii) the company neither transfers nor retains substantially all the risks and rewards of ownership and the Company has not retained control.
On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit and loss if such gain or loss would have otherwise been recognised in profit and loss on disposal of that financial asset.

Financial liabilities and equity instruments

Classification as debt or equity:
Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received, net of direct issue costs.

The Company has issued Compulsorily Convertible Preference Shares (CCPS) - Tranche I & Tranche II in March'21 & March'22 respectively. The CCPS do not carry any voting rights. The CCPS are not redeemable & each CCPS shall be converted into one equity share of ₹10 each upon induction of a new investor or expiry of 3 (Three) years from the date of issuance of First Tranche CCPS (30 March 2021), whichever is earlier. CCPS have liquidation preference over Equity Shares, in accordance with the Insolvency and Bankruptcy Code, 2016.

Classification and subsequent measurement

Financial liabilities are measured at amortised cost.
Financial liabilities (including borrowings and debt securities) are subsequently measured at amortised cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees.

Interest expenses on Financials Liabilities
The Interest Expenses on Financial liabilities along with amortisation of transaction costs incurred are recognised as Finance Cost in the Statement of Profit and Loss.

De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. A substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit and loss. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred are adjusted to the carrying amount of the liability and are amortised over the remaining term of the modified liability.

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Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

Fair Value Measurement

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. The details are available in Note 34 to the financial statements.

H Impairment - Expected Credit Loss Measurement

The Company assesses on a forward looking basis the expected credit losses associated with loans and debentures carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Refer Note 35 for details of impairment methodology applied by the Company.

I Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

J Provisions and contingent liabilities

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the Management of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

K Employee benefits

Defined contribution benefits include provident fund, superannuation fund. Defined Employee benefits includes gratuity fund, compensated absences and long term incentive plans.

Defined contribution plan

The Company pays contribution to provident fund, superannuation fund and pension fund as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service cost.

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Compensated absences

Accumulated leave which is expected to be utilised within next 12 months is treated as short term compensated absences and the accumulated leave which are carried forward beyond 12 months are treated as long term compensated absences Compensated absences are provided for, based on actuarial valuation report as short term and long term compensated absences. The actuarial valuation is done as per projected unit credit method as at the reporting date Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:
(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
(b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

The Company has a long term incentive plan which is paid in three annual tranches. The Company accounts for the liability as per an actuarial valuation report. The actuarial valuation of the long term incentives liability is calculated based on certain assumptions, as per the projected unit credit method made at reporting period. Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

L Earnings per share

(i) Basic earnings per share
Basic earnings per share is calculated by dividing:
- the profit attributable to owners of the group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

M Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except :
- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

The Company expenses off 50% of eligible input tax credit in line with applicable Goods and Services Tax laws.

N New Accounting Pronouncements
Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and there is no impact on its financial statements.

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Notes forming part of financial statements as at and for the year ended March 31, 2022

1 Cash and cash equivalents

(₹ in lakhs)

	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
In current accounts	9,600	1,003
In deposit accounts (with original maturity less than 3 months)	1,14,555	73,003
Total	**1,24,155**	**74,006**

2 Loans (At amortised costs)

(₹ in lakhs)

	As at March 31, 2022	As at March 31, 2021
Term loans	11,20,186	6,60,863
Debt Securities	2,95,591	1,82,311
Total Loans (*)	**14,15,777**	**8,43,175**
Interest accrued on loans	946	499
Interest accrued on debt securities	2,517	3,996
Total Gross Loans	**14,19,240**	**8,47,670**
Less: Impairement loss allowance	(9,940)	(5,328)
Total Net Loans	**14,09,300**	**8,42,342**
(*) The loans outstanding before adjustment of Effective Interest Rate, Premium Amortisation and Discount Accretion	**14,20,055**	**8,46,120**
(a) The above amount includes:		
(i) Secured by tangible assets	14,19,240	7,69,710
(ii) Secured by intangible assets	-	-
(iii) Covered by Bank / Government guarantees		
(iv) Unsecured		
Total- Gross	**14,19,240**	**7,69,710**
Less: Impairement loss allowance	**(9,940)**	(5,328)
Total- Net	**14,09,299**	**7,64,382**
(b) Loans in India	**14,09,299**	**7,64,382**

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Notes forming part of financial statements as at and for the year ended March 31, 2022

3 Other financial assets

(₹ in lakhs)

	As at March 31, 2022	As at March 31, 2021
Receivables from Group Company	-	52
Deposits	25	25
Total	**25**	**77**

4 Current tax assets (Net)

(₹ in lakhs)

	As at March 31, 2022	As at March 31, 2021
Advance payment of income tax	11,522	8,475
Net of provision for tax is ₹ 10,924 lakhs(Previous year ₹ 10,924 lakhs)		
Total	**11,522**	**8,475**

The Company had filed application with Central Board of Direct Taxes (CBDT) for notification as Infrastructure Debt Fund (IDF) from Financial year 2014-15, the year of receipt of licence from RBI as NBFC-IDF, and has been claiming tax exemption under Section 10(47) read with Rule 2F of the Income Tax Act.

The CBDT has issued a notification dated October 21, 2019 notifying the Company under Section 10(47) of the Income Tax Act w.e.f. Financial year 2019-20 (i.e from the financial year starting 1st April 2019).

The Company has made an application to CBDT for review of the said notification with a request to notify it under section 10(47) of Income Tax Act with retrospective effect, i.e. w.e.f. Financial year 2014-15 (the year in which it received RBI registration as NBFC-IDF). In the interim, the tax liability from Financial year 2014-15 till financial year 2018-19 amounting to ₹ 10,801 lakhs had been provided for in the financial statements of year ended March 31, 2020.

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5 a Property, plant and equipment

As at March 31, 2022 (₹ in lakhs)

	Gross block				Accumulated depreciation				Net block	
	Balance as at April 1, 2021	Additions	Disposals	Balance as at Mar 31, 2022	Balance as at April 1, 2021	Depreciation charge for the year/period	On disposals	Balance as at Mar 31, 2022	Balance as at Mar 31, 2022	Balance as at March 31, 2021
Freehold Land (Refer note below)	4	-	-	4	-	-	-	-	4	4
(Previous year)	(4)	-	-	(4)	-	-	-	-	(4)	-
Vehicles (owned)	94	-	38	56	80	8	38	50	7	15
(Previous year)	(142)	-	(47)	(95)	(107)	(20)	(47)	(80)	(15)	
Computers	58	9	-	67	23	12	-	35	32	35
(Previous year)	(50)	(8)	-	(58)	(13)	(10)	-	(23)	(35)	
Office Equipments	13	3	1	15	8	2	-	10	5	5
(Previous year)	(10)	(3)	-	(13)	(6)	(2)	-	(8)	(5)	
Leasehold Improvements	176	-	-	176	101	59	-	161	15	74
(Previous year)	(176)	-	-	(176)	(42)	(59)	-	(101)	(75)	-
Furniture	4	-	-	4	1	0	-	1	3	3
(Previous year)	(4)	-	-	(4)	(1)	(0)	-	(1)	(3)	(3)
Total tangible assets	**348**	**12**	**39**	**322**	**213**	**82**	**38**	**257**	**65**	**136**
(previous year)	**(386)**	**(10)**	**(47)**	**(349)**	**(168)**	**(92)**	**(47)**	**(213)**	**(136)**	

Note: The free hold land has been mortgaged in favour of Debenture Trustees against the secured debentures issued by the Company.

5 b Right of use assets

As at March 31, 2022 (₹ in lakhs)

	Gross block				Accumulated depreciation				Net block	
	Balance as at April 1, 2021	Additions	Disposals	Balance as at Mar 31, 2022	Balance as at April 1, 2021	Amortisation charge for the year/period	On disposals	Balance as at Mar 31, 2022	Balance as at Mar 31, 2022	Balance as at March 31, 2021
Right of use Assets (Buildings)	525	-	41	485	323	161	-	485	-	202
(Previous year)	(537)	-	(12)	(525)	(135)	(189)	-	(324)	(202)	-
Total Right of use Assets (Buildings)	**525**	**-**	**41**	**485**	**323**	**161**	**-**	**485**	**-**	**202**
(previous year)	**(537)**	**-**	**(12)**	**(525)**	**(135)**	**(189)**	**-**	**(324)**	**(202)**	**-**

5 c

	March 31,2022	March 31,2021
Intangible assets under development		
Loan Management Software	85	-
Total intangible assets under development	**86**	**-**

	Amount in intangible assets under development for a period of				
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	85	-	-	-	85
Projects temporarily suspended	-	-	-	-	-

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Notes forming part of financial statements as at and for the year ended March 31, 2022

6 Other non-financial assets (₹ in lakhs)

	As at March 31, 2022	As at March 31, 2021
Prepaid expenses	99	61
Supplier Advance	13	32
Other Advance	46	7
	158	**100**

7 Trade payables* (₹ in lakhs)

	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro	381	431
Total	**381**	**431**

Trade Payables ageing schedule	Outstanding as on 31, March 2022 from due date of payment				
Particulars	< 1 year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	-	-	-	-	-
Others	381	-	-	-	381
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule	Outstanding as on 31, March 2021 from due date of payment				
Particulars	< 1 year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	-	-	-	-	-
Others	431	-	-	-	431
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

(₹ in lakhs)

8 Other payables*

	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro	-	-
	-	-

*Refer note 34 (c)

9 Debt Securities (₹ in lakhs)

	As at March 31, 2022	As at March 31, 2021
At Amortised cost		
Debentures (Secured, non convertible)(*) fully paid up, privately placed	11,75,337	7,12,642
Commercial papers (unsecured)	24,820	-
Interest accrued but not due	32,117	24,351
Total (A)	**12,32,274**	**7,36,993**
(*) The borrowings outstanding before adjustment of unamortised fees under Effective Interest Rate	12,03,300	7,13,300
Debt securities in India	12,32,274	7,36,993
Debt securities outside India	-	-
Total (B)	**12,32,274**	**7,36,993**
Face value per debenture	10,00,000	10,00,000

#Refer note 31 for maturity pattern

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Notes forming part of financial statements as at and for the year ended March 31, 2022

10 Other financial liabilities (₹ in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Finance Lease Obligations	-	242
Advance receipts from borrowers	768	440
Total	**768**	**682**

11 Provisions (₹ in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for gratuity	43	-
Provision for compensated absences	68	35
Provision for long term incentive plan	89	34
Total	**200**	**69**

12 Other non-financial liabilities (₹ in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory dues	193	165
Total	**193**	**165**

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Notes forming part of financial statements as at and for the year ended March 31, 2022

13 A Share capital

	As at March 31, 2022		As at March 31, 2021	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised shares				
Equity shares of ₹ 10 each	1,81,50,00,000	1,81,500	1,81,50,00,000	1,81,500
Compulsorily convertible preference shares of ₹ 21 each (Series I)	8,80,95,238	18,500	8,80,95,238	18,500
Compulsorily convertible preference shares of ₹ 27 each (Series II)	25,92,59,259	70,000	-	-
Issued, subscribed & fully paid-up shares				
Equity shares of ₹ 10 each	1,03,02,83,466	1,03,028	91,57,30,161	91,573
Compulsorily convertible preference shares of ₹ 21 each (Series I)	8,79,27,757	18,465	8,79,27,757	18,465
Compulsorily convertible preference shares of ₹ 27 each (Series II)	25,70,69,408	69,409	-	-
Total		1,90,902		1,10,038

(a) Movements in equity share capital.

	As at March 31, 2022		As at March 31, 2021	
	Number	₹ in lakhs	Number	₹ in lakhs
Outstanding at the beginning of the year	91,57,30,161	91,573	54,00,00,000	54,000
Issued during the year (*)	11,45,53,305	11,455	37,57,30,161	37,573
Outstanding at the end of the year	1,03,02,83,466	1,03,028	91,57,30,161	91,573

(b) Movements in preference share capital (Face Value 21) Series I

	Number	₹ in lakhs	Number	₹ in lakhs
Outstanding at the beginning of the year	8,79,27,757	18,465	-	-
Issued during the year (*)	-	-	8,79,27,757	18,465
Outstanding at the end of the year	8,79,27,757	18,465	8,79,27,757	18,465

Movements in preference share capital (Face Value 27) Series II

	Number	₹ in lakhs	Number	₹ in lakhs
Outstanding at the beginning of the year	-	-	-	-
Issued during the year (*)	25,70,69,408	69,409	-	-
Outstanding at the end of the year	25,70,69,408	69,409	-	-

(c) Terms / rights attached to equity shares

i The Company has equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

ii In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii The dividend proposed by the Board of Directors is subject to the approval of shareholders at the ensuing Annual General Meeting, except in case of interim dividend. Such dividend is not recognised as a liability at the Balance Sheet date.

iii The dividend proposed by the Board of Directors is subject to the approval of shareholders at the ensuing Annual General Meeting, except in case of interim dividend. Such dividend is

(d) Terms / rights attached to Compulsorily Convertible Preference Shares (CCPS)

i The Company has issued Compulsorily Convertible Preference Shares (CCPS) having a par value of ₹ 21 (Series I) & 27 (Series II) per share.

ii The CCPS shall carry a pre-determined cumulative dividend rate of 0.001% per annum. In addition to the same, if the holders of Equity Shares are paid dividend in excess of 0.001% per annum, CCPS holders shall be entitled to dividend at such higher rate. The dividend shall be payable, subject to cash flow solvency, in the event the board of directors of the Company declare any dividend for the relevant year, and shall be paid in priority to Equity Shares

iii The CCPS are not redeemable & each CCPS shall be converted into one equity share of ₹10 each upon induction of a new investor or expiry of 3 (Three) years from the date of issuance of First Tranche CCPS (30 March 2021), whichever is earlier.

iv Subject to Section 47(2) of the Companies Act, 2013, the CCPS do not carry any voting rights.

v CCPS shall have liquidation preference over the Equity Shares, in accordance with the Insolvency and Bankruptcy Code, 2016

(e) Details of shares held by the promoter entity

As at March 31, 2022		As at March 31, 2021	
Number	% of Holding	Number	% of Holding
-	-	-	-

(f) Details of shareholders holding more than 5% of the shares in the Company

Equity shares	As at March 31, 2022		As at March 31, 2021	
	Number	% of Holding	Number	% of Holding
National Investment & Infrastructure Fund II and its nominees	54,63,50,979	53.03%	54,63,50,979	59.66%
Aseem Infrastructure Finance Limited	42,39,32,487	41.15%	30,93,79,182	33.78%
Housing Development Finance Corporation Limited	6,00,00,000	5.82%	6,00,00,000	6.55%
0.001% Compulsorily Convertible Preference Shares (Series I)				
President of India (*)	8,79,27,757	100.00%	8,79,27,757	100.00%
(*) Represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India				
0.001% Compulsorily Convertible Preference Shares (Series II)				
President of India (*)	25,70,69,408	100.00%	-	-
(*) Represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India				

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Notes forming part of financial statements as at and for the year ended March 31, 2022

13 B Other Equity

		As at March 31, 2022	As at March 31, 2021
(a)	Surplus in the statement of profit and loss	52,296	33,648
(b)	Securities premium (*)	54,759	34,437
(c)	General Reserves	88	88
(d)	Special reserve u/s. 45-IC of the RBI Act, 1934	13,445	8,783
(e)	Impairment Reserve	4	4
	Total	**1,20,592**	**76,960**
(a)	**Surplus in the Statement of Profit and Loss**		
	Opening balance	33,648	23,112
	Net profit for the year	23,325	13,175
	Items of other comprehensive income recognised directly in retained earnings	-	-
	- Remeasurements of post-employment benefit obligations, net of tax	(15)	35
	Transfer to Special Reserve u/s. 45-IC of RBI Act, 1934	(4,662)	(2,642)
	Share capital issue expenses	-	(32)
	Closing balance	**52,296**	**33,648**
(b)	**Securities Premium**		
	Opening balance	34,437	-
	Changes during the year (*)	20,329	34,462
	Share capital issue expenses	(7)	(25)
	Closing balance	**54,759**	**34,437**
(c)	**General Reserve**		
	Opening balance	88	88
	addition		
	Closing balance	**88**	**88**
(d)	**Special Reserve u/s. 45-IC of RBI Act,1934**		
	Opening balance	8,783	6,141
	Appropriations during the year	4,662	2,642
	Closing balance	**13,445**	**8,783**
(e)	**Impairment Reserve**		
	Opening balance	4	4
	Appropriations during the year	-	-
	Closing balance	**4**	**4**
	Total	**1,20,592**	**76,960**

Nature and purpose of reserve

a) Securities premium

Securites premium represents the excess of issue price over face value of equity shares & compulsorily convertible preference shares (CCPS) issue during the year. As per secton 52 (3) expenses on issue of equity share have been adjusted against securities premium.

b) General Reserves

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders. General reserve are created upon cancellation of Employee Stock Options (ESOPS)

c) Special reserves u/s 45-IC of RBI Act, 1934

As per section 45-IC of RBI Act, 1934, every non-banking financial company (NBFC) shall create a reserve fund and transfer therein a sum not less than twenty per cent (20%) of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. No appropriation of any sum from the reserve fund shall be made by the non-banking financial company. The Company makes this provision anually as of 31st March

d) Impairment Reserve

In terms of RBI circular reference DOR (NBFC) .CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020, NBFCs are required to hold expected credit loss allowances in accordance with the provisions of IndAS 109. In parallel NBFCs are required to compute provisions as per extant prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP). Where the expected credit loss allowance computed under IndAS 109 is lower than the provisioning required under IRACP (including standard asset provisioning), NBFCs are required to appropriate the shortfall from their retained earnings to a separate 'Impairment Reserve'

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Notes forming part of financial statements as at and for the year ended March 31, 2022

14 Interest Income

(₹ in lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
On financial assets measured at amortised costs		
Interest on loans	95,466	68,237
Interest on deposit	2,253	2,208
Total	**97,719**	**70,445**

15 Net gain on derecognition of financial instruments under amortised

(₹ in lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Net gain on derecognition of financial instruments under amortised cost category		
- Loans	-	1,030
Total	**-**	**1,030**

16 Other Income

(₹ in lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Shared Service Cost Recovery	67	91
Profit on sale of asset	2	2
Interest on Income Tax Refunds	414	-
Miscellaneous Income*	229	-
Total	**712**	**93**

* Includes 219 lakhs due to write back of liabilities no longer payable

17 Finance Costs

On financial liabiities measured at amortised costs

(₹ in lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense		
(i) Debt securities	67,519	53,114
(ii) Lease Liabilities	14	42
Other borrowing cost (Rating fee & Other expenses)	164	122
Total	**67,697**	**53,278**

18 Fees and commission expense

(₹ in lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Commission paid to project authorities	36	38
	36	**38**

19 Impairment on financial instruments

	For the year ended March 31, 2022	For the year ended March 31, 2021
On financial instruments measured at amortised costs		
Term loans & Debentures	4,613	2,764
Total	**4,613**	**2,764**

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20 Employee benefits expense

	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	1,337	1,257
Contribution to gratuity fund	34	28
Contribution to provident and other funds	84	78
Staff welfare expenses	26	5
Total	**1,481**	**1,368**

21 Depreciation, amortisation and impairment

	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of property, plant and equipment	82	92
Amortisation of right of use	161	189
Total	**243**	**281**

22 Other expenses

	For the year ended March 31, 2022	For the year ended March 31, 2021
Professional fees	258	125
Rates and taxes	243	113
Computer and IT related expenses	110	104
Insurance charges	39	23
Electricity charges	13	13
Travelling and conveyance	11	(0)
Printing and stationery	2	1
Communication costs	6	8
Stamp duty and registration fees	31	7
Directors' sitting fees	16	12
Contribution towards corporate social responsibility (CSR)	256	211
Donations	10	-
Auditor's remuneration	31	29
Advertising & publicity	5	12
Miscellaneous expenses	5	6
Total	**1,036**	**664**

(a) Breakup of Auditors' remuneration

Audit fees	27	18
Tax audit fees	2	1
Other Services	2	9
Out-of-pocket expenses	-	1
	31	**29**

(b) Contribution for corporate social responsibility (CSR)

Amount required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year ₹ 256 lakhs (previous year ₹ 211 lakhs). Amount spent towards CSR during the year and recognised as expense in the statement of profit and loss on CSR related activities is ₹ 256 lakhs (previous year ₹ 211 lakhs), which comprise of following:

	For the year ended March 31, 2022	For the year ended March 31, 2021
Amount spent during the year on:		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	**256**	**211**
(iii) On purposes other than (i) above- unspent balance for FY 2019-20	-	-
Total	**256**	**211**

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(a) shortfall at the end of the year	-	-
(b) total of previous years shortfall	-	-
(c) reason for shortfall	NA	NA
(d) nature of CSR activities	Promoting Healthcare & Education	Promoting Healthcare & Education,
(e) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	Nil	Nil
(f) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	Nil	Nil

23 Income tax

a) The components of income tax expense for the years ended March 31, 2022 and March 31, 2021 are:

(₹ in lakhs)

	For the year ended March 31, 2022	**For the year ended March 31, 2021**
Current tax	-	-
Deferred tax	-	-
Total	-	-

b) Reconciliation of the total tax charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years ended March 31, 2022 and March 31, 2021 is, as follows:

(₹ in lakhs)

	For the year ended March 31, 2022	**For the year ended March 31, 2021**
Accounting profit before tax	23,325	13,175
Tax effect of the amount which are not taxable in calculating taxable income:		
- Income exempted under section 10(47) of Income Tax Act, 1961	23,325	13,175
Income tax expense at effective tax rate	-	-
Effective tax rate	0%	0%

^Refer note 4 on Current tax assets

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24. Employee benefit obligations **(₹ in lakhs)**

a) Labour Law

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code and recognise the same when the Code becomes effective.

b) Defined contribution plans **(₹ in lakhs)**

The Company has recognised the following amounts in the statement of profit and loss towards contribution to defined contribution plans which are included under contribution to provident and other funds:

Particulars	March 31, 2022	March 31, 2021
Provident fund	55	49
Pension fund	29	28

c) Defined benefit plans

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. As per internal policy gratuity liabilities for all employees is uncapped and ₹ 20 lakhs limit is not applicable.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

i) Balance sheet **(₹ in lakhs)**

	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2020	416	384	32
Current service cost	33	-	33
Interest expense/(income)	21	-	21
Return on plan assets	-	20	(20)
Remeasurements due to actual return on plan assets less interest on plan assets	-	5	(5)
Actuarial loss / (gain) arising from change in financial assumptions	2	-	2
Actuarial loss / (gain) arising from change in demographic assumptions	-	-	-
Actuarial loss / (gain) arising on account of experience changes	(32)	-	- 32
Reversal of the liability	-	-	-
Employer contributions	-	32	(32)
Benefit payments	-	-	-
Assets acquired	-	-	-
Liabilities assumed on acquisition	(6)	-	(6)
As at March 31, 2021	434	441	(7)
Current service cost	36	-	36
Interest expense/(income)	21	-	21
Return on plan assets	-	22	(22)
Remeasurements due to actual return on plan assets less interest on plan assets	-	(5)	5
Actuarial loss / (gain) arising from change in financial assumptions	4	-	4
Actuarial loss / (gain) arising from change in demographic assumptions	(9)	-	(9)
Actuarial loss / (gain) arising on account of experience changes	14	-	14
Reversal of the liability	-	-	-
Employer contributions	-	-	-
Benefit payments	(75)	(75)	-
Assets acquired	-	-	-
Liabilities assumed on acquisition	-	-	-
As at March 31, 2022	425	383	43

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Particulars	As at March 31, 2022	As at March 31, 2021
Present value of plan liabilities	425	434
Fair value of plan assets	383	441
Plan liability net of plan assets	**43**	**(7)**

ii) Statement of profit and loss (₹ in lakhs)

Particulars	March 31, 2022	March 31, 2021
Employee benefit expense	-	-
Losses on acquisition	-	-
Current service cost	36	33
Total	36	33
Finance costs	(1)	1
Gains/(losses) on settlements	-	(6)
Net impact on the profit before tax	**34**	**28**

Particulars	March 31, 2022	March 31, 2021
Remeasurements of the net defined benefit liability:		
Opening amount recognized in OCI outside profit and loss account	-	-
Return on plan assets excluding amounts included in interest expense/income	5	(5)
Actuarial loss / (gain) arising from change in financial assumptions	4	2
Actuarial loss / (gain) arising from change in demographic assumptions	(9)	-
Actuarial loss / (gain) arising on account of experience changes	14	(32)
Actuarial gains/(losses) arising from changes in experience	-	-
Net impact on the other comprehensive income before tax	15	(35)

iii) Defined benefit plan assets

Category of assets (% allocation)		As at March 31, 2022	As at March 31, 2021
Insurer managed funds		383	441
Total		**383**	**441**

iv) Actuarial assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Particulars		As at March 31, 2022	As at March 31, 2021
Discount rate		5.90%	6.35%
Salary escalation rate*		9.00%	9.00%

* takes into account the inflation, seniority, promotions and other relevant factors

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v) Sensitivity (₹ in lakhs)

Gratuity

As at March 31, 2022	Change in assumption	Impact on defined benefit obligation	
		Increase	Decrease
Discount rate	0.50%	(5)	5
Salary escalation rate	0.50%	5	(5)

As at March 31, 2021	Change in assumption	Impact on defined benefit obligation	
		Increase	Decrease
Discount rate	0.50%	(8)	8
Salary escalation rate	0.50%	8	(8)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

vi) Maturity

The defined benefit obligations shall mature after year end as follows: (₹ in lakhs)

Particulars	March 31, 2022	March 31, 2021
Within the next 12 months (next annual reporting period)	237	198
Between 2 and 5 years	146	160
Between 5 and 10 years	73	83
Beyond 10 years	45	148
Total expected payments	**500**	**589**

The weighted average duration of the defined benefit obligation is 2.33 years
(previous year - 3.75 years)

vii) Provision for long term incentive plan (LTIP) (₹ in lakhs)

Particulars	March 31, 2022	March 31, 2021
Liability for long term incentive plan	89	34

viii) Provision for leave encashment (₹ in lakhs)

Particulars	March 31, 2022	March 31, 2021
Liability for compensated absences	68	35

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25. Segment information

The Company is domiciled in India. The Company is engaged in business of financing by way of loans (non banking financial services), which is considered to be only reportable segment (in accordance with Ind AS 108). All other activities revolve around the main business.

a) Segment revenue

The Company operates as a single segment. The segment revenue is measured in the same way as in the statement of income and expenditure.

(₹ in lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Segment revenue		
- India	97,719	71,475
- Outside India	-	-
Total	**97,719**	**71,475**

* There is no single party who individually contributes more than 10% of total operating revenue of the Company.

b) Segment assets and segment liabilities

(₹ in lakhs)

Particulars		As at March 31, 2022	As at March 31, 2021
Segment assets			
- India		15,45,310	9,25,338
- Outside India		-	-
Segment liabilities			
- India		15,45,310	9,25,338
- Outside India		-	-

26. Earnings per share (EPS)

a) The basic earnings per share has been calculated based on the following:

(₹ in lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Net profit after tax available for equity shareholders (A)	23,325	13,175
Weighted average number of ordinary shares for basic earnings per share (B)	91,69,85,540	67,27,00,820
Effect of dilution on account of compulsorily convertible preference shares (CCPS)	9,07,44,956	4,81,796
Weighted average number of ordinary shares adjusted for the effect of dilution (C)	1,00,77,30,496	67,31,82,616

b) The reconciliation between the basic and the diluted earnings per share is as follows:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Basic earnings per share (A/B)	2.54	1.96
Diluted earnings per share (A/C)	2.31	1.96

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27. Capital commitments

(₹ in lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Estimated amount of contracts remaining to be executed on capital account (net of advances)	22	-
Undisbursed commitments	81,300	41,738
Total	81,322	41,738

Contingent liabilities	For the year ended March 31, 2022	For the year ended March 31, 2021
Claims not acknowledged as debts:	-	-

28 Capital management

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting capital adequacy requirements of the local banking supervisor, Reserve Bank of India (RBI) of India. The adequacy of the Company's capital is monitored using, amongst other measures, the regulations issued by RBI. Company has complied in full with all its externally imposed capital requirements over the reported period. The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

The following additional information is disclosed in terms of the RBI circular (Ref No. DNBR .PD. 008 / 03.10.119 / 2016-17 dated September 01, 2016) and RBI circular DNBR(PD) CC No. 053 / 03.10.119 / 2015-16 :

(₹ in lakhs)

Capital to risk assets ratio (CRAR):	For the year ended March 31, 2022	For the year ended March 31, 2021
Tier I capital	3,11,490	1,86,994
Tier II capital	9,940	5,328
Total capital	**3,21,430**	**1,92,321**
Risk weighted assets	13,68,514	8,22,591
CRAR (%)	23.49%	23.38%
CRAR - Tier I capital (%)	22.76%	22.73%
CRAR - Tier II capital (%)	0.73%	0.65%
Amount of subordinated debt considered as Tier II capital	-	-
Amount raised by issue of perpetual debt instruments	-	-

Regulatory Tier I capital, which comprises share capital, share premium, special reserves, share option outstanding account, retained earnings including current year profit and non-controlling interests less accrued dividends. Certain adjustments are made to Ind AS based results and reserves, as prescribed by the Reserve Bank of India.

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Notes forming part of financial statements as at and for the year ended March 31, 2021

Maturity analysis of assets and liabilities

29 The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ in lakhs)

Particulars	As at March 31, 2022			As at March 31, 2021		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets						
Cash and cash equivalents	1,24,155	-	1,24,155	74,006	-	74,006
Loans	83,640	13,25,660	14,09,300	64,911	7,77,431	8,42,342
Other financial assets	-	25	25	52	-	52
Non-financial assets						
Income tax assets (Net)	-	11,522	11,522	-	8,475	8,475
Property, plant and equipment	-	65	65	-	338	338
Intangibles under development	-	85	85	-	-	-
Other non-financial assets	158	-	158	100	25	125
Total assets	2,07,953	13,37,357	15,45,310	1,39,069	7,86,269	9,25,338
Financial liabilities						
Derivative financial instruments	-	-	-	-	-	-
Payables						
(I) Trade payables						
(i) total outstanding dues of micro enterprises and small	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	381	-	381	60	-	60
(II) Other payables						
(i) total outstanding dues of micro enterprises and small	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Debt securities	2,17,772	10,14,502	12,32,274	1,24,751	6,12,242	7,36,993
Borrowings (Other than debt securities)	-	-	-	191	51	242
Other financial liabilities	768	-	768	440	-	440
Non-financial Liabilities						
Provisions	200	-	200	28	59	87
Other non-financial liabilities	193	-	193	518	-	518
Total liabilities	2,19,314	10,14,502	12,33,816	1,25,988	6,12,352	7,38,340
Net	(11,361)	3,22,855	3,11,494	13,080	1,73,917	1,86,998

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30 Fair value measurement

a) Financial Instruments by Category (₹ in lakhs)

The following table provides categorization of all financial instruments at carrying value except for financial assets and financial liabilities not measured at fair value if, the carrying amount is a reasonable approximation of fair value.

As at March 31, 2022	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Loans			
- Term loans	-	-	11,20,186
- Debentures and bonds	-	-	2,95,591
- Accrued interest on loans, debentures and bonds		-	3,463
Cash and Cash Equivalents	-	-	1,24,155
Other financial assets	-	-	25
Total financial assets	-	-	**15,43,420**
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	11,75,337
- Commercial paper	-	-	24,820
- Accrued interest on borrowings			32,117
Borrowings (Other than Debt securities)	-	-	-
Trade payables	-	-	381
Other financial liabilities	-	-	768
Total financial liabilities	-	-	**12,33,423**

As at March 31, 2021	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Investments			
- Mutual fund units	-	-	-
Loans			
- Term loans	-	-	6,60,864
- Debentures and bonds	-	-	1,82,311
- Accrued interest on loans, debentures and bonds			4,495
Cash and Cash Equivalents	-	-	74,006
Other financial assets	-	-	52
Total financial assets	-	-	**9,21,728**
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	7,12,642
- Commercial paper	-	-	-
- Accrued interest on borrowings			24,351
Borrowings (Other than Debt securities)	-	-	-
Trade payables	-	-	60
Other financial liabilities	-	-	681
Total financial liabilities	-	-	**7,37,734**

Note: There are no other categories of financial instruments other than those mentioned above. The financial assets are shown gross of provision for Expected Credit Loss.

b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

As at March 31, 2022 (₹ in lakhs)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Loans					
- Term loans	4	-	-	11,12,313	11,12,313
- Debentures and bonds	4	-	-	2,93,524	2,93,524
- Accrued interest on loans, debentures and bonds	4			3,463	3,463
Total financial assets		-	-	**14,09,300**	**14,09,300**
Financial liabilities					
Debt securities					
- Debentures and bonds	11	-	-	11,75,337	11,75,337
- Commercial papers	11	-	-	24,820	24,820
- Accrued interest on borrowings	11	-	-	32,117	32,117
Total financial liabilities		-	-	**12,32,274**	**12,32,274**

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Notes to financial statement for the year ended March 31, 2022

As at March 31, 2021 (₹ in lakhs)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Loans					
- Term loans	4	-	-	6,56,632	6,56,632
- Debentures and bonds	4	-	-	1,81,215	1,81,215
- Accrued interest on loans, debentures and bonds	4			4,495	4,495
Total financial assets		**-**	**-**	**8,42,342**	**8,42,342**
Financial liabilities					
Debt securities					
- Debentures and bonds	11	-	-	7,12,642	7,12,642
- Commercial papers	11	-	-	-	-
- Accrued interest on borrowings	11			24,351	24,351
Total financial liabilities		**-**	**-**	**7,36,993**	**7,36,993**

i) There are no transfers between levels 1, 2 and 3 during the year.

ii) The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The Company uses the following hierarchy for determining and disclosing the fair value of financial assets by valuation technique:

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The

The hierarchies used are as follows:

Level 1: Level 1: The fair value of financial instruments traded in active markets (such as mutual funds) is based on quoted market prices at the end of the reporting period. The mutual funds are valued using the closing NAV. These instruments are included in Level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

c) Valuation technique used to determine fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

Specific valuation techniques used to value financial instruments include:

- the fair value of the unquoted mutual fund units is determined using observable NAV representing repurchase price issued by the mutual fund/venture capital fund.
- the fair values of interest rate swaps is calculated as the present value of the estimated future cash flows based on the observable yield curves.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis and the discount rates used were adjusted for counterparty or own credit risk.

d) Valuation Process

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team directly reports to the chief financial officer (CFO) and audit committee (AC). Discussion on valuation processes and result are held between CFO, AC and the valuation team regularly in line with Company's quarterly reporting periods.

e) Fair value of financial assets and liabilities measured at amortised cost (₹ in lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Loans				
Rupee loans	11,12,313	11,12,313	6,56,632	6,56,632
Debentures and Bonds	2,93,524	2,93,524	1,81,215	1,81,215
Accrued interest on loans, debentures and bonds	3,463	3,463	4,495	4,495
Total financial assets	**14,09,300**	**14,09,300**	**8,42,342**	**8,42,342**
Financial liabilities				
Loans				
Debt securities				
Debentures	11,75,337	11,75,337	7,12,642	7,12,642
Commercial papers	24,820	24,820	-	-
Total financial liabilities	**12,00,156**	**12,00,156**	**7,12,642**	**7,12,642**

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual creditworthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of financial liabilities measured at amortised cost i.e. debt securities issued were calculated based on their cash flows discounted using a current borrowing rate. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. Accordingly, fair value of such instruments is not materially different from their carrying amounts.They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk.

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts are a reasonable approximation of their fair value. Such instruments include, cash and bank balances, trade and other payables, other financial assets and liabilities. Such amounts have been classified as Level 3 on the basis that no adjustments have been made to the balances in the balance sheet.

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31 Financial risk management

31.1. Introduction

Risk management is an integral part of the business practices of the Company. The framework of risk management concentrates on formalising a system to deal with the most relevant risks, building on existing management practices, knowledge and structures. The process of risk management is paramount to the Company and each employee is accountable for risks relating to his/her responsibilities. The key risk management tenets adopted by the Company includes maker-checker principle and three levels of defence (first level - employee, second level - risk team, third level - internal audit). The Company is exposed to credit risk, interest rate risk, liquidity risk, price risk and operations risk through its business operations.

31.2. Risk management structure

The Company has set up a robust risk governance framework based on the following key principles:

- The Board has ultimate responsibility for the Company's risk management framework. The board is principally responsible for approving the Company's risk related strategies and policies.
- To ensure that the Company has a sound system of risk management and internal controls in place, the board has established a risk committee. The risk committee assists the board in relation to the oversight and review of the Company's risk management principles and policies, strategies, appetite, processes and controls. The risk committee has direct access to the Company's management and has open communication with them.
- Policies, processes and systems are put in place for effective risk management.
- The Company has an independent risk unit which is entrusted with the responsibility of implementing risk policy and processes for risk identification, assessment, measurement, monitoring and control. It reports to the head risk, who in turn reports directly to the chief executive officer (CEO) of the Company.
- The Company's Resources team is primarily responsible for funding and liquidity risks and is guided by the asset liability management policy. The market risks of the Company are supervised by the asset liability committee.
- The Company's maintains a Risk Register for all its processes. Operational risks of the Company are monitored by business operations risk committee.
- The Business team monitors project assets on regular basis and highlights pending compliances to senior management on quarterly basis. It also conducts annual site visits and monitors financial covenants.
- Annual review of financial and operational performance of projects and their re-rating is conducted by the risk team.
- Risk management processes are also audited quarterly by internal audit and findings and recommendations are provided to the audit committee.

31.3. Credit risk

Credit risk is the risk of suffering financial loss, should any of the Company's customers, clients or market counterparties fail to fulfil their contractual obligations to the Company. Credit risk arises mainly from loans and advances arising from lending activities.

Credit risk is the single largest risk for the Company's business, management therefore carefully manages its exposure to credit risk. The credit risk management and control are centralised in a risk committee which reports regularly to the Board. The company adheres to high standards of credit risk management and mitigation. The lending proposals are subjected to a thorough assessment of promoters; group financial strength and leverage; operational & financial performance track record; cash flows; valuation of collateral.

The exposures are subjected to regular monitoring of (i.e. cash flows of the projects, security cover is regularly monitored). The Company manages and controls credit risk by setting limits on the amount of exposure at each sector/sub-sector level it is willing to accept the concentration of risk and by monitoring exposures in relation to each such limits.

31.3.1. Credit risk measurement - loans and advances

The estimation of credit exposure for risk management purposes is complex and requires the use of models, as the exposure varies with changes in market conditions, expected cash flows and the passage of time. The assessment of credit risk of a loans and advances (including loan commitments) entails further estimations as to the likelihood of defaults occurring, of the associated loss ratios and of default correlations counterparties. The Company measures credit risk using probability of default (PD), exposure at default (EAD) and loss given default (LGD). This is similar to the approach used for the purpose of measuring expected credit loss (ECL) under Ind AS 109.

The Company's concentration risk is managed at the sector/sub-sector level. These limits are approved by the risk committee and reviewed at regular intervals. The following table shows the risk concentration towards each sector/sub-sector.

Sector/sub-sector	Exposure limit as per risk policy		Exposure as % of total exposure	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Energy Generation - Wind	25%	25%	14.08%	12.11%
Energy Generation - Solar	45%	45%	31.00%	33.94%
Energy Generation - Hydro	15%	15%	0.00%	0.97%
Energy Generation - Other	25%	25%	16.54%	14.52%
Energy Transmission	25%	25%	10.66%	9.97%
Transport - Roads	-	-	2.24%	8.20%
Ports, Airports, Railways etc. (without tripartite)	25%	25%	8.28%	4.59%
Logistics	25%	-	2.84%	-
Bulk Material Transportation	15%	15%	3.33%	0.84%
Other social and commercial infrastructure	25%	25%	1.02%	1.66%
Hospitals	25%	25%	1.76%	7.02%
Education Institutions	25%	25%	0.96%	3.46%
Communication	15%	15%	7.29%	2.73%
Total			100.00%	100.00%

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a) Credit risk grading

The Company uses internal credit risk grading framework that reflects its assessment of the probability of default of individual counterparty. The Company use internal rating model tailored to various categories of counterparties. Borrower and loan specific information collected at the time of initial application and annual re-rating exercise is fed into risk rating model. This is supplemented by external data such as credit bureau scoring information.

The framework is robust and comparable to credit models used by premier credit rating bureaus. The credit rating model considers various parameters (such as promoter strength, operating risk, market risk, financial factors, etc.) and a score is assigned to each parameter between 1 (lowest) to 5 (highest). The internal rating grade is based on the final score derived from the credit rating model.

The Company's internal score scales and mapping of internal rating grades are set out below:

Internal score	Internal rating grades	Description of the grade
5.00 - 4.00	iAAA	Highest Safety
3.91 - 4.00	iAA+	High Safety
3.81 - 3.90	iAA	
3.71 - 3.80	iAA-	
3.61 - 3.70	iA+	Adequate Safety
3.51 - 3.60	iA	
3.41 - 3.50	iA-	
3.11 - 3.40	iBBB+	Moderate Safety
2.81 - 3.10	iBBB	
2.61 - 2.80	iBBB-	
2.25 - 2.60	iBB+, iBB & iBB-	Moderate Risk
1.00 - 2.25	iB, iC & iD	High Risk/ Very High Risk/ Default

As per risk rating policy, the Company does not finance the projects below having internal rating grade below iBBB-, arrived as per the above mentioned risk rating framework. In case of difference between internal rating grade and external credit rating (if any), then lower of the two ratings would be considered while evaluating the minimum rating criteria.

However, at the time of sanction, if the external credit rating is below internal rating grade, but is expected to improve due to various factors (including refinance loan terms), Company may provide financial assistance to such borrowers on the condition that the disbursement would be made only after the minimum investment grade rating as aforesaid is obtained.

An annual review of the loans / debentures (credit substitutes) would be conducted to determine the credit migration and rating of the portfolio. The analysis below summarises the credit quality of the Company's debt portfolio at March 31.

Internal rating grades	% of total customer		% of total outstanding	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
iAAA	0%	0%	0%	0%
iAA+, iAA, iAA-	33%	40%	40%	36%
iA+, iA, iA-	39%	35%	36%	35%
iBBB+	18%	14%	20%	19%
iBBB	6%	6%	3%	9%
iBBB-	3%	4%	1%	1%
Total	**100%**	**100%**	**100%**	**100%**

b) Expected credit loss measurement

Ind AS 109 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired. Refer note 35(b)(i) below for a description of how the Company determines when a significant increase in credit risk has occurred.
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'. Refer note 35(b)(ii) below for a description of how the Company defines credit-impaired and default.
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis. Refer note 35(b)(iii) below for a description of inputs, assumptions and estimation techniques used in measuring the ECL.
- A pervasive concept in measuring ECL in accordance with Ind AS 109 is that it should consider forward-looking information.

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The following diagram summarises the impairment requirements under Ind AS 109:

Change in credit quality since initial recognition

Stage 1	Stage 2	Stage 3
(Initial recognition)	(Significant increase in credit risk since initial recognition)	(Credit-impaired assets)
12-month expected credit losses	**Lifetime expected credit losses**	**Lifetime expected credit losses**

i) Significant increase in credit risk (SICR)

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the quantitative, qualitative or backstop criteria have been met.

Quantitative criteria:

The credit risk on a financial asset of the Company are assumed to have increased significantly since initial recognition when contractual payments are more than 61 days past due. Accordingly the financial assets shall be classified as Stage 2, if on the reporting date, it has been more than 61 days past due.

Qualitative criteria:

For all financial instruments held by the Company, if the borrower is on the watch list and/or the instrument meets one or more of the following criteria:

- Internal rating downgrade of two notches or more
- Any event/s of non-cooperation
- Evidence of diversion of funds

Backstop:

A backstop is applied and the financial instrument considered to have experienced a significant increase in credit risk if the borrower is more than 61 days past due on its contractual payments.

The Company has not used the low credit risk exemption for any financial instruments in the year ended March 31, 2022.

ii) Default and credit-impaired asset

The Company defines a financial asset as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria:

The borrower is more than 90 days past due on its contractual payments to be considered in default.

Qualitative criteria:

The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances where:

- the borrower is in long-term forbearance
- the borrower is insolvent

The criteria above have been applied to all financial instruments held by the Company and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the probability of default (PD), exposure at default (EAD) and loss given default (LGD) throughout the Company's expected loss calculations.

iii) Upgradation from higher stage to lower stage

For upgradation from higher stage to lower stage (i.e. to have cured):
Loan and advances is not moved from higher stage to lower stage immediately after payment of overdue amount, following cooling off period is applied:
From Stage 2 to Stage 1
- Continues in lower than 61 dpd for at least six months

From Stage 3 to Stage 2
- Continues in lower than 90 dpd for at least six months or
- Moves to Zero dpd

This period of six months has been determined based on an analysis which considers the likelihood of a financial instrument returning to default status after cure using different possible cure definitions.

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iv) Measuring ECL – Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the probability of default (PD), exposure at default (EAD), and loss given default (LGD), defined as follows:

PD Estimation:

The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.

The lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis.

The credit quality of the portfolio is assessed using internally developed credit rating model. The internal rating grade is determined for every initial application and annual re-rating is also performed for all existing counterparties. In the absence of default/SMA history and limited number of counterparties involved, credit rating data available in public domain has been used to assign PDs to Internal rating grades.

- For Stage 1, 12 month PD are calculated. CRISIL 1 year cumulative default rate data and GDP forecast estimates have been used to arrive at 12 month PD for base case, best case and worst case economic scenarios.
- For Stage 2, Lifetime PD are calculated by considering the survival rate of the counterparty for the remaining maturity. The PD is based on CRISIL average transition matrices based on corporates.
- For Stage 3, Lifetime PD is taken as 100%.

Internal rating grades – 12 month PD Mapping:

Internal rating grades		PD% Base Case	PD% Best Case	PD% Worst Case
Highest Safety	iAAA	0.03%	0.03%	0.13%
High Safety	iAA+	0.03%	0.03%	0.30%
	iAA	0.03%	0.03%	0.30%
	iAA-	0.03%	0.03%	0.30%
Adequate Safety	iA+	0.03%	0.03%	0.51%
	iA	0.03%	0.03%	0.51%
	iA-	0.03%	0.03%	0.51%
Moderate Safety	iBBB+	0.36%	0.03%	2.67%
	iBBB	0.36%	0.03%	2.67%
	iBBB-	0.36%	0.03%	2.67%
Moderate Risk	iBB+	2.77%	0.58%	9.56%
	iBB	2.77%	0.58%	9.56%
	iBB-	2.77%	0.58%	9.56%
High Risk	iB	7.61%	2.33%	19.14%
Very High Risk	iC	20.02%	8.15%	38.71%
Default	iD	100.00%	100.00%	100.00%

Exposure at default:

EAD is based on the amounts the Company expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD).

For amortising products and bullet repayment loans, this is based on the contractual repayments owed by the borrower over a 12 month or lifetime basis. This will also be adjusted for any expected overpayments made by a borrower. Early repayment/refinance assumptions are also incorporated into the calculation.

Loss given default:

Loss Given Default (LGD) represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by product type and security coverage.

- In case of re-financing of operating road project, the Company enters into a tripartite agreement with the concessionaire and NHAI/any other project authority for ensuring a compulsory buyout with termination payments. The LGD for road project loans is taken as 5% (previous year 'Nil') since the entire credit exposure arising out of loan agreement is secured by way of tripartite agreement with Government authorities.
- In case of re-financing of other operating infrastructure project loans, the primary credit support is cash flow control and additional comfort is taken as project assets as collateral. In absence of actual instances of default and consequential recoveries, the LGD rates under "Foundation IRB approach" as prescribed by RBI, after considering the threshold level of collateralisation and required level of over collateralisation for full recognition of collateral, have been taken as a proxy measure.

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ECL computation:

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month).

v) Forward-looking information incorporated in the ECL model

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Company has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for portfolio.

Judgment has also been applied in this process. Forecasts of these economic variables (the "base economic scenario") are provided on a regular basis and provide the best estimate view of the economy over the next five years.

The assessment of SICR is performed using the Lifetime PD under each of the base, and the other scenarios, multiplied by the associated scenario weighting, along with qualitative and backstop indicators. This determines whether the whole financial instrument is in Stage 1, Stage 2, or Stage 3 and hence whether 12-month or lifetime ECL should be recorded. Following this assessment, the Company measures ECL as either a probability weighted 12 month ECL (Stage 1), or a probability weighted lifetime ECL (Stages 2 and 3). These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting (as opposed to weighting the inputs).

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Company considers these forecasts to represent its best estimate of the possible outcomes and has analysed the non-linearities and asymmetries within the Company's different portfolios to establish that the chosen scenarios are appropriately representative of the range of possible scenarios.

The Company has identified the "GDP growth rate" as a key driver for the expected credit loss. To smoothen the GDP growth rate for past 15 years, GDP growth rate achieved during black swan events such as during the COVID period (FY21) and subsequent high revival growth rate (FY22) has not been considered while taking the GDP numbers for March 2022 ECL workings.

The following table sets out the assumptions used for base case, best case and worst case ECL scenarios, taking GDP growth rate as key driver for expected loss:

Year ended March 31, 2022

ECL Scenario	Assigned probabilities %	FY23	FY24	FY25	FY26	FY27
Base case	50%	8.15%	6.89%	6.99%	7.04%	6.54%
Best case	20%	11.08%	9.82%	9.92%	9.97%	9.46%
Worst case	30%	5.23%	3.97%	4.06%	4.11%	3.61%

Year ended March 31, 2021

ECL Scenario	Assigned probabilities %	FY22	FY23	FY24	FY25	FY26
Base case	50%	8.80%	8.00%	7.60%	7.40%	7.18%
Best case	20%	10.30%	9.40%	9.10%	8.90%	8.64%
Worst case	30%	7.30%	6.50%	6.20%	5.90%	5.72%

The GDP estimates are used to project the grade wise PD for base case, best case and worst case scenario. The final (weighted) ECL is arrived at by assigning 50%, 20% and 30% weights to the base case, best case and worst case ECL respectively.

The GDP estimates are presented for financials years

	Year ended March 31, 2022			Year ended March 31, 2021		
	Base case	Best case	Worst case	Base case	Best case	Worst case
Assigned probabilities %	50%	20%	30%	50%	20%	30%
ECL (₹ in lakhs)	723.55	220.98	6,349.79	3,558.24	1,267.13	9,052.90

Scenario weighted ECL as on March 31, 2022 is ₹ 2,311 lakhs (March 31, 2021 is ₹ 4,748 lakhs).

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vi) Financial assets measured on a collective basis

ECL is calculated on individual basis for all loan assets.

vii) Proposal appraisal

The Company collects relevant project/ corporate documents and initiate appraisal of the proposal. The evaluation process encompasses establishment of viability of proposal including borrower's ability to service the loan. The evaluation is undertaken through a combination of review of project/corporate documents, external rating rationales (if any), meetings with project promoters/key officials, site visits, etc.

Proposals shall be approved by the Board/ Committee of the Board post recommendation by the decision board.

Term loans /debentures can have fixed rate or floating rate of interest linked to the Company's benchmark rate or another agreed benchmark. There may be reset of spreads after defined intervals.

Below is the mix of assets with spread reset dates falling within 1 year and more than 1 year:

Particulars	As at March 31, 2022	As at March 31, 2021
Less than 1 year	2.12%	7.73%
More than 1 year	97.88%	92.27%

viii) Overview of modified and forborne loan

All the loan assets of the Company are categorised under Stage 1 and there are no modified or forborne loans.

c) Credit risk exposure

i) Maximum exposure to credit risk - Loans and debenture measured at amortised subject to impairment

The following table contains an analysis of the credit risk exposure of financial instruments for which an ECL allowance is recognised. The gross carrying amount of financial assets below also represents the Company's maximum exposure to credit risk on these assets.

(₹ in lakhs)

Term loans and debentures	As at March 31, 2022			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety	-	-	-	-
High Safety	5,69,175	-	-	5,69,175
Adequate Safety	5,17,035	-	-	5,17,035
Moderate Safety	3,36,895	-	-	3,36,895
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	**14,23,105**	**-**	**-**	**14,23,105**

Term loans and debentures	As at March 31, 2021			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety		-	-	-
High Safety	3,24,648	-	-	3,24,648
Adequate Safety	3,11,638	-	-	3,11,638
Moderate Safety	2,55,884	-	-	2,55,884
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	**8,92,170**	**-**	**-**	**8,92,170**

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ii) Maximum exposure to credit risk - Financial instruments not subject to impairment

The Comapny does not have any exposure to Financial instruments not subjected to impairment.

iii) Collateral and other credit enhancement

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are in place covering the acceptability and valuation of each type of collateral.

The Company employs a range of policies and practices to mitigate credit risk. The most common of these is accepting collateral for funds advanced. The Company has internal policies on the acceptability of specific classes of collateral or credit risk mitigation.

The Company prepares a valuation of the collateral obtained as part of the loan origination process. This assessment is reviewed periodically. The principal collateral types are:

- charges over tangible assets such as property, plant and equipment; and
- charges over book debts, inventories, bank deposits, and other working capital items; and
- charges over financial instruments such as debt securities and equities.

The fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a regular basis.

(₹ in lakhs)

Particulars	Gross Exposure	Impairment allowance	Undrawn amount	EIR Adjustment	Carrying amount
As at March 31, 2022					
Loans to corporate entities/individuals:					
- Term loans	11,20,186	7,873	81,300	4,594	11,12,313
- Debentures and bonds	2,95,591	2,071	-	299	2,93,520
- Accrued interest on loans, debentures and bonds	3,463	-	-	-	3,463
Total	**14,19,241**	**9,944**	**81,300**	**4,893**	**14,09,297**
As at March 31, 2021					
Loans to corporate entities/individuals:					
- Term loans	6,60,863	4,212	41,738	2,661	6,56,651
- Debentures and bonds	1,82,311	1,089	-	101	1,81,223
- Accrued interest on loans, debentures and bonds	4,495	27	-	-	4,468
Total	**8,47,670**	**5,328**	**41,738**	**2,762**	**8,42,342**

iv) Loss allowance

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent "step up" (or "step down") between 12-month and Lifetime ECL;
- additional allowances for new financial instruments recognised during the period, as well as releases for financial instruments de-recognised in the period;
- impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models;
- impacts on the measurement of ECL due to changes made to models and assumptions;
- financial assets derecognised during the period and write-offs of allowances related to assets that were written off during the period.

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An analysis of change in the gross carrying amount of the loan portfolio and corresponding loss allowance:

The following table further explains changes in the gross carrying amount of the loan portfolio to help explain their significance to the changes in the loss allowance tor the same portfolio as discussed below:

(₹ in lakhs)

Term loans and debentures	Year ended March 31, 2022			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	8,47,670	-	-	8,47,670
New assets originated or purchased	9,35,691	-	-	9,35,691
Assets derecognised or repaid	(3,64,121)	-	-	(3,64,121)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	**14,19,240**	**-**	**-**	**14,19,240**

Term loans and debentures	Year ended March 31, 2021			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	6,43,307	-	-	6,43,307
New assets originated or purchased	3,14,627	-	-	3,14,627
Assets derecognised or repaid	(1,10,264)	-	-	(1,10,264)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	**8,47,670**	**-**	**-**	**8,47,670**

The following table explains the changes in the loss allowance between the beginning and at the end of the annual period due to various factors:

(₹ in lakhs)

Term loans and debentures	Year ended March 31, 2022			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	5,328	-	-	5,328
New assets originated or purchased	6,550		-	6,550
Assets derecognised or repaid	(2,785)	-	-	(2,785)
Net remeasurement of loss allowance	848		-	848
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	**9,940**	**-**	**-**	**9,940**

Term loans and debentures	Year ended March 31, 2021			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	2,563	-	-	2,563
New assets originated or purchased	1,978	-	-	1,978
Assets derecognised or repaid	(693)	-	-	(693)
Net remeasurement of loss allowance	1,480	-	-	1,480
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	**5,328**	**-**	**-**	**5,328**

The origination of new loan assets is the primary factor that contributed to the change in the loss allowance during the period.

31.3.2. Other financial assets

The Company has credit risk exposure in cash and cash equivalents, deposits with banks, and other financial assets. Cash and cash equivalents and bank deposits are held with only high rated banks/financial institutions only, therefore credit risk is perceived to be low. The Company has no significant concentration of credit risk.

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31.4. Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stressful circumstances. To limit this risk management has adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a monthly basis. The Company has developed internal control processes and contingency plans for managing liquidity risk.

Prudent liquidity risk management implies maintaining liquid investments. In accordance with the Company's policy, the liquidity position is assessed by setting limits on the amount of liquidity exposure and monitoring exposures in relation to each such limits:

a) Liquidity Risk framework

Category	Limits
Limits on cumulative negative gaps, as a % of cumulative outflows [maximum]	-10% of cumulative outflows for 0 to 7 days, over 7 days to 14 days -20% of cumulative outflows for 14 days to 1-month -30% of cumulative outflows for 1-month to 6-months -40% of cumulative outflows for 6-months to 1-year -55% of cumulative outflows for 1-year to 3-years -70% of cumulative outflows for 3-years to 5-years
Capital adequacy ratio (CRAR) [minimum]	15%
Capital Classification	Tier II Capital shall not exceed Tier I Capital
Borrowings through shorter tenor bonds and commercial papers (CPs)	Up to 10% of total outstanding borrowings
Credit rating [minimum]	A
Liquidity coverage ratio (LCR) [minimum]	0.60
Earnings at risk (EaR) [maximum]	₹ 1,500 lakhs

b) Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Repayments which are subject to notice are treated as if notice were to be given immediately. However, the Company expects that many customers will not request repayment on the earliest date it could be required to pay and the table does not reflect the expected cash flows indicated by its deposit retention history.

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(₹ in lakhs)

As at March 31, 2022	**One day to 30/31 days**	**One month to two months**	**Two months to three months**	**Over three to six months**	**Over six month to 1 year**	**Between 1 and 3 years**	**Between 3 and 5 years**	**> 5 years**	**Total**
Financial assets									
Loans	5,497	2,377	13,898	20,293	41,575	2,32,206	2,26,469	8,66,986	14,09,300
Total undiscounted financial assets	**5,497**	**2,377**	**13,898**	**20,293**	**41,575**	**2,32,206**	**2,26,469**	**8,66,986**	**14,09,300**
Financial liabilities									
Debt securities	21,452	44,085	3,321	43,829	1,05,084	2,24,000	6,62,200	1,28,302	**12,32,274**
Total undiscounted financial liabilities	**21,452**	**44,085**	**3,321**	**43,829**	**1,05,084**	**2,24,000**	**6,62,200**	**1,28,302**	**12,32,274**

As at March 31, 2021	**One day to 30/31 days**	**One month to two months**	**Two months to three months**	**Over three to six months**	**Over six month to 1 year**	**Between 1 and 3 years**	**Between 3 and 5 years**	**> 5 years**	**Total**
Financial assets									
Loans	4,723	3,788	10,142	16,335	29,923	1,43,524	1,40,583	4,93,324	8,42,342
Total undiscounted financial assets	**4,723**	**3,788**	**10,142**	**16,335**	**29,923**	**1,43,524**	**1,40,583**	**4,93,324**	**8,42,342**
Financial liabilities									
Debt securities	16,558	866	3,322	60,662	43,343	2,04,400	2,87,000	1,20,842	7,36,993
Total undiscounted financial liabilities	**16,558**	**866**	**3,322**	**60,662**	**43,343**	**2,04,400**	**2,87,000**	**1,20,842**	**7,36,993**

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c) **Public disclosure on liquidity risk**

The disclosure in terms of RBI circular ref. DOR.NBFC(PD)CC.NO.102/03.10.001/2019-20 dated November 04, 2019 on liquidity risk management framework for NBFCs Is provided below-

(i)	Funding concentration based on significant counterparty			
Sr no	**No of significant counterparties**	**Amount (₹ in lakhs)**	**% of Total Borrowings**	**% of Total Liabilities**
1	24	9,56,670	79.50%	77.54%

(ii) **Top 20 large deposits - Nil**

(iii) **Top 10 borrowings: ₹ 6,67,400 lakhs (represent 55.46% of total borrowings)**

(iv)	Funding concentration based on significant instrument/product		
Sr no	**Name of instrument**	**Amount (₹ in lakhs)**	**% of Total Liabilities**
1	Non Convertible Debentures	12,07,454	97.86%
2	Commercial papers	24,820	2.01%

(v)	Stock ratios:			
Sr no	Instrument	As a % of total public funds	As a % of total liabilities	As a % of total assets
(a)	Commercial papers	NA	2%	2%
(b)	Non Convertible Debentures (original maturity <1 year)	NA	Nil	Nil
(c)	Other short term liabilities	NA	18%	14%

(vi) Institutional set-up for liquidity risk management

The Company has instituted Asset Liability Management Policy under which the Asset Liability Management Committee (ALCO) has been set up for oversight Asset Liability Management (ALM),
including liquidity risk management. The overall ALM framework as well as liquidity risk is managed by-

(i) **Board**-which provides the overall direction for the Policy and framework.

(ii) **ALCO**-comprises of Chief Executive Officer (CEO), Chief Risk Officer (CRO), Chief Financial Officer (CFO) and Chief Business Officer (CBO). It is a decision making body responsible for strategic management of interest rate and liquidity risks.

(iii) **Asset Liability Management Support Group**-which consist of operating staff from Risk, Accounts and Resources group, who analyse/monitor liquidity profile, limits & report to ALCO & RBI.

(iv) **Finance Committee**-comprises of CEO, CRO, CBO and CFO which is authorised to borrow monies through various instruments permitted by RBI.

(v) **Resources Group**-which is ALM support group and is responsible for fund raising, maintain appropriate liquidity buffers, provide market related inputs and actively implement ALM strategy.

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Notes to financial statement for the year ended March 31, 2022

(₹ in lakhs)

D) Disclosure on Liquidity Coverage Ratio (LCR) under RBI circular no. RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 dated November 04, 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies

Particulars		Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#
High Quality Liquid Assets		31-Mar-22		31-Dec-21		30-Sep-21		30-Jun-21	
1	Total High Quality Liquid Assets (HQLA)1	85,880	85,880	88,138	88,138	1,13,396	1,13,396	48,317	48,317
Cash Outflows									
2	Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
3	Unsecured wholesale funding				-		-		-
4	Secured wholesale funding	9,823	11,297	7,645	8,792	26,866	30,896	7,722	8,880
5	Additional requirements, of which	-	-	-	-	-	-	-	-
(i)	Outflows related to derivative exposures	-	-	-	-	-	-	-	-
(ii)	Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
(iii)	Credit and liquidity facilities	-	-	-	-	-	-	-	-
6	Other contractual funding obligations	1,32,497	1,52,372	56,619	65,112	74,222	85,355	26,058	29,967
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	Total Cash Outflows	1,42,321	1,63,669	64,264	73,904	1,01,088	1,16,251	33,780	38,847
Cash Inflows									
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	73,597	55,198	45,119	33,840	16,486	12,364	46,885	35,163
11	Other cash inflows	87,107	65,330	5,543	4,158	82,614	61,961	11,975	8,981
12	Total Cash Inflows	1,60,704	1,20,527	50,663	37,997	99,100	74,325	58,859	44,145
			Total Adjusted Value		Total Adjusted Value		Total Adjusted Value		Total Adjusted Value
13	Total HQLA		85,880		88,138		1,13,396		48,317
14	Total Net Cash Outflows (Higher of inflow less outflows or 25% of outflows		43,141		35,907		41,926		9,712
15	LIQUIDITY COVERAGE RATIO (%)		199%		245%		270%		498%

*Unweighted values calculated as outstanding balances maturing or callable within 30 days
(for inflows and outflows).
Weighted values calculated after the application of respective stress factors on inflow (75%) and outflow (115%).
Notes :
1. HQLA includes unencumbered portion of current account balance, short term fixed deposits with scheduled commercial banks
2. The above numbers of quarter end reporting date are simple average values of previous 3 months

(a) the main drivers of their LCR results and the evolution of the contribution of inputs to the LCR's calculation over time: Loans and advances, borrowings & capital raise.
(b) intra-period changes as well as changes over time: Quarterly LCR mentioned in table above
(c) the composition of HQLAs: Mentioned in above table
(d) concentration of funding sources: Refer 31.4 (c) liquidity risk
(e) derivative exposures and potential collateral calls: NA
(f) currency mismatch in the LCR: NA
(g) other inflows and outflows in the LCR calculation that are not captured in the LCR common template but which the institution considers to be relevant for its liquidity profile: NA

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31.5. Market Risk

Market the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and mutual fund NAV's.

a) Interest rate risk-lending

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Company's main interest rate risk arises from lending with variable rates, which expose the Company to cash flow interest rate risk. During March 31, 2022 and March 31, 2021, the Company's lending portfolio at variable rate are mainly denominated in Indian rupees (₹).

The Company's fixed rate lending portfolio is carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

i) Interest rate risk exposure **(₹ in lakhs)**

The exposure of the Company's lending portfolio to interest rate changes at the end of the reporting years are as follows:

Particulars	As at March 31, 2022	As at March 31, 2021
Variable rate lending portfolio*	30,130	65,189
Fixed rate loans	13,89,925	7,77,985
Total	14,20,055	8,43,175

*Loans having interest reset frequency in next 1 year has been considered for the same.

As at the end of the reporting period, the Company had the following variable rate lending portfolio outstanding:

As at March 31, 2022	Weighted average interest rate	Balance	% of total loans
Loans	8.81%	30,130	2.1%
Net exposure interest rate risk	8.81%	30,130	2.1%

As at March 31, 2021	Weighted average interest rate	Balance	% of total loans
Loans	9.45%	65,189	7.7%
Net exposure interest rate risk	9.45%	65,189	7.7%

An analysis by maturities is provided in note 35.4. The percentage of total loans shows the proportion of loans that are currently at variable rates in relation to the total amount of debt securities.

ii) Sensitivity

a) Interest rate risk - Loans and debenture

Profit or loss is sensitive to higher/lower interest expense from lending portfolio as a result of changes in interest rates.

Particulars	Impact on profit after tax	
	Year ended March 31, 2022	Year ended March 31, 2021
Interest rates – increase by 100 basis points	301	652
Interest rates – decrease by 100 basis points	(301)	(652)

* The sensitivity is derived holding all other variables constant

b) Price risk

Since the Company does not hold any equity instruments, it is not exposed to price risk.

c) Foreign currency risk:

The Company does not have any foreign currency exposures in respect of financial assets and financial liabilities as at the balance sheet date that will result in net currency gains or losses in the statement of profit and loss due to change foreign currency exchange rates. This mitigates the foreign currency risk exposure for the Company.

31.6. Operational and business risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. Operational risk management process comprises of identification, assessment, measurement, monitoring / controlling, reporting and mitigation of operational risk. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit. Periodic Business Operational Risk Committee (BORC) meetings are convened to keep a track of operational risks and mitigation plans across the Company.

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Notes to financial statement for the year ended March 31, 2022

32 Related party transactions

a) Holding entity

National Investment and Infrastructure Fund II

Parties with whom transactions have been entered into

b) Associate companies

Aseem Infrastructure Finance Limited

c) Key management personnel

Sadashiv S. Rao - Chief Executive Officer

d) Directors

Mr. Surya Prakash Rao Pendyala - Nominee Director, NIIF
Mr. AKT Chari - Nominee Director, NIIF
Ms. Ritu Anand - Independent Director
Mr. Rajiv Dhar - Nominee Director, NIIF
Mr. Ashwini Kumar - Independent Director

e) Transactions with related parties

(₹ in lakhs)

	March 31, 2022	March 31, 2021
A Holding entity		
1 National Investment and Infrastructure Fund II		
i Liabilities/Transactions		
Outstanding equity share capital	54,635	54,635
Outstanding equity share premium	20,537	20,537
Proceeds from issue of equity share capital during year	-	22,835
Proceeds from issue of equity share premium during year	-	20,537
B Associate		
1 Aseem Infrastructure Finance Limited		
i Income		
Shared services cost recovery (*)	67	91
ii Reimbursement		
Deputation Cost received (*)	-	15
Reimbursement of Processing fees received	87	-
Reimbursement of IT/Internet/other services related expenses received	40	-
Reimbursement of IT related services paid	3	-
iii Liabilities/Transactions		
Proceeds from issue of equity share capital during year	11,455	14,738
Proceeds from issue of equity share premium during year	19,738	13,890
iv Assets/Transactions		
Dues against reimbursement of costs (*)	-	5
Recovery against Shared Service Cost (*)	-	41
Purchase of Loan	18,386	-

(*) The amounts exclude Goods and Services tax expensed out in the statement of profit and Loss

(₹ in lakhs)

C Remuneration to Key management personnel:	March 31, 2022	March 31, 2021
Sadashiv S Rao - Chief Executive Officer	355	325
Total	**355**	**325**

D Director sitting fees:	March 31, 2022	March 31, 2021
Ms. Ritu Anand - Independent Director	8	7
Mr. Ashwini Kumar - Independent Director	8	3
Mr Gautam Kaji - Independent Director (Till July 16, 2020)	-	2
Total	**16**	**12**

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Notes to financial statement for the year ended March 31, 2022

33 The Company continues to closely monitor the situation and in response to this health crisis has implemented protocols and processes to execute its business continuity plans and help protect its employees and support its clients. The Company continues to meet its operating and financial obligations, maintained required capital adequacy ratio and has adequate financial resources to run its business and has not experienced any significant disruptions due to this pandemic. The company has considered the impact on carrying value of assets based on the external or internal information available up to the date of approval of financial statements. However, the extent to which COVID-19 pandemic will continue to impact the Company's business, operations, financial position and cash flows will depend on future developments which remains uncertain , including, among other things, any information concerning the severity of any new COVID variant. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of the financial assets. The Company is also closely monitoring any material changes in the economic conditions and resultant impacts, if any, on the expected credit loss provisions.

34 **Other Disclosures:**

a) **Ratios**

Ratios	Description	March 31, 2022	March 31, 2021
Debt-Equity Ratio	Total Debt / Total Equity	3.96	3.94
Current Ratio	NA	NA	NA
Long Term Debt to Working Capital	NA	NA	NA
Bad Debts to Account Receivable Ratio	NA	NA	NA
Current Liability Ratio	NA	NA	NA
Total Debts to Total Assets	Total Debt / Total Asset	0.80	0.80
Debtors Turnover	NA	NA	NA
Inventory Turnover	NA	NA	NA
Operating Margin (%)	Operating Profit / Total Revenue	23.13%	18.35%
Net Profit Margin (%)	PAT / Total Revenue	23.68%	18.46%
Net Worth (in lakhs)	Share capital + Reserves and surplus	3,11,494	1,86,998
Net Profit After Tax (in lakhs)		23,310	13,210
Earnings Per Share (Basic)	PAT / Total number of shares	2.54	1.96
Earnings Per Share (Diluted)	PAT / Total diluted number of shares	2.31	1.96
Gross/ Net Non-Performing Assets (NPAs)		Nil	Nil
Capital Redemption Reserve/Debenture Redemption Reserve *	NA	NA	NA
LCR	Liquidity coverage ratio	1.99	3.10

* Not applicable, being a Non-Banking Financial Service Company registered with the Reserve Bank of India.

$Refer note 28 for CRAR

b) There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

c) No proceeding has been initiated during the year or pending against the Company for holding any Benami property

d) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

e) During the current year the Company has not traded or invested in Crypto currency or Virtual Currency.

f) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

g) The Company, has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

h) The Company, has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

i) The information as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information received from suppliers regarding their status under the said act as available with the Company and relied upon by the auditors, is as follows:

Particulars	As at March 31, 2022	As at March 31, 2021
Outstanding principal amount and interest due to suppliers registered under MSMED Act and remaining unpaid at the year end:	-	-
- Principal amount	-	-
- Interest due thereon	-	-
Interest paid other than under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-
Interest paid under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-
Amount of interest due and payable (where the principal has already been paid but interest has not been paid).	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	-	-

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35 The following additional information is disclosed in terms of the RBI circular (Ref No. DNBR .PD. 008 / 03.10.119 / 2016-17 dated September 01, 2016) and RBI circular DNBR(PD) CC No. 053 / 03.10.119 / 2015-16
:

(a) Capital to risk assets ratio (CRAR):

	As at March 31, 2022	As at March 31, 2021
i) CRAR (%)	23.49%	23.38%
ii) CRAR - Tier I Capital (%)	22.76%	22.73%
iii) CRAR - Tier II Capital (%)	0.73%	0.65%
iv) Amount of Subordinated Debt considered as Tier-II Capital	-	-
v) Amount raised by issue of Perpetual Debt Instruments	-	-

(b) Details of Investments are set out below:

			As at March 31, 2022	As at March 31, 2021
1	**Value of Investments**			
(i)	Gross Value of Investments			
(a)	In India		-	-
(b)	Outside India		-	-
		(A)	-	-
(ii)	**Provision for depreciation**			
(a)	In India		-	-
(b)	Outside India		-	-
		(B)	-	-
(iii)	**Net Value of Investments**			
(a)	In India		-	-
(b)	Outside India		-	-
		(A-B)	-	-
2	**Movement of provisions held towards depreciation on investments.**			
(i)	Opening balance		-	-
(ii)	Add: Provisions made during the year		-	-
(iii)	Less: Write-offs/ write-back of excess provisions during the year		-	-
(iv)	Closing balance		-	-

(c) Investor group wise classification of all investments (Current and Long Term) in shares and securities (both Quoted and Unquoted):

	As at March 31, 2022		As at March 31, 2021	
	Market Value/ Breakup Value / Fair Value / NAV	**Book Value Net of Provision**	**Market Value/ Breakup Value / Fair Value / NAV**	**Market Value/ Breakup Value / Fair Value / NAV**
1 Related parties	-	-	-	-
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2 Other than related parties	-	-	-	-
Total	-	-	-	-

(d) Securitisation /Assignment

The Company has not under taken any transactions of Securitisation/Assignment in the current and in the previous year and hence the related disclosures are not applicable to the Company.

(e) Details of non-performing financial assets purchased/sold and accounts subjected to restructuring:

The Company has not undertaken any transactions for purchase/sale of NPA's in the current and in the previous year and hence the related disclosure are not applicable to the Company

(f) Asset Liability Management Maturity pattern of certain items of assets and liabilities

Please refer note 35.4 for the Asset Liability Management maturity patterns

In computing the above information, certain estimates, assumptions and adjustments have been made by the Management which have been relied upon by auditors.

(g) Exposures to real estate sector (Based on amounts sanctioned):

This disclosure is not applicable to the Company as there are no exposures, direct or indirect to real estate sector as at March 31, 2022 and as at March 31, 2021.

(h) Exposures to Capital Market

This disclosure is not applicable to the Company as there are no exposures to capital market as at March 31, 2022 and as at March 31, 2021.

(i) Details of Single Borrower Limit and Borrower Group Limit exceeded by the Company

During the years ended March 31, 2022 and March 31, 2021, the Company's credit exposure to single borrowers and group borrowers were within the limits prescribed by the RBI.

(j) Borrower group-wise classification of assets financed:

		As at March 31, 2022 net of provision	As at March 31, 2021 net of provision
1	Related parties		
(a)	Subsidiaries	-	-
(b)	Companies in the same group	-	-
(c)	Other related parties	-	-
2	Other than related parties	14,09,300	8,42,342
	Total	**14,09,300**	**8,42,342**

(*) Net of provision for standard assets

(k) Unsecured advances

The Company has not given any unsecured advances in the current year and in the previous year.

(l) Registration obtained from other financial regulators

The Company has not obtained registrations from other financial sector regulators.

(m) Penalties / fines imposed by the RBI

During the year ended March 31, 2022 there was no penalty imposed by the RBI and other regulators (Previous Year ₹ Nil).

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(₹ In lakhs)

	As at March 31, 2022	As at March 31, 2021
(n) Break up of 'Provisions and Contingencies' shown under the head 'Expenses' in the Statement of Profit and Loss	-	-
Provisions for depreciation on Investment	-	-
Provision towards NPA	-	-
Provision made towards Income tax	-	-
Other Provision and Contingencies	-	-
Provision for Standard Assets	4,613	2,764
	4,613	**2,764**

In terms of RBI circular reference DOR (NBFC) .CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020, the template of comparison between provisions required under Income Recognition, Asset Classification and Provisioning (IRACP) and impairment allowances made under Ind AS 109 is provided below:-

(₹ in lakhs)

Asset Classification as per RBI norms	Asset Classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss Allowance (Provision as required under Ind AS 109)	Net Carrying Amount	Provision as required as per IRACP norms	Difference between Ind AS 109 provisios under IRCAP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Stage 1	14,19,240	4,613	14,14,627	5,677	(1,064)
	Stage 2	-	-	-	-	-
Subtotal		**14,19,240**	**4,613**	**14,14,627**	**5,677**	**(1,064)**
Non Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1-3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for Doubtful		-	-	-	-	-
Loss		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments,	Stage 1	-	-	-	-	-
etc which are in the scope of Ind AS 109 but not covered	Stage 2					
under Current Income Recognition, Asset Classification	Stage 3	-	-	-	-	-
and Provisioning (IRACP) norms						
Total	**Stage 1**	**14,19,240**	**4,613**	**14,14,627**	**5,677**	**(1,064)**
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	**14,19,240**	**4,613**	**14,14,627**	**5,677**	**(1,064)**

(o) Drawdowns from Reserves

The Company has not undertaken any drawdown from reserves during the current year and previous year and hence the related disclosures are not applicable to the Company.

(p) Concentration of Advances

(₹ In lakhs)

	As at March 31, 2022	As at March 31, 2021
Total Advances to twenty largest borrowers/ customers	6,86,649	3,74,942
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	48.50%	44.47%

(q) Concentration of Exposures

(₹ In lakhs)

	As at March 31, 2022	As at March 31, 2021
Total Exposure to twenty largest borrowers / customers	7,36,292	3,82,989
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	47.02%	42.92%

(r) Concentration of Non Performing Assets (NPAs) /Sectorwise NPAs/ Movement in NPAs

The Company did not have any NPAs in the current year and in the previous year and hence the related disclosures are not applicable to the Company.

(s) The information on Overseas Assets (for those with Joint Ventures and Subsidiaries abroad) is given below:

(₹ In lakhs)

For the year ended March 31, 2022

Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
	Nil	Nil	Nil

(₹ in lakhs)

For the year ended March 31, 2021

Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
	Nil	Nil	Nil

(t) The information on off balance sheet SPV sponsored (which are required to be consolidated as per accounting norms):

(₹ In lakhs)

For the year ended March 31, 2022	For the year ended March 31, 2021
Nil	Nil

(u) Debentureholder' complaints :

(a)	No. of complaints pending at the beginning of the year	Nil
(b)	No. of complaints received during the year	Nil
(c)	No. of complaints redressed during the year	Nil
(d)	No. of complaints pending at the end of the year	Nil

The above information is certified by management and relied upon by the auditors.

36 The additional information required to be disclosed in terms of RBI circular (Ref. No. RBI/2009-2010/356/IDMD/4135/11.08.43/2009-10) dated March 23, 2010 is not applicable for the Company.

37 The Company has neither transferred nor acquired any loans without request / instance of borrower as mentioned in per Chapter III of the 'Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021' dated September 24, 2021. Accordingly, the disclosures as mentioned in above mentioned directions are not required to be made.

38 Frauds reported during the year- Nil (Previous year Nil)

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NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes to financial statement for the year ended March 31, 2022

39 There are no contingent liabilities as of March 31, 2022 (Previous year Nil)

40 Previous year figures have been regrouped/reclassified wherever necessary to correspond with those of the current year's classification/disclosure.

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Sadashiv S Rao
Chief Executive Officer

Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

Place: Mumbai
Date: 6th May,2022

NIIF Infrastructure Finance Limited ★ Mumbai

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

Lodha & Company
6, Karim Chambers
40, Ambalal Doshi Marg, Fort
Mumbai – 400 001
Email: Mumbai@lodhaco.com

M. P. Chitale & Co.
1st Floor, Hamam House
Ambalal Doshi Marg, Fort
Mumbai – 400 001
Email: office@mpchitale.com

Independent Auditors' Report

To the Members of
NIIF Infrastructure Finance Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of NIIF Infrastructure Finance Limited ("the Company"), which comprises of Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No	Key Audit Matters	Auditor's response
1.	**Impairment of financial assets –** Provision for expected credit losses as on March 31, 2023 for loans carried at amortised cost amounts to Rs. 124.88 Crores [As at March 31, 2022 – Rs. 99.40 Crores] [Refer Note no. 2 & 31.3 to the Financial Statements]	**Audit Procedure performed:** We performed the following audit procedures: ✓ Performed process walkthroughs to identify the key systems, applications and controls used in the impairment allowance processes.

	Ind AS 109 - "Financial instruments" (Ind AS 109) requires the Company to provide for impairment of its financial assets (designated as amortised cost or fair value through other comprehensive income) using the expected credit loss (ECL) approach. The recognition and measurement of ECL on financial instrument involves significant judgement and estimates. (i) Data Input – The application of ECL model requires several data inputs to calculate Probability of Default ("PDs') and Loss Given Default ("LGD"). The increased risk relating to the completeness and accuracy of the data considered to create assumptions in the model. (ii) Model estimations – Judgmental model used to estimate ECL which involves determination of Probability of Default (PD), Loss given default (LGD), Exposure at default (EAD) and management overlay. iii) Completeness and accuracy of the data from internal and external sources used in the Models. Considering the significance of ECL to the overall standalone financial statements and the degree of Management's estimates and judgements involved in this matter that requires significant auditors' attention. We have considered the expected credit loss allowance on financial assets to be a key audit matter.	✓ Testing the design and operating effectiveness of the key controls over the completeness and accuracy of data, inputs, assumptions into the Ind AS 109 Impairment model. ✓ Reviewed the Board approved loss allowance policy and verified the alignment of methodology adopted for computation of ECL that addresses the policies approved by the Board of Directors ✓ We tested the operating effectiveness of the controls for staging of loans and advances based on their past-due status. ✓ Evaluated whether the methodology applied by the Company is compliant with the requirements of the relevant accounting standards, RBI's master directions relating to Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances and confirmed that the calculations are performed in accordance with the approved methodology. ✓ We tested the arithmetical accuracy of the computation of ECL provision performed by the Company in spreadsheets. ✓ Assessing whether the disclosures on key judgements, assumptions and quantitative data with respect to impairment loss allowance in financial statements are appropriate and sufficient. ✓ We have also obtained management representations wherever considered necessary

Information Other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Board Report including annexures to the Board report but does not include the financial statement and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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When we read the Board report including annexures to the Board report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of and identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The financial statements of the Company for the previous year ended March 31, 2022 were audited by Lodha & Company, Chartered Accountants, being the sole auditors and had expressed an unmodified opinion vide their report dated May 06, 2022 on such financial statements. This report has been relied upon by M. P. Chitale & Co. (Joint Auditors) for the purpose of the audit of the financial statements. Our conclusion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and records.

(c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) On the basis of the written representation received from the directors as on March 31, 2023 taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a Directors in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:

According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the Company.

(h) With respect to the matters to be included in the Auditor's report in accordance with the rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial performance in its financial statements. [Refer note no 27 to financial statements]

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented, that to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement. [Refer note 33(g) and (h) to the financial statements.]

v. The Company has not declared or paid dividend during the financial year 2022-23. Accordingly, reporting under rule 11 (f) of Companies (Audit and Auditors) Rules, 2014 is not applicable.

For LODHA & COMPANY
Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya
Partner
Membership No. 044101
UDIN: 23044101BGTQZE7206

Place: Mumbai
Date: April 28, 2023

For M. P. Chitale & Co.
Chartered Accountants
Firm registration No. – 101851W

Ashutosh Pednekar
Partner
Membership No. 041037
UDIN: 23041037BGPVNR8925

Place: Mumbai
Date: April 28, 2023

Annexure "A" referred to in "Report on Other Legal and Regulatory Requirements" section of our report to the members of NIIF Infrastructure Finance Limited of even date:

i. (a) In respect of Company's Property, Plant and Equipment (PPE) and Intangible Assets:

The Company has maintained proper records, showing full particulars, including quantitative details and situation of PPE and relevant details of right-of-use assets.

A. The Company has maintained proper records showing full particulars of intangible assets.

B. During the year, the management has carried out physical verification of all the PPE. In our opinion, the frequency of verification is reasonable considering the size of the Company and nature of its PPE. No material discrepancies were noticed on such verification.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of the immovable property disclosed in the financial statements included under PPE are held in the erstwhile name of the Company.

(c) The Company has not revalued any of its PPE (including right- of-use assets) and intangible assets during the year and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable to the Company. [Refer note no. 33(c) to the financial statements]

ii. (a) The Company is engaged in providing financial services primarily into non-banking financial services (NBFC). Accordingly, it does not hold any inventories and hence reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores on the basis of security of current assets by banks and financial institutions during the year and hence reporting under of clause 3(ii)(b) of the Order are not applicable to the Company.

iii. In respect of Investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

(a) The Company is engaged in providing financial services primarily into non-banking financial services (NBFC) and hence reporting under Clause 3(iii)(a) and 3(iii)(e) of the Order are not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the Company has not made any investments, nor given any guarantee or nor provided any security during the year. In respect of the loans granted during the year, having regard to the nature of business carried on by the Company, the terms and conditions thereof are not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as stipulated.

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M. P. CHITALE & CO. MUMBAI C.A.

(d) The Company has not granted any loans or advances in the nature of loans during the year either payable on demand or without specifying any terms or period of repayment during the year and hence reporting under clause 3(iii)(f) of the Order is not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence reporting under clause 3(iv) of the Order is not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company and hence reporting under Clause 3(v) of the Order is not applicable to the Company.

vi. In our opinion and according to the information and explanations given to us and to the best of our knowledge, the Central Government has not specified the maintenance of cost records under section 148(1) of the Act for the services of the Company and hence reporting under Clause 3(vi) of the Order is not applicable to the Company.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income tax, sales tax, custom duty, duty of excise, value added tax, cess and other material statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues mentioned in clause vii (a) which have been not deposited on account of any dispute.

viii. According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the Order is not applicable to the Company.

ix. (a) Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders and hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the term loans (by way of issuance of non-convertible debentures) have been applied for the purposes they have been raised and have been temporarily invested in fixed deposits and mutual funds with Banks until its deployment for the stated purposes.

(d) The Company has not raised any short - term funds during the year and hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(e) The Company does not have any subsidiaries, associates or joint venture and hence reporting under clause 3(ix)(e) and 3(ix)(f) of the Order is not applicable to the Company.

x. (a) In our opinion and according to the information and explanations given to us, the Company has utilized the monies raised by way of debt instruments (by way of issuance of non-convertible

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debentures) for the purposes for which they were raised. The Company has not raised any money by way of initial public offer or further public offer during the year.

(b) According to the information and explanations given to us and based on our examination of the records, there were no preferential allotment and private placement of shares and debentures during the year.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.

(b) During the year, no report under sub section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed in rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) Based on our audit procedures performed and according to the information and explanation given to us, no whistle blower complaints were received during the year by the Company and hence provisions of clause 3(xi)(d) of the Order is not applicable to the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with section 177 and 188 of the Act and all the details have been disclosed in the financial statements as required by the applicable Accounting Standards. (Refer note no. 32 of the financial statements)

xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedure.

xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.

xvi. (a) The Company being a NBFC- IDF is registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) Since, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi)(b) and (c) of the Order is not applicable to the Company.

(c) In our opinion, the Company is not a Core Investment Company and there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

xviii. There has not been a resignation of the statutory auditors of the Company during the year and hence reporting under clause 3(xviii) of the Order is not applicable to the Company.

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xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and it should not be construed as a guarantee or assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanations given to us, there are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under clause 3(xx) (a) and (b) of the Order is not applicable to the Company.

xxi. Since the Company did not have any subsidiary, joint venture or an associate, it is not required to prepare consolidated financial statements and hence reporting under Clause 3(xxi) of the Order is not applicable to the Company.

For LODHA & COMPANY
Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya
Partner
Membership No. 044101
UDIN: 23044101BGTQZE7206

Place: Mumbai
Date: April 28, 2023

For M. P. Chitale & Co.
Chartered Accountants
Firm registration No. – 101851W

Ashutosh Pednekar
Partner
Membership No. 041037
UDIN: 23041037BGPVNR8925

Place: Mumbai
Date: April 28, 2023

M. P. CHITALE & CO. MUMBAI C.A.

LODHA & CO. MUMBAI-01 Chartered Accountants

Annexure "B" referred to in "Report on Other Legal and Regulatory Requirements" section of our report to the members of NIIF Infrastructure Finance Limited of even date:

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of the NIIF Infrastructure Finance Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2)provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. C.A.

only in accordance with authorisations of management (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements and (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the organisation from time to time.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, broadly in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential Component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For LODHA & COMPANY
Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya
Partner
Membership No. 044101
UDIN: 23044101BGTQZE7206

Place: Mumbai
Date: April 28, 2023

For M. P. Chitale & Co.
Chartered Accountants
Firm registration No. – 101851W

Ashutosh Pednekar
Partner
Membership No. 041037
UDIN: 23041037BGPVNR8925

Place: Mumbai
Date: April 28, 2023

M. P. CHITALE & CO. MUMBAI C.A.

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF INFRASTRUCTURE FINANCE LIMITED
CIN No: U67190MH2014PLC253944
Balance Sheet as at March 31, 2023

(₹ in Crs)

	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
I **Financial assets**			
(a) Cash and cash equivalents	1	533.58	1,241.55
(b) Loans	2	17,717.01	14,093.00
(c) Other financial assets	3	0.29	0.25
		18,250.88	**15,334.80**
II **Non Financial assets**			
(a) Current tax assets (net)	4	147.65	115.22
(b) Property, plant and equipment	5a	0.48	0.65
(c) Right of use assets	5b	5.75	-
(d) Intangible asset under development	5c	0.28	0.85
(e) Intangible assets	5d	0.88	-
(f) Other non-financial assets	6	0.50	1.58
		155.54	**118.30**
Total assets		**18,406.42**	**15,453.10**
LIABILITIES AND EQUITY			
LIABILITIES			
I **Financial liabilities**			
(a) Payables			
(I) Trade payables	7		
(i) total outstanding dues of micro enterprises and small enterprises		0.02	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		0.65	0.78
(II) Other payables	8		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		3.32	3.03
(b) Debt Securities	9	14,949.81	12,322.74
(c) Lease liabilities	10 (a)	5.95	-
(d) Other financial liabilities	10 (b)	2.38	7.68
		14,962.13	12,334.23
II **Non-Financial liabilities**			
(a) Provisions	11	2.87	2.00
(b) Other non-financial liabilities	12	1.69	1.93
		4.56	3.93
EQUITY			
(a) Equity share capital	13A	1,030.28	1,030.28
(b) Instruments entirely equity in nature	13A	878.74	878.74
(c) Other equity	13B	1,530.71	1,205.92
		3,439.73	3,114.94
Total liabilities and equity		**18,406.42**	**15,453.10**

The accompanying notes are an integral part of these financial statements (See notes 1 to 42)
As per our attached report of even date

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

LODHA & CO. MUMBAI-01 Chartered Accountants

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

M.P. CHITALE & CO. MUMBAI C.A.

Ashutosh Pednekar
Partner
Membership No. 041037

Place: Mumbai
Date: 28th April,2023

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Shiva Rajaraman
Chief Executive Officer

V. Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED
CIN No: U67190MH2014PLC253944
Statement of Profit and Loss for year ended March 31, 2023

(₹ in Crs)

		Notes	For year ended March 31, 2023	For year ended March 31, 2022
	Revenue from operations			
	Interest income	14	1,397.08	977.19
	Fees and commission income	15 (a)	5.19	-
	Net gain on fair value changes	15 (b)	1.85	-
I	**Total revenue from operations**		**1,404.12**	**977.19**
II	Other income	16	0.11	7.12
III	**Total income (I+II)**		1,404.23	984.31
	Expenses			
	Finance costs	17	1,017.01	676.97
	Fees and commission expense	18	0.16	0.36
	Impairment on financial instruments	19	25.47	46.13
	Employee benefits expenses	20	21.56	14.81
	Depreciation, amortisation and impairment	5 & 21	2.37	2.43
	Other expenses	22	11.92	10.36
IV	**Total expenses**		1,078.49	751.06
V	**Profit before tax (III - IV)**		325.74	233.25
VI	**Tax expense**	23	-	-
	Current tax		-	-
	Deferred tax		-	-
	Total tax expenses		-	-
VII	**Profit for the year (V - VI)**		325.74	233.25
VIII	**Other comprehensive income**			
A	(i) Items that will not be reclassified to profit or loss			
	- Remeasurements of post-employment benefit obligations		(0.95)	(0.15)
	- Income tax relating to items that will not be reclassified to profit or loss		-	-
B	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Other comprehensive income (A+B)		(0.95)	(0.15)
IX	**Total comprehensive income for the year (VII + VIII)**		324.79	233.10
X	**Earnings per equity share (nominal value of share- ₹10 each)**			
	Basic (₹)		**2.37**	**2.31**
	Diluted (₹)		**2.37**	**2.31**

The accompanying notes are an integral part of these financial statements (See notes 1 to 42)
As per our attached report of even date

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

LODHA & CO. MUMBAI-01 Chartered Accountants

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

M.P. CHITALE & CO. MUMBAI C.A.

Ashutosh Pednekar
Partner
Membership No. 041037

Place: Mumbai
Date: 28th April,2023

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Shiva Rajaraman
Chief Executive Officer

V. Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED
CIN No: U67190MH2014PLC253944
Cash Flow Statement for the year ended March 31, 2023

(₹ in Crs)

	For year ended March 31, 2023	For year ended March 31, 2022
A. Cash flow from operating activities		
Profit before tax	325.74	233.25
Adjustments for:		-
Depreciation, amortisation & impairment	2.37	2.43
Interest on Debt Securities - EIR Adjustments	11.03	2.97
Interest on Loan - EIR adjustment	(10.69)	(11.12)
Net gain on sale of property, plant and equipments	(0.02)	(0.02)
Write back of excess fund received	-	(2.19)
Interest lease liabilities	0.49	0.14
Impairment on financial instruments	25.47	46.13
Operating profit before working capital changes	**354.39**	**271.59**
Changes in working capital:		
(Decrease)/increase in trade payables	(0.11)	0.03
(Decrease)/increase in Other payables	0.28	(0.53)
(Increase)/Decrease in other financial assets	(0.04)	3.56
(Decrease)/increase in other financial liabilities	(5.30)	0.86
Increase/(Decrease) in Provision	0.87	1.31
Increase/(Decrease) in other non financial liabilities	(0.24)	0.28
Increase/(Decrease) Interest accrual on debt securities	102.86	77.67
(Increase)/Decrease in non-financial assets	0.13	(0.73)
(Increase)/Decrease in loans	(3,638.80)	(5,704.58)
Cash flow generated from/(used in) operations	**(3,185.96)**	**(5,350.54)**
(Payment) of tax (net)	(32.43)	(30.47)
Net Cash flow generated from/(used in) operations (A)	**(3,218.39)**	**(5,381.01)**
B. Cash flows from investing activities		
Purchase of property, plant and equipment/intangible assets	(1.44)	(0.97)
Sale of property, plant and equipments	0.43	0.02
Net cash flow generated from/(used in) investing activities (B)	**(1.01)**	**(0.95)**
C. Cash flows from financing activities		
Proceeds from issuance of equity share capital (including Security Premium)	-	317.84
Proceeds from issuance of CCPS	-	694.15
Share Issue expense	-	(0.07)
Proceeds from debt securities issued (Net)	2,513.18	4,872.17
Payment for the lease liability	(1.75)	(0.64)
Net cash generated from/(used in) financing activities (C)	**2,511.43**	**5,883.45**
Net Increase / (Decrease) in cash and cash equivalents (D) = (A + B + C)	**(707.97)**	**501.49**
Cash and cash equivalents at the beginning of the Year (E)	1,241.55	740.06
Cash and cash equivalents at the end of the Year (F) = (D) + (E)	**533.58**	**1,241.55**
Cash and cash equivalents include the following		
Cash and Balances with banks in current account	11.41	96.00
Fixed deposits with maturity less than 3 months	522.17	1,145.55
Total cash and cash equivalents	**533.58**	**1,241.55**

The accompanying notes are an integral part of these financial statements (See notes 1 to 42)
As per our attached report of even date

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

LODHA & CO. MUMBAI-01 Chartered Accountants

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

M.P. CHITALE & CO. MUMBAI C.A.

Ashutosh Pednekar
Partner
Membership No. 041037

Place: Mumbai
Date: 28th April,2023

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Shiva Rajaraman
Chief Executive Officer

V. Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited ★ Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED
CIN No: U67190MH2014PLC253944
Statement of changes in equity as at March 31, 2023

A1 Equity share capital

(₹ in Crs)

	Note	Number	Amount
As At March 31, 2021		91,57,30,161	915.73
Issued during the year	13	11,45,53,305	114.55
Changes in Equity Share Capital due to prior period errors		-	-
Restated balance at the beginning of the previous reporting period		-	-
As At March 31, 2022		1,03,02,83,466	1,030.28
Issued during the period	13	-	-
As At March 31, 2023		1,03,02,83,466	1,030.28

A2 Compulsorily convertible preference share capital

(₹ in Crs)

	Note	Series I Number	Amount	Series II Number	Amount
As At March 31, 2021		8,79,27,757	184.66	-	-
Issued during the year	14	-	-	25,70,69,408	694.09
As At March 31, 2022		8,79,27,757	184.66	25,70,69,408	694.09
Issued during the year	14	-	-	-	-
As At March 31, 2023		8,79,27,757	184.66	25,70,69,408	694.09

A3 Other equity

(₹ in Crs)

	Reserves and surplus					
	Securities Premium	Special reserve u/s. 45-IC of the RBI Act, 1934	Impairment Reserve	Surplus in the statement of profit and loss	General Reserve	Total
As At March 31, 2021	344.37	87.83	0.04	336.48	0.88	769.60
Premium on shares issued	203.29	-	-	-	-	203.29
Transfers to Special reserve u/s. 45-IC of the RBI Act, 1934	-	46.62	-	(46.62)	-	-
Share capital issue expenses	(0.07)	-	-	-	-	(0.07)
Changes in reserves due to prior period errors	-	-	-	-	-	-
Other comprehensive income	-	-	-	(0.15)	-	(0.15)
Profit for the year	-	-	-	233.25	-	233.25
As at March 31, 2022	547.59	134.45	0.04	622.85	0.88	1,205.92
Transfers to Special reserve u/s. 45-IC of the RBI Act 1934	-	64.96	-	(64.96)	-	-
Changes in reserves due to prior period errors	-	-	-	-	-	-
Other comprehensive income	-	-	-	(0.95)	-	(0.95)
Profit for the year	-	-	-	325.74	-	325.74
As At March 31, 2023	547.59	199.41	0.04	782.78	0.88	1,530.71

The accompanying notes are an integral part of these financial statements (See notes 1 to 42)
As per our attached report of even date

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

R. P. Baradiya
Partner
Membership No. 044101

Place: Mumbai
Date: 28th April,2023

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

Ashutosh Pednekar
Partner
Membership No. 041037

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Shiva Rajaraman
Chief Executive Officer

V. Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

1 Corporate information

NIIF Infrastructure Finance Limited (Formerly IDFC Infrastructure Finance Limited) ('the Company') is a public limited company, incorporated in India on March 7, 2014, under the provisions of Companies Act, applicable in India and is a Non-Banking Finance Company (NBFC - IDF) regulated by the Reserve Bank of India ('RBI'). The registered office of the Company is located at 3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051.

The Company has received a Non-Banking Financial Company (NBFC - IDF) license from Reserve Bank of India (RBI) on September 22, 2014. The object of the Company is to undertake infrastructure debt fund activities i.e. mainly re-financing existing debt of infrastructure companies.

The financial statements for the year ended March 31, 2023 were authorised for issue in accordance with a resolution of the board of directors on April 28, 2023.

As per RBI regulations, the Sponsor of the Company is M/s Aseem Infrastructure Finance Limited, which is a NBFC-Infrastructure Finance Company registered with RBI. The majority shareholder is M/s National Investment and Infrastructure Fund II which is an Alternative Investment Fund registered with the Securities and Exchange Board of India (SEBI).

2 Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

A Basis of preparation

(i) Compliance with Ind AS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 ('RBI Notification for Implementation of Ind AS') issued by RBI.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:
- certain financial assets and liabilities (including derivative instruments) is measured at fair value;
- assets held for sale – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value;

The financial statement are presented in Indian Currency (INR) and all values are rounded to nearest rupee crores except when otherwise indicated.

(iii) Order of liquidity

The Company is covered in the definition of Non-Banking Financial Company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Pursuant to Ind AS 1 and amendment to Division III of Schedule III to the Companies Act, 2013 on October 11, 2018, the Company presents its balance sheet in the order of liquidity as the Company does not supply goods or services within a clearly identifiable operating cycle. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note 29. The Company prepares and present its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act as amended from time to time. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows' as amended from time to time.

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

(iv) Use of Estimates

The preparation of financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realized may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

Judgement, estimates and assumptions are required in particular for:

Business model assessment

Classification and measurement of financial assets depends on the results of the Solely Payments of Principal and Interest (SPPI) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost or fair value through other comprehensive income that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on its financial assets measured at amortized cost. At each reporting date, the Company assesses whether the above financial assets are credit- impaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Company's ECL calculations are outputs of number of underlying assumptions regarding the choice of variable inputs and their interdependencies such as macroeconomic scenarios and estimated recovery from collateral and board approved guidance.

Recognition and measurement of provisions and contingencies:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Determination of lease term:

Ind AS 116 – Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

B Policy on segment

The Company operates in a single reportable segment i.e. lend/invest in Infrastructure projects. The Company also operates in a single geographical segment i.e. domestic. The chief operating decision maker (CODM) in the Company to make decisions for performance assessment and resource allocation, is the Chief Executive Officer (CEO) and in the internal reporting provided to the CEO for corporate planning, there are no separate reportable segments (including geographical segments).

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

C (I) Property plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives of fixed assets.

Vehicles	4 years
Computers	3 years
Office Equipments (mobiles & Camera)	2 years
Office Equipments (Others)	5 years
Leasehold Improvements	Tenure of lease
Server/networking equipment	6 years
Furniture and fixtuers	10 years

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss within other gains/(losses).

(II) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.
Intangible assets not ready for use on the date of Balance sheet is shown as Intangible assets under development.

D Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.
The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.
To determine the incremental borrowing rate, the Company uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.
Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Short term leases are leases with a lease term of 12 months or less and leases of low value assets. The company recognises the lease payments associated with short term leases as an expense in profit or loss.

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

Infrastructure Finance Mumbai

E Impairment of non-financial asset

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

F Taxes on Income

The Company is an Infra Debt Fund - Non Banking Finance Company (IDF - NBFC) registered with the Reserve Bank of India on September 22, 2014. The income of the Company, being IDF-NBFC, is exempt under section 10(47) of the Income Tax Act, 1961, from with effect from financial year 2019-20.

G Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs are added to, or subtracted from, that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in statement of profit and loss.

Financial assets

Classification and subsequent measurement of financial assets:

Classification of financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income.

Debt Instruments

For investments in debt instruments, this will depend on the classification of debt instruments depending on:

(i) the Company's business model for managing the asset; and

(ii) the cash flow characteristics of the asset (SPPI).

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- how the asset's performance and the business model is evaluated and reported to key management personnel
- the risks that affect the performance of the business model and how these risks are assessed and managed
- how managers are compensated.

Solely Payment of Principal and Interest ("SPPI") Assessment

As a second step of its classification process, the Company assesses the contractual terms of financials to identify whether they meet the SPPI test, where the business model is to hold assets to collect contractual cash flows, the Company assesses whether the financial instruments cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit and loss.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

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Equity Instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.
The Company measures all equity investments at fair value through profit and loss, except where the Company's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit and loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognised in profit and loss as other income when the Company's right to receive payments is established Gains and losses on equity investments at FVTPL are included in the statement of profit and loss.

Subsequent measurement

Debt instruments
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company classifies its debt instruments:
Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost e.g. Debentures, Bonds etc. The assets held under amoritsed costs are not traded/sold, except for management of concentration risk or for any such similar exigency to protect the value of asset. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in investment income using the effective interest rate method.
Fair value through other comprehensive income: Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit and loss on initial recognition):
• the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
Fair value through profit and loss: Assets that do not meet the criteria for amortised cost or fair value through OCI, are measured at fair value through profit and loss e.g. investments in mutual funds. A gain or loss on a debt investment that is subsequently measured at fair value through profit and loss is recognised in profit and loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

Equity instruments
Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Interest Income
The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.
The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance). The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees. When the Company revises the estimates of future cash flows, the carrying amount of the respective financial asset is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit and loss. When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.
Interest Income from Fixed Deposits placed with banks is recognised on accrual basis by the Company.

Fees and Commission Income
Fee income is recognised when the Company satisfies the performance obligation, at fair value of the consideration received or receivable based the requirement of Ind AS 115 unless included in the EIR. The fees included in this part of the statement of profit and loss include other fees charged for servicing a loan, non-utilisation fees relating to loan commitments when it is unlikely that these will result in a specific lending arrangement and advisory fee.

Modification of loans
The Company sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Company assesses whether or not the new terms are substantially different to the original terms. The Company does this by considering, among others, the following factors:
(i) if the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
(ii) whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loan.
(iii) significant extension of the loan term when the borrower is not in financial difficulty.
(iv) significant change in the interest rate
(v) change in the currency the loan is denominated in.
(vi) insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loan

If the terms are substantially different, the Company derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Company also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit and loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Company recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit and loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate.

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De-recognition of financial assets

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either
(i) the Company transfers substantially all the risks and rewards of ownership, or
(ii) the company neither transfers nor retains substantially all the risks and rewards of ownership and the Company has not retained control.
On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit and loss if such gain or loss would have otherwise been recognised in profit and loss on disposal of that financial asset.

Financial liabilities and equity instruments

Classification as debt or equity:
Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received, net of direct issue costs.

The Company has issued Compulsorily Convertible Preference Shares (CCPS) - Tranche I & Tranche II in March'21 & March'22 respectively. The CCPS do not carry any voting rights. The CCPS are not redeemable & each CCPS shall be converted into one equity share of ₹10 each upon induction of a new investor or expiry of 3 (Three) years from the date of issuance of First Tranche CCPS (30 March 2021), whichever is earlier. CCPS have liquidation preference over Equity Shares, in accordance with the Insolvency and Bankruptcy Code, 2016.

Classification and subsequent measurement

Financial liabilities are measured at amortised cost.
Financial liabilities (including borrowings and debt securities) are subsequently measured at amortised cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees.

Interest expenses on Financials Liabilities
The Interest Expenses on Financial liabilities along with amortisation of transaction costs incurred are recognised as Finance Cost in the Statement of Profit and Loss.

De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. A substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit and loss. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred are adjusted to the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

Fair Value Measurement

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. The details are available in Note 34 to the financial statements.

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H Impairment - Expected Credit Loss Measurement

The Company assesses on a forward looking basis the expected credit losses associated with loans and debentures carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Refer Note 31.3 for details of impairment methodology applied by the Company.

I Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

J Provisions and contingent liabilities

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the Management of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

K Employee benefits

Defined contribution benefits include provident fund, superannuation fund. Defined Employee benefits includes gratuity fund, compensated absences and long term incentive plans.

Defined contribution plan

The Company pays contribution to provident fund, superannuation fund and pension fund as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service cost.

Compensated absences

Accumulated leave which is expected to be utilised within next 12 months is treated as short term compensated absences and the accumulated leave which are carried forward beyond 12 months are treated as long term compensated absences Compensated absences are provided for, based on actuarial valuation report as short term and long term compensated absences. The actuarial valuation is done as per projected unit credit method as at the reporting date Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

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Long-term employee benefits

The Company has a long term incentive plan which is paid in three annual tranches. The Company accounts for the liability as per an actuarial valuation report. The actuarial valuation of the long term incentives liability is calculated based on certain assumptions, as per the projected unit credit method made at reporting period. Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

L Earnings per share

(i) Basic earnings per share
Basic earnings per share is calculated by dividing:
- the profit attributable to owners of the group
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year, conversion of mandatorily convertible instruments from the date the contract is entered into and excluding treasury shares.

(ii) Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

M Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except :
- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

The Company expenses off 50% of eligible input tax credit in line with applicable Goods and Services Tax laws.

N New Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

Ind AS 1 Presentation of Financial Statements - The amendments require companies to disclose their material accounting policies rather than their significant accounting policies Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements

Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors - The definition of a "change in accounting estimates" has been replaced with a definition of "accounting estimates" Accounting estimates are defined as "monetary amounts in financial statements that are subject to measurement uncertainty" Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty

Ind AS 12 Income Taxes - The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations The amendments narrowed the scope of the Initial recognition exemption of Ind AS 12 so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision

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Notes forming part of financial statements as at March 31, 2023

1 Cash and cash equivalents

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
Cash on Hand	ß	-
Balance with bank:		
In current account	11.41	96.00
In deposit account (with original maturity less than 3 months)	522.17	1,145.55
Total	**533.58**	**1,241.55**

Note: The figures of ₹ 50,000 or less have been denoted by ß. Amount of cash on hand is ₹ 5,796

2 Loans (At amortised costs)

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
Term loans	13,377.29	11,201.86
Debt Securities	4,443.40	2,955.91
Total Loans (*)	**17,820.69**	**14,157.77**
Interest accrued on loans	4.38	9.46
Interest accrued on debt securities	16.82	25.17
Total Gross Loans	**17,841.89**	**14,192.40**
Less: Impairment loss allowance	(124.88)	(99.40)
Total Net Loans	**17,717.01**	**14,093.00**
(*) The loans outstanding before adjustment of Effective Interest Rate, Premium Amortisation and Discount Accretion	**17,839.47**	**14,200.55**
(a) The above amount includes:		
(i) Secured by tangible assets	17,839.47	14,200.55
(ii) Secured by intangible assets	-	-
(iii) Covered by Bank / Government guarantees	-	-
(iv) Unsecured	-	-
Total- Gross	**17,839.47**	**14,200.55**
Less: Impairment loss allowance	(124.88)	(99.40)
Total- Net	**17,714.59**	**14,101.16**
(b) Loans in India	**17,714.59**	**14,101.16**
(c) Loans outside India		
Less: Impairment loss allowance	-	-
Total- Net	-	-
Total [b+c]	**17,714.59**	**14,101.16**

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Notes forming part of financial statements as at March 31, 2023

3 Other financial assets

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
Receivables from Group Company*	0.04	-
Deposits	0.25	0.25
Total	**0.29**	**0.25**

* Refer note 32

4 Current tax assets (Net)

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
Income tax paid	147.65	115.22
Total	**147.65**	**115.22**

The Company had filed application with Central Board of Direct Taxes (CBDT) for notification as Infrastructure Debt Fund (IDF) from Financial year 2014-15, the year of receipt of licence from RBI as NBFC-IDF, and has been claiming tax exemption under Section 10(47) read with Rule 2F of the Income Tax Act.

The CBDT has issued a notification dated October 21, 2019 notifying the Company under Section 10(47) of the Income Tax Act w.e.f. Financial year 2019-20 (i.e from the financial year starting 1st April 2019).

The Company has made an application to CBDT for review of the said notification with a request to notify it under section 10(47) of Income Tax Act with retrospective effect, i.e. w.e.f. Financial year 2014-15 (the year in which it received RBI registration as NBFC-IDF). In the interim, the tax liability from Financial year 2014-15 till financial year 2018-19 amounting to ₹ 108.01 crore had been provided for in earlier years.

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Notes forming part of financial statements as at March 31, 2023

5 a Property, plant and equipment

(₹ in Crs)

As at March 31, 2023	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2022	Additions	Disposals	Balance as at March 31, 2023	Balance as at April 1, 2022	Depreciation charge for the year	On disposals	Balance as at March 31, 2023	Balance as at March 31, 2023
Freehold Land (Refer note below)	0.04	-	-	0.04	-	-	-	-	0.04
Vehicles (owned)	0.56	-	0.32	0.24	0.49	0.05	0.32	0.23	0.01
Computers	0.66	0.14	0.06	0.74	0.35	0.14	0.06	0.43	0.31
Office Equipments	0.15	0.09	0.02	0.22	0.10	0.04	0.01	0.13	0.09
Leasehold Improvements	1.76	-	-	1.76	1.61	0.15	-	1.76	-
Furniture	0.04	-	-	0.04	0.01	0.00	-	0.01	0.03
Total tangible assets	3.21	0.23	0.40	3.04	2.56	0.38	0.39	2.56	0.48

As at March 31, 2022	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2021	Additions	Disposals	Balance as at March 31, 2022	Balance as at April 1, 2021	Depreciation charge for the year	On disposals	Balance as at March 31, 2022	Balance as at March 31, 2022
Freehold Land (Refer note below)	0.04	-	-	0.04	-	-	-	-	0.04
Vehicles (owned)	0.94	-	0.38	0.56	0.80	0.08	0.38	0.49	0.07
Computers	0.57	0.09	-	0.66	0.23	0.12	-	0.35	0.31
Office Equipments	0.13	0.03	0.01	0.15	0.08	0.02	-	0.10	0.05
Leasehold Improvemants	1.76	-	-	1.76	1.01	0.59	-	1.61	0.15
Furniture	0.04	-	-	0.04	0.01	0.01	-	0.01	0.03
Total tangible assets	3.48	0.12	0.39	3.21	2.13	0.82	0.38	2.56	0.65

Note: The freehold land has been mortgaged in favour of Debenture Trustees against the secured debentures issued by the Company

5 b Right of use Assets

As at March 31, 2023

(₹ in Crs)

	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2022	Additions	Disposals	Balance as at March 31, 2023	Balance as at April 1, 2022	Depreciation charge for the year	On disposals	Balance as at March 31, 2023	Balance as at March 31, 2023
Right of use Assets	-	7.66	-	7.66	-	1.92	-	1.92	5.75
Total	-	7.66	-	7.66	-	1.92	-	1.92	5.75

As at March 31, 2022

(₹ in Crs)

	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2021	Additions	Disposals	Balance as at March 31, 2022	Balance as at April 1, 2021	Depreciation charge for the year	On disposals	Balance as at March 31, 2022	Balance as at March 31, 2022
Right of use Assets	5.25	-	3.41	4.85	3.23	1.61	-	4.85	-
Total	5.25	-	3.41	4.85	3.23	1.61	-	4.85	-

5 c Intangible assets under development

(₹ in Crs)

Particulars	March 31, 2023	March 31, 2022
Loan Management Software	-	0.65
Risk Assessment Software	0.28	-
Total intangible assets under development	0.28	0.65

Particulars	Amount in intangible assets under development for a period of				
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	Total
March 31, 2023					
Projects in progress	0.28	-	-	-	0.28
Projects temporarily suspended	-	-	-	-	-
March 31, 2022					
Projects in progress	0.65	-	-	-	0.65
Projects temporarily suspended	-	-	-	-	-

5 d Intangible Asset

As at March 31, 2023

(₹ in Crs)

	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2022	Additions	Disposals	Balance as at March 31, 2023	Balance as at April 1, 2022	Depreciation charge for the year	On disposals	Balance as at March 31, 2023	Balance as at March 31, 2023
Intangible Asset	-	0.94	-	0.94	-	0.06	-	0.06	0.88
Total Intangible Asset	-	0.94	-	0.94	-	0.06	-	0.06	0.88

As at March 31, 2022

	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2021	Additions	Disposals	Balance as at March 31, 2022	Balance as at April 1, 2021	Depreciation charge for the year	On disposals	Balance as at March 31, 2022	Balance as at March 31, 2022
Intangible Asset	-	-	-	-	-	-	-	-	-
Total Intangible Asset	-	-	-	-	-	-	-	-	-

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Notes forming part of financial statements as at March 31, 2023

6 Other non-financial assets

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
Prepaid expenses	0.35	0.99
Supplier Advance	0.01	0.13
Other Advance	0.14	0.46
	0.50	**1.58**

7 Trade payables*

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	0.02	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	0.65	0.78
Total	**0.67**	**0.78**

Trade Payables ageing schedule	Outstanding as on 31, March 2023 from due date of payment				
Particulars	**< 1 year**	**1 to 2 Years**	**2 to 3 Years**	**> 3 Years**	**Total**
MSME	0.02	-	-	-	0.02
Others	0.51	0.14	-	-	0.65
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule	Outstanding as on 31, March 2022 from due date of payment				
Particulars	**< 1 year**	**1 to 2 Years**	**2 to 3 Years**	**> 3 Years**	**Total**
MSME	-	-	-	-	-
Others	0.78	-	-	-	0.78
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

(₹ in Crs)

8 Other payables

	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	3.32	3.03
	3.32	**3.03**

9 Debt Securities

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
At Amortised cost		
Debentures (Secured, non convertible)(*) fully paid up, privately placed	14,525.78	11,753.37
Commercial papers (unsecured)	-	248.20
Interest accrued but not due	424.03	321.17
Total (A)	**14,949.81**	**12,322.74**
(*) The borrowings outstanding before adjustment of unamortised fees under Effective Interest Rate	14,598.00	12,033.00
Debt securities in India	14,949.81	12,322.74
Debt securities outside India	-	-
Total (B)	**14,949.81**	**12,322.74**
Face value per debenture	10,00,000	10,00,000

	Rate of interest range			
Based on Original Maturity	**4% to 6%**	**6% to 8%**	**8% to 10%**	**Grand Total**
1) Less than 1 year	-	-	-	-
2) 1Year to 3Years	300	-	-	300
3) 3Years to 5Years	-	-	150	150
4) >5Years	-	10,731	3,417	14,148
Grand Total	**300**	**10,731**	**3,567**	**14,598**

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Notes forming part of financial statements as at March 31, 2023

10 (a) Lease liabilities

(₹ in Crs)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities	5.95	-
Total	**5.95**	**-**

10 (b) Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Advance receipts from borrowers	2.38	7.68
Total	**2.38**	**7.68**

11 Provisions

(₹ in Crs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for gratuity	0.19	0.43
Provision for employee benefits	0.09	-
Provision for compensated absences	0.43	0.68
Provision for long term incentive plan	2.16	0.89
Total	**2.87**	**2.00**

12 Other non-financial liabilities

(₹ in Crs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory dues	1.69	1.93
Total	**1.69**	**1.93**

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Notes forming part of financial statements as at March 31, 2023

13 A Share capital

	As at March 31, 2023		As at March 31, 2022	
	Number	(₹ in Crs)	Number	(₹ in Crs)
Authorised shares				
Equity shares of ₹ 10 each	1,81,50,00,000	1,815 00	1,81,50,00,000	1,815 00
Compulsorily convertible preference shares of ₹ 21 each (Series I)	8,80,95,238	185 00	8,80,95,238	185 00
Compulsorily convertible preference shares of ₹ 27 each (Series II)	25,92,59,259	700 00	25,92,59,259	700 00
Issued, subscribed & fully paid-up shares				
Equity shares of ₹ 10 each	1,03,02,83,466	1,030 28	1,03,02,83,466	1,030 28
Compulsorily convertible preference shares of ₹ 21 each (Series I)	8,79,27,757	184 65	8,79,27,757	184 65
Compulsorily convertible preference shares of ₹ 27 each (Series II)	25,70,69,408	694 09	25,70,69,408	694 09
Total		1,909.02		1,909.02

(a) Movements in equity share capital.

	As at March 31, 2023		As at March 31, 2022	
	Number	(₹ in Crs)	Number	(₹ in Crs)
Outstanding at the beginning of the year	1,03,02,83,466	1,030 28	91,57,30,161	915.73
Issued during the year	-	-	11,45,53,305	114.55
Outstanding at the end of the year	1,03,02,83,466	1,030.28	1,03,02,83,466	1,030.28

(b) Movements in preference share capital (Face Value 21) Series I

	Number	(₹ in Crs)	Number	(₹ in Crs)
Outstanding at the beginning of the year	8,79,27,757	184 65	-	-
Issued during the year	-	-	8,79,27,757	184.65
Outstanding at the end of the year	8,79,27,757	184.65	8,79,27,757	184.65

Movements in preference share capital (Face Value 27) Series II

	Number	(₹ in Crs)	Number	(₹ in Crs)
Outstanding at the beginning of the year	25,70,69,408	694 09	-	-
Issued during the year	-	-	25,70,69,408	694.09
Outstanding at the end of the year	25,70,69,408	694.09	25,70,69,408	694.09

(c) Terms / rights attached to equity shares

i The Company has equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

ii In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts The distribution will be in proportion to the number of equity shares held by the shareholders

iii The dividend proposed by the Board of Directors is subject to the approval of shareholders at the ensuing Annual General Meeting, except in case of interim dividend Such dividend is not recognised as a liability at the Balance Sheet date

(d) Terms / rights attached to Compulsorily Convertible Preference Shares (CCPS)

i The Company has issued Compulsorily Convertible Preference Shares (CCPS) having a par value of ₹ 21 (Series I) & 27 (Series II) per share.

ii The CCPS shall carry a pre-determined cumulative dividend rate of 0 001% per annum In addition to the same, if the holders of Equity Shares are paid dividend in excess of 0 001% per annum, CCPS holders shall be entitled to dividend at such higher rate The dividend shall be payable, subject to cash flow solvency, in the event the board of directors of the Company declare any dividend for the relevant year, and shall be paid in priority to Equity Shares

iii The CCPS are not redeemable & each CCPS shall be converted into one equity share of ₹10 each upon induction of a new investor or expiry of 3 (Three) years from the date of issuance of First Tranche CCPS (30 March 2021), whichever is earlier

iv Subject to Section 47(2) of the Companies Act, 2013, the CCPS do not carry any voting rights

v CCPS shall have liquidation preference over the Equity Shares, in accordance with the Insolvency and Bankruptcy Code, 2016

(e) Details of shares held by the promoter entity

	As at March 31, 2023		As at March 31, 2022	
	Number	% of Holding	Number	% of Holding
	-	-	-	-

(f) Details of shareholders holding more than 5% of the shares in the Company

	As at March 31, 2023		As at March 31, 2022	
Equity shares	Number	% of Holding	Number	% of Holding
National Investment & Infrastructure Fund II & Nominees (*)	54,63,50,979	53.03%	54,63,50,979	53.03%
Aseem Infrastructure Finance Limited	42,39,32,487	41.15%	42,39,32,487	41.15%
Housing Development Finance Corporation Limited	6,00,00,000	5 82%	6,00,00,000	5.82%
0.001% Compulsorily Convertible Preference Shares (Series I)				
President of India (*)	8,79,27,757	100.00%	8,79,27,757	100.00%
0.001% Compulsorily Convertible Preference Shares (Series II)				
President of India (*)	25,70,69,408	100.00%	25,70,69,408	100.00%

(*) Represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India

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Notes forming part of financial statements as at March 31, 2023

13 B Other Equity (₹ in Crs)

		As at March 31, 2023	As at March 31, 2022
(a)	Surplus in the statement of profit and loss	782.78	522.96
(b)	Securities premium	547.59	547.59
(c)	General Reserves	0.88	0.88
(d)	Special reserve u/s. 45-IC of the RBI Act, 1934	199.41	134.45
(e)	Impairment Reserve	0.04	0.04
	Total	**1,530.71**	**1,205.92**
(a)	**Surplus in the Statement of Profit and Loss**		
	Opening balance	522.96	336.48
	Net profit for the year	325.74	233.25
	Items of other comprehensive income	(0.95)	(0.15)
	Transfer to Special Reserve u/s. 45-IC of RBI Act, 1934	(64.96)	(46.62)
	Closing balance	**782.78**	**522.96**
(b)	**Securities Premium**		
	Opening balance	547.59	344.37
	Changes during the year	-	203.29
	Share capital issue expenses	-	(0.07)
	Closing balance	**547.59**	**547.59**
(c)	**General Reserve**		
	Opening balance	0.88	0.88
	Appropriations during the year	-	-
	Closing balance	**0.88**	**0.88**
(d)	**Special Reserve u/s. 45-IC of RBI Act,1934**		
	Opening balance	134.45	87.83
	Appropriations during the year	64.96	46.62
	Closing balance	**199.41**	**134.45**
(e)	**Impairment Reserve**		
	Opening balance	0.04	0.04
	Appropriations during the year	-	-
	Closing balance	**0.04**	**0.04**
	Total	**1,530.71**	**1,205.92**

Nature and purpose of reserve

a) Securities premium
Securities premium represents the excess of issue price over face value of equity shares & compulsorily convertible preference shares (CCPS) issue during the year. As per section 52 (3) of the Companies Act, 2013, expenses on issue of equity share have been adjusted against securities premium.

b) General Reserves
General Reserve represents appropriation of retained earnings and are available for distribution to shareholders.

c) Special reserves u/s 45-IC of RBI Act, 1934
As per section 45-IC of RBI Act, 1934, every non-banking financial company (NBFC) shall create a reserve fund and transfer therein a sum not less than twenty per cent (20%) of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. No appropriation of any sum from the reserve fund shall be made by the non-banking financial company annually.

d) Impairment Reserve
In terms of RBI circular reference DOR (NBFC) .CC.PD No.109/22.10.106/2019-20 dated March 13, 2020, NBFCs are required to hold expected credit loss allowances in accordance with the provisions of IndAS 109. In parallel NBFCs are required to compute provisions as per extant prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP). Where the expected credit loss allowance computed under IndAS 109 is lower than the provisioning required under IRACP (including standard asset provisioning), NBFCs are required to appropriate the shortfall from their retained earnings to a separate 'Impairment Reserve'.

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Notes forming part of financial statements for the year ended March 31, 2023

14 Interest Income

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
On financial assets measured at amortised costs		
Interest on loans	1,350.22	954.66
Interest on deposits with Bank	46.86	22.53
Total	**1,397.08**	**977.19**

15 (a) Fees and commission income

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
Fees and commission income	5.19	-
Total	**5.19**	**-**

15 (b) Net gain on fair value changes

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
Gain from Mutual fund Investment		
- Realised	1.85	-
- Unrealised	-	-
Total	**1.85**	**-**

16 Other Income

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
Shared Service Cost Recovery	0.09	0.67
Profit on sale of asset	0.02	0.02
Interest on IT Refunds	-	4.14
Miscellaneous Income	-	2.29
Total	**0.11**	**7.12**

17 Finance Costs

(₹ in Crs)

On financial liabilities measured at amortised costs	Year ended March 31, 2023	Year ended March 31, 2022
Interest expense		
(i) Debt securities	1,014.45	675.19
(ii) Lease Liabilities	0.49	0.14
Other borrowing cost (Rating fee & Other expenses)	2.07	1.64
Total	**1,017.01**	**676.97**

18 Fees and commission expense

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
Commission paid to project authorities	0.16	0.36
	0.16	**0.36**

19 Impairment on financial instruments

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
On financial instruments measured at amortised costs		
Term loans & Debentures	25.47	46.13
Total	**25.47**	**46.13**

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20 Employee benefits expense

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	19.42	13.37
Contribution to gratuity fund	0.42	0.34
Contribution to provident and other funds	1.20	0.84
Staff welfare expenses	0.52	0.26
Total	**21.56**	**14.81**

21 Depreciation, amortisation and impairment

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment	0.39	0.82
Ammortisation of right to use of assets	1.92	1.61
Ammortisation of intangible assets	0.06	-
Total	**2.37**	**2.43**

22 Other expenses

(₹ in Crs)

	Year ended March 31, 2023	Year ended March 31, 2022
Professional fees	2.05	2.58
Rates and taxes	1.46	2.43
Computer and IT related expenses	2.12	1.10
Insurance charges	0.26	0.39
Electricity charges	0.16	0.13
Travelling and conveyance	0.55	0.11
Printing and stationery	0.05	0.02
Communication costs	0.02	0.06
Stamp duty and registration fees	0.31	0.31
Directors' sitting fees	0.41	0.16
Contribution towards corporate social responsibility	3.73	2.56
Donations	-	0.10
Auditor's remuneration	0.38	0.31
Advertising & publicity	0.09	0.05
Miscellaneous expenses	0.33	0.05
Total	**11.92**	**10.36**

(a) **Breakup of Auditors' remuneration**

Audit fees	0.32	0.27
Tax audit fees	0.02	0.02
Certification fees	0.04	0.02
Out-of-pocket expenses	β	-
Total	**0.38**	**0.31**

Note: The figures of ₹ 50,000 or less have been denoted by ß. Amount of cash on hand is ₹ 38,000

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(b) Contribution for corporate social responsibility (CSR)

Amount required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year ₹ 3.73 crore (previous year ₹ 2.56 crore). Amount spent towards CSR during the year and recognised as expense in the statement of profit and loss on CSR related activities is ₹ 3.73 crore (previous year ₹ 2.56 crore), which comprise of following:

	Year ended March 31, 2023	Year ended March 31, 2022
Amount spent during the year on:		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	3.73	2.56
(iii) On purposes other than (i) above - unspent balance	-	-
Total	**3.73**	**2.56**
(a) shortfall at the end of the year	-	-
(b) total of previous years shortfall	-	-
(c) reason for shortfall	NA	NA
(d) nature of CSR activities	Promoting Healthcare & Education	Promoting Healthcare & Education
(e) details of related party transactions	Nil	Nil
(f) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	Nil	Nil

23 Income tax

The Company is registered as Infrastructure Debt Fund (IDF-NBFC) with RBI. As per Section 10(47) of the Income Tax Act, any income of IDFs notified by Central Board of Direct Taxes (CBDT) for this purpose is exempt from income tax.

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24 (i) Employee benefit obligations

a) Defined contribution plans

(₹ in Crs)

The Company has recognised the following amounts in the statement of profit and loss towards contribution to defined contribution plans which are included under contribution to provident and other funds:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Provident fund	0.82	0.55
Pension fund	0.38	0.29

b) Defined benefit plans

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. As per internal policy gratuity liabilities for all employees is uncapped and ₹ 20 lakhs limit is not applicable.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

i) Balance sheet

(₹ in Crs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2021	4.34	4.41	(0.07)
Current service cost	0.36	-	0.36
Interest expense/(income)	0.21	-	0.21
Return on plan assets	-	0.21	(0.21)
Remeasurements due to actual return on plan assets less interest on plan assets	-	(0.05)	0.05
Actuarial loss / (gain) arising from change in financial assumptions	0.04	-	0.04
Actuarial loss / (gain) arising from change in demographic assumptions	(0.09)	-	(0.09)
Actuarial loss / (gain) arising on account of experience changes	0.14	-	0.14
Benefit payments	(0.75)	(0.75)	-
As at March 31, 2022	4.25	3.82	0.43
Current service cost	0.40	-	0.40
Interest expense/(income)	0.18	-	0.18
Employer contributions	-	1.62	(1.62)
Remeasurements due to actual return on plan assets less interest on plan assets	-	0.13	(0.13)
Actuarial loss / (gain) arising from change in financial assumptions	(0.04)	-	(0.04)
Actuarial loss / (gain) arising from change in demographic assumptions	(0.09)	-	(0.09)
Actuarial loss / (gain) arising on account of experience changes	1.06	-	1.06
Benefit payments	(2.20)	(2.20)	-
As at March 31, 2023	3.56	3.37	0.19

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Particulars	As at March 31, 2023	As at March 31, 2022
Present value of plan liabilities	3.56	4.25
Fair value of plan assets	3.37	3.82
Plan liability net of plan assets	**0.19**	**0.43**

ii) Statement of profit and loss

(₹ in Crs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Employee benefit expense	-	-
Losses on acquisition	-	-
Current service cost	0.40	0.36
Total	0.40	0.36
Finance costs	0.02	(0.01)
Gains/(losses) on settlements	-	-
Net impact on the profit before tax	**0.42**	**0.34**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Remeasurements of the net defined benefit liability:		
Opening amount recognized in OCI outside profit and loss account	(0.09)	(0.24)
Return on plan assets excluding amounts included in interest expense/income	0.03	0.05
Actuarial loss / (gain) arising from change in financial assumptions	(0.04)	0.04
Actuarial loss / (gain) arising from change in demographic assumptions	(0.09)	(0.08)
Actuarial loss / (gain) arising on account of experience changes	1.06	0.14
Actuarial gains/(losses) arising from changes in experience	-	-
Net impact on the other comprehensive income before tax	**0.87**	**(0.09)**

iii) **Defined benefit plan assets**

Category of assets (% allocation)	As at March 31, 2023	As at March 31, 2022
Insurer managed funds	3.37	3.82
Total	**3.37**	**3.82**

iv) **Actuarial assumptions**

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.30%	5.90%
Salary escalation rate*	10.00%	9.00%

* takes into account the inflation, seniority, promotions and other relevant factors

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v) **Sensitivity**

Gratuity

(₹ in Crs)

As at March 31, 2023	Change in assumption	Impact on defined benefit obligation	
		Increase	Decrease
Discount rate	0.50%	(0.17)	0.17
Salary escalation rate	0.50%	0.17	(0.17)

As at March 31, 2022	Change in assumption	Impact on defined benefit obligation	
		Increase	Decrease
Discount rate	0.50%	(0.05)	0.05
Salary escalation rate	0.50%	0.05	(0.05)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

vi) **Maturity**

The defined benefit obligations shall mature after year end as follows:

(₹ in Crs)

Particulars	As At March 31, 2023	As At March 31, 2022
Within the next 12 months (next annual reporting period)	1.06	2.37
Between 2 and 5 years	2.43	1.46
Between 5 and 10 years	0.65	0.73
Beyond 10 years	0.41	0.45
Total expected payments	**4.55**	**5.01**

The weighted average duration of the defined benefit obligation is 2.94 years (previous year - 2.33 years)

vii) **Provision for long term incentive plan (LTIP)**

(₹ in Crs)

Particulars	As At March 31, 2023	As At March 31, 2022
Liability for long term incentive plan	2.16	0.89

viii) **Provision for leave encashment**

(₹ in Crs)

Particulars	As At March 31, 2023	As At March 31, 2022
Liability for compensated absences	0.43	0.68

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24 (ii) Lease

Disclosure on Lease in accordance with Indian Accounting Standard (Ind AS) 116 on 'Leases'

A) Payment of Rent from April 01, 2022 to March 31, 2023 is ₹ 2.20 Crore (Previous Year ₹ 2.05 Crore).

B) The following is the breakup of Current and non-current portion of Lease Liability: (₹ in Crs)

Particulars	March 31, 2023	March 31, 2022
Current	1.84	-
Non Current	4.11	-
Total Lease Liability	**5.95**	-

C) The following is the movement of Lease Liability (₹ in Crs)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	-	2.42
Addition	7.66	-
Interest Expense on lease liability	0.49	0.14
Actual payment of rent	2.20	2.56
Closing Balance	**5.95**	-

D) The Carrying Value of Right of Use Asset (₹ in Crs)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	-	2.02
Addition	7.66	-
Gross Carrying value	**7.66**	**2.02**
Depreciation	1.91	2.02
Carrying value of right of use asset	**5.75**	-

E) The following represents the Contractual Maturity of the Lease Liability on an undiscounted basis (₹ in Crs)

Particulars	March 31, 2023	March 31, 2022
On demand	-	-
Upto 3 months	0.55	-
Above 3 months to 12 months	1.66	-
Above 1 Year -3 Years	4.42	-
Above 3 Years-5 Years	-	-
Above 5 Years	-	-
Total	**6.62**	-

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Notes forming part of financial statements as at and for the year ended March 31, 2023

25. Segment information

The Company is engaged in business of financing by way of loans (non banking financial services). All other activities of the Company revolve around the main business and accordingly there are no separate reportable segments, as per Ind AS 108 – Operating Segments.

26. Earnings per share (EPS)

a) The basic earnings per share has been calculated based on the following: **(₹ in Crs)**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net profit after tax available for equity shareholders (A)	325.74	233.25
Weighted average number of ordinary shares	1,03,02,83,466	91,69,855
Weighted average number of compulsorily convertible preference shares (CCPS)	34,49,97,165	9,07,450
Weighted average number of shares (B)	1,37,52,80,631	1,00,77,305

b) The reconciliation between the basic and the diluted earnings per share is as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Basic earnings per share (A/B)	2.37	2.31
Diluted earnings per share (A/B)	2.37	2.31

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27. Capital commitments

(₹ in Crs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	0.22
Undisbursed commitments	-	813.00
Total	-	813.22

There are no contingent liabilities as at March 31, 2023 & March 31, 2022

28 Capital management

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting capital adequacy requirements of the local banking supervisor, Reserve Bank of India (RBI) of India. The adequacy of the Company's capital is monitored using, amongst other measures, the regulations issued by RBI. Company has complied in full with all its externally imposed capital requirements over the reported period. The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

The following additional information is disclosed in terms of the RBI circular (Ref No. DNBR .PD. 008 / 03.10.119 / 2016-17 dated September 01, 2016) and RBI circular DNBR(PD) CC No. 053 / 03.10.119 / 2015-16 :

(₹ in Crs)

Capital to risk assets ratio (CRAR):	Year ended March 31, 2023	Year ended March 31, 2022
Tier I capital	3,432.83	3,114.90
Tier II capital	124.88	99.40
Total capital	**3,557.71**	**3,214.30**
Risk weighted assets	17,061.47	13,685.14
CRAR (%)	20.85%	23.49%
CRAR - Tier I capital (%)	20.12%	22.76%
CRAR - Tier II capital (%)	0.73%	0.73%
Amount of subordinated debt considered as Tier II capital	-	-
Amount raised by issue of perpetual debt instruments	-	-

Regulatory Tier I capital, which comprises share capital, share premium, special reserves, share option outstanding account, retained earnings including current year profit and non-controlling interests less accrued dividends & Intangible assets. Certain adjustments are made to Ind AS based results and reserves, as prescribed by the Reserve Bank of India.

Maturity analysis of assets and liabilities

29 The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ in Crs)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets						
Cash and cash equivalents	533.58	-	533.58	1,241.55	-	1,241.55
Loans	1,066.77	16,650.24	17,717.01	836.40	13,256.60	14,093.00
Other financial assets	0.04	0.25	0.29	-	0.25	0.25
Non-financial assets				-	-	-
Income tax assets (Net)	-	147.65	147.65	-	115.22	115.22
Property, plant and equipment	-	0.48	0.48	-	0.65	0.65
Right of use Assets	-	5.75	5.75	-	-	-
Intangibles Including Intangibles under development	-	1.16	1.16	-	0.85	0.85
Other non-financial assets	0.50	-	0.50	1.58	-	1.58
Total assets	1,600.89	16,805.53	18,406.42	2,079.53	13,373.57	15,453.10
Financial liabilities						
Payables						
(I) Trade payables						
(i) total outstanding dues of micro enterprises and small	0.02	-	0.02	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	0.65	-	0.65	0.78	-	0.78
(II) Other payables						
(i) total outstanding dues of micro enterprises and small	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	3.32	-	3.32	3.03	-	3.03
Debt securities	1,163.03	13,786.78	14,949.81	2,177.72	10,145.02	12,322.74
Borrowings (Other than debt securities)	-	-	-	-	-	-
Finance Lease liabilities	1.84	4.11	5.95	-	-	-
Other financial liabilities	2.38	-	2.38	7.68	-	7.68
Non-financial Liabilities						
Provisions	0.75	2.12	2.87	0.13	1.87	2.00
Other non-financial liabilities	1.69	-	1.69	1.93	-	1.93
Total liabilities	1,173.68	13,793.01	14,966.69	2,191.27	10,146.89	12,338.16
Net	427.21	3,012.52	3,439.73	(111.74)	3,226.68	3,114.94

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30 Fair value measurement

a) Financial Instruments by Category (₹ in Crs)

The following table provides categorization of all financial instruments at carrying value except for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

As at March 31, 2023	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Loans			
- Term loans	-	-	13,283.55
- Debentures and bonds	-	-	4,412.26
- Accrued interest on loans, debentures and bonds		-	21.20
Cash and Cash Equivalents	-	-	533.58
Other financial assets	-	-	0.29
Total financial assets	-	-	**18,250.88**
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	14,525.78
- Commercial paper	-	-	-
- Accrued interest on borrowings			424.03
Trade payables	-	-	0.67
Other Payables	-	-	3.32
Lease liability	-	-	5.95
Other financial liabilities	-	-	2.38
Total financial liabilities	-	-	**14,962.13**

As at March 31, 2022	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Loans			
- Term loans	-	-	11,123.22
- Debentures and bonds	-	-	2,935.16
- Accrued interest on loans, debentures and bonds			34.63
Cash and Cash Equivalents	-	-	1,241.55
Other financial assets	-	-	0.25
Total financial assets	-	-	**15,334.80**
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	11,753.37
- Commercial paper	-	-	248.20
- Accrued interest on borrowings			321.17
Trade payables	-	-	3.81
Other financial liabilities	-	-	7.68
Total financial liabilities	-	-	**12,334.23**

Note: There are no other categories of financial instruments other than those mentioned above. The financial assets are shown gross of provision for Expected Credit Loss

b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

As at March 31, 2023 (₹ in Crs)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Loans					
- Term loans	2	-	-	13,283.55	13,283.55
- Debentures and bonds	2	-	-	4,412.26	4,412.26
- Accrued interest on loans, debentures and bonds	2			21.20	21.20
Total financial assets		-	-	**17,717.01**	**17,717.01**
Financial liabilities					
Debt securities					
- Debentures and bonds	9	-	-	14,525.78	14,525.78
- Commercial papers	9	-	-	-	-
- Accrued interest on borrowings	9	-	-	424.03	424.03
Total financial liabilities		-	-	**14,949.81**	**14,949.81**

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As at March 31, 2022 (₹ in Crs)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Loans					
- Term loans	2	-	-	11,123.13	11,123.13
- Debentures and bonds	2	-	-	2,935.24	2,935.24
- Accrued interest on loans, debentures and bonds	2	-	-	34.63	34.63
Total financial assets		-	-	**14,093.00**	**14,093.00**
Financial liabilities					
Debt securities					
- Debentures and bonds	9	-	-	11,753.37	11,753.37
- Commercial papers	9	-	-	248.20	248.20
- Accrued interest on borrowings	9	-	-	321.17	321.17
Total financial liabilities		-	-	**12,322.74**	**12,322.74**

i) There are no transfers between levels 1, 2 and 3 during the year.

ii) The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The Company uses the following hierarchy for determining and disclosing the fair value of financial assets by valuation technique:

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

The hierarchies used are as follows:

Level 1: Level 1: The fair value of financial instruments traded in active markets (such as mutual funds) is based on quoted market prices at the end of the reporting period. The mutual funds are valued using the closing NAV These instruments are included in Level 1

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

c) Valuation technique used to determine fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

Specific valuation techniques used to value financial instruments include:

- the fair value of the unquoted mutual fund units is determined using observable NAV representing repurchase price issued by the mutual fund/venture capital fund
- the fair values of interest rate swaps is calculated as the present value of the estimated future cash flows based on the observable yield curves.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis and the discount rates used were adjusted for counterparty or own credit risk

d) Valuation Process

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team directly reports to the chief financial officer (CFO) and audit committee (AC). Discussion on valuation processes and result are held between CFO, AC and the valuation team regularly in line with Company's quarterly reporting periods.

e) Fair value of financial assets and liabilities measured at amortised cost (₹ in Crs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Loans				
Rupee loans	13,377.29	13,377.29	11,201.86	11,201.86
Debentures and Bonds	4,443.40	4,443.40	2,955.91	2,955.91
Accrued interest on loans, debentures and bonds	21.20	21.20	34.63	34.63
Total financial assets	**17,841.89**	**17,841.89**	**14,192.40**	**14,192.40**
Financial liabilities				
Debt securities				
Debentures	14,525.78	14,525.78	11,753.37	11,753.37
Commercial papers	-	-	248.20	248.20
Total financial liabilities	**14,525.78**	**14,525.78**	**12,001.57**	**12,001.57**

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual creditworthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk. The fair values of financial liabilities measured at amortised cost i.e. debt securities issued were calculated based on their cash flows discounted using a current borrowing rate. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. Accordingly, fair value of such instruments is not materially different from their carrying amounts.They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts are a reasonable approximation of their fair value. Such instruments include, cash and bank balances, trade and other payables, other financial assets and liabilities. Such amounts have been classified as Level 3 on the basis that no adjustments have been made to the balances in the balance sheet.

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31 Financial risk management

31.1. Introduction

Risk management is an integral part of the business practices of the Company. The framework of risk management concentrates on formalising a system to deal with the most relevant risks, building on existing management practices, knowledge and structures. The process of risk management is paramount to the Company and each employee is accountable for risks relating to his/her responsibilities. The key risk management tenets adopted by the Company includes maker-checker principle and three levels of defence (first level - employee, second level - risk team, third level - internal audit). The Company is exposed to credit risk, interest rate risk, liquidity risk, price risk and operations risk through its business operations.

31.2. Risk management structure

The Company has set up a robust risk governance framework based on the following key principles:

- The Board has ultimate responsibility for the Company's risk management framework. The board is principally responsible for approving the Company's risk related strategies and policies
- To ensure that the Company has a sound system of risk management and internal controls in place, the board has established a risk committee. The risk committee assists the board in relation to the oversight and review of the Company's risk management principles and policies, strategies, appetite, processes and controls. The risk committee has direct access to the Company's management and has open communication with them.
- Policies, processes and systems are put in place for effective risk management.
- The Company has an independent risk unit which is entrusted with the responsibility of implementing risk policy and processes for risk identification, assessment, measurement, monitoring and control. It reports to the Chief Risk Officer (CRO), who in turn reports directly to the Chief Executive Officer (CEO) of the Company. The board has put in place the policy to safeguard the independence of CRO (The CRO meets the Risk Management Committee (RMC) on a quarterly basis without the presence of CEO).
- The Company's Resources team is primarily responsible for funding and liquidity risks and is guided by the asset liability management policy. The market risks of the Company are supervised by the asset liability committee
- The Company's maintains SOPs for all its processes. Operational risks of the Company are monitored by business operations risk committee.
- The Business team monitors project assets on regular basis and highlights pending compliances to senior management on quarterly basis. It also conducts annual site visits and monitors financial covenants.
- Annual review of financial and operational performance of projects and their re-rating is conducted by the risk team.
- Risk management processes are also audited quarterly by internal audit and findings and recommendations are provided to the audit committee.

31.3. Credit risk

Credit risk is the risk of suffering financial loss, should any of the Company's customers, clients or market counterparties fail to fulfil their contractual obligations to the Company. Credit risk arises mainly from loans and advances arising from lending activities.

Credit risk is the single largest risk for the Company's business, management therefore carefully manages its exposure to credit risk. The credit risk management and control are centralised in a risk committee which reports regularly to the Board. The company adheres to high standards of credit risk management and mitigation. The lending proposals are subjected to a thorough assessment of promoters; group financial strength and leverage; operational & financial performance track record; cash flows; valuation of collateral

The exposures are subjected to regular monitoring of (i.e. cash flows of the projects, security cover and operational performance is regularly monitored). The Company manages and controls credit risk by setting limits on the amount of exposure at each sector/sub-sector level. The concentration of risk is monitored in relation to such limits

31.3.1. Credit risk measurement - loans and advances

The estimation of credit exposure for risk management purposes is complex and requires the use of models, as the exposure varies with changes in market conditions, expected cash flows and the passage of time. The assessment of credit risk of a loans and advances (including loan commitments) entails further estimations as to the likelihood of defaults occurring, of the associated loss ratios and of default correlations counterparties. The Company measures credit risk using probability of default (PD), exposure at default (EAD) and loss given default (LGD). This is similar to the approach used for the purpose of measuring expected credit loss (ECL) under Ind AS 109

The Company's concentration risk is managed at the sector/sub-sector level. These limits are approved by the risk committee and reviewed at regular intervals. The following table shows the risk concentration towards each sector/sub-sector.

Sector/sub-sector	Exposure limit as per risk policy		Exposure as % of total exposure		Amount Outstanding (₹ in Crs)	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Energy Generation - Wind	25%	25%	10.98%	14.08%	2,186.59	1,999.11
Energy Generation - Solar	45%	45%	39.47%	31.00%	6,431.85	4,401.67
Energy Generation - Hydro	15%	15%	0.00%	0.00%	-	-
Energy Generation - Other	25%	25%	18.45%	16.54%	3,716.07	2,349.35
Energy Transmission	25%	25%	3.73%	10.66%	746.80	1,513.70
Total Energy Sector	85%	-	-	-	-	-
Transport - Roads	-	-	4.06%	2.24%	119.79	318.36
Ports, Airports, Railways etc. (without tripartite)	25%	25%	8.59%	8.28%	1,720.24	1,175.69
Logistics	25%	25%	1.98%	2.84%	399.94	403.99
Bulk Material Transportation	25%	25%	2.31%	3.33%	464.99	472.99
Other social and commercial infrastructure	25%	25%	0.00%	1.02%	-	145.40
Hospitals	25%	25%	0.88%	1.76%	178.05	249.47
Education Institutions	25%	25%	0.37%	0.96%	73.87	136.22
Water & Sanitation	15%	15%	2.75%	0.00%	521.79	-
Communication	15%	15%	6.43%	7.29%	1,279.49	1,034.59
Total			100.00%	100.00%	17,839.47	14,200.55

a) Credit risk grading

The Company uses internal credit risk grading framework that reflects its assessment of the probability of default of individual counterparty. The Company use internal rating model tailored to various categories of counterparties. Borrower and loan specific information collected at the time of initial application and annual re-rating exercise is fed into risk rating model. This is supplemented by external data such as credit bureau scoring information.

The framework is robust and comparable to credit models used by premier credit rating bureaus. The credit rating model considers various parameters (such as promoter strength, operating risk, market risk, financial factors, etc.) and a score is assigned to each parameter between 1 (lowest) to 5 (highest). The internal rating grade is based on the final score derived from the credit rating model.

The Company's internal score scales and mapping of internal rating grades are set out below:

Internal score	Internal rating grades	Description of the grade
5.00 - 4.00	iAAA	Highest Safety
3.91 - 4.00	iAA+	High Safety
3.81 - 3.90	iAA	
3.71 - 3.80	iAA-	
3.61 - 3.70	iA+	Adequate Safety
3.51 - 3.60	iA	
3.41 - 3.50	iA-	
3.11 - 3.40	iBBB+	Moderate Safety
2.81 - 3.10	iBBB	
2.61 - 2.80	iBBB-	
2.25 - 2.60	iBB+, iBB & iBB-	Moderate Risk
1.00 - 2.25	iB, iC & iD	High Risk/ Very High Risk/ Default

As per risk rating policy, the Company does not finance the projects below having internal rating grade below iBBB-, arrived as per the above mentioned risk rating framework. In case of difference between internal rating grade and external credit rating (if any), then lower of the two ratings would be considered while evaluating the minimum rating criteria.

However, at the time of sanction, if the external credit rating is below internal rating grade, but is expected to improve due to various factors (including refinance loan terms), Company may provide financial assistance to such borrowers on the condition that the disbursement would be made only after the minimum investment grade rating as aforesaid is obtained.

An annual review of the loans / debentures (credit substitutes) would be conducted to determine the credit migration and rating of the portfolio. The analysis below summarises the credit quality of the Company's debt portfolio at March 31.

Internal rating grades	% of total customer		% of total outstanding	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
iAAA	0%	0%	0%	0%
iAA+, iAA, iAA-	30%	33%	44%	40%
iA+, iA, iA-	48%	40%	39%	36%
iBBB+	17%	18%	15%	20%
iBBB	3%	6%	2%	3%
iBBB-	2%	3%	0%	1%
Total	100%	100%	100%	100%

b) Expected credit loss measurement

Ind AS 109 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired. Refer note 31(b)(i) below for a description of how the Company determines when a significant increase in credit risk has occurred
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'. Refer note 31(b)(ii) below for a description of how the Company defines credit-impaired and default
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 have their ECL measured based on expected credit losses on a lifetime basis while for Stage 3, probability of default is taken as 100%. Refer note 31(b)(iii) below for a description of inputs, assumptions and estimation techniques used in measuring the ECL.
- A pervasive concept in measuring ECL in accordance with Ind AS 109 is that it should consider forward-looking information.

The following diagram summarises the impairment requirements under Ind AS 109:

Change in credit quality since initial recognition

Stage 1	Stage 2	Stage 3
(Initial recognition)	(Significant increase in credit risk since initial recognition)	(Credit-impaired assets)
12-month expected credit losses	**Lifetime expected credit losses**	**PD taken as 100%**

i) Significant increase in credit risk (SICR)

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the quantitative, qualitative or backstop criteria have been met

Quantitative criteria:

The credit risk on a financial asset of the Company are assumed to have increased significantly since initial recognition when contractual payments are more than 61 days past due. Accordingly the financial assets shall be classified as Stage 2, if on the reporting date, it has been more than 61 days past due.

Qualitative criteria:

For all financial instruments held by the Company, if the borrower is on the watch list and/or the instrument meets one or more of the following criteria:

- Internal rating downgrade of two notches or more
- Any event/s of non-cooperation
- Evidence of diversion of funds

Backstop:

A backstop is applied and the financial instrument considered to have experienced a significant increase in credit risk if the borrower is more than 61 days past due on its contractual payments.

The Company has not used the low credit risk exemption for any financial instruments in the year ended March 31, 2023.

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ii) Default and credit-impaired asset

The Company defines a financial asset as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

__Quantitative criteria:__

The borrower is more than 90 days past due on its contractual payments to be considered in default

__Qualitative criteria:__

The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances where:

- the borrower is in long-term forbearance
- the borrower is insolvent

The criteria above have been applied to all financial instruments held by the Company and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the probability of default (PD), exposure at default (EAD) and loss given default (LGD) throughout the Company's expected loss calculations.

iii) Upgradation from higher stage to lower stage

For upgradation from higher stage to lower stage (i.e. to have cured):

Loan and advances is not moved from higher stage to lower stage immediately after payment of overdue amount, following cooling off period is applied:

From Stage 2 to Stage 1

- Continues in lower than 61 dpd for at least six months

From Stage 3 to Stage 2

- Continues in lower than 90 dpd for at least six months or
- Moves to Zero dpd

This period of six months has been determined based on an analysis which considers the likelihood of a financial instrument returning to default status after cure using different possible cure definitions.

iv) Measuring ECL – Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the probability of default (PD), exposure at default (EAD), and loss given default (LGD), defined as follows:

PD Estimation:

The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.

The lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis.

The credit quality of the portfolio is assessed using internally developed credit rating model. The internal rating grade is determined for every initial application and annual re-rating is also performed for all existing counterparties. In the absence of default/SMA history and limited number of counterparties involved, credit rating data available in public domain has been used to assign PDs to Internal rating grades

- For Stage 1, 12 month PD are calculated. CRISIL 1 year cumulative default rate data and GDP forecast estimates have been used to arrive at 12 month PD for base case, best case and worst case economic scenarios
- For Stage 2, Lifetime PD are calculated by considering the survival rate of the counterparty for the remaining maturity. The PD is based on CRISIL average transition matrices based on corporates.
- For Stage 3, Lifetime PD is taken as 100%.

__Internal rating grades – 12 month PD Mapping:__

Internal rating grades		PD% Base Case	PD% Best Case	PD% Worst Case
Highest Safety	iAAA	0.03%	0.03%	0.20%
High Safety	iAA+	0.03%	0.03%	0.40%
	iAA	0.03%	0.03%	0.40%
	iAA-	0.03%	0.03%	0.40%
Adequate Safety	iA+	0.05%	0.03%	0.71%
	iA	0.05%	0.03%	0.71%
	iA-	0.05%	0.03%	0.71%
Moderate Safety	iBBB+	0.48%	0.04%	3.41%
	iBBB	0.48%	0.04%	3.41%
	iBBB-	0.48%	0.04%	3.41%
Moderate Risk	iBB+	3.51%	0.77%	11.48%
	iBB	3.51%	0.77%	11.48%
	iBB-	3.51%	0.77%	11.48%
High Risk	iB	9.21%	2.96%	22.09%
Very High Risk	iC	23.46%	10.07%	43.25%
Default	iD	100.00%	100.00%	100.00%

Exposure at default:

EAD is based on the amounts the Company expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD).

For amortising products and bullet repayment loans, this is based on the contractual repayments owed by the borrower over a 12 month or lifetime basis. This will also be adjusted for any expected overpayments made by a borrower. Early repayment/refinance assumptions are also incorporated into the calculation.

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<u>Loss given default:</u>

Loss Given Default (LGD) represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by product type and security coverage.

- In case of re-financing of operating road project, the Company enters into a tripartite agreement with the concessionaire and NHAI/any other project authority for ensuring a compulsory buyout with termination payments. The LGD for road project loans is taken as 5% since the entire credit exposure arising out of loan agreement is secured by way of tripartite agreement with Government authorities. 5% assumption on LGD is hence assumed only to capture any time delay in enforcing the tripartite agreement

- In case of re-financing of other operating infrastructure project loans, the primary credit support is cash flow control and additional comfort is taken as project assets as collateral. In absence of actual instances of default and consequential recoveries, the LGD rates under "Foundation IRB approach" as prescribed by RBI, after considering the threshold level of collateralisation and required level of over collateralisation for full recognition of collateral, have been taken as a proxy measure.

<u>ECL computation:</u>

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month).

v) Forward-looking information incorporated in the ECL model

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Company has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for portfolio

Judgment has also been applied in this process. Forecasts of these economic variables (the "base economic scenario") are provided on a regular basis and provide the best estimate view of the economy over the next five years

The assessment of SICR is performed using the Lifetime PD under each of the base, and the other scenarios, multiplied by the associated scenario weighting, along with qualitative and backstop indicators. This determines whether the whole financial instrument is in Stage 1, Stage 2, or Stage 3 and hence whether 12-month or lifetime ECL should be recorded. Following this assessment, the Company measures ECL as either a probability weighted 12 month ECL (Stage 1), or a probability weighted lifetime ECL (Stages 2 and 3). These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting (as opposed to weighting the inputs)

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Company considers these forecasts to represent its best estimate of the possible outcomes and has analysed the non-linearities and asymmetries within the Company's different portfolios to establish that the chosen scenarios are appropriately representative of the range of possible scenarios.

The Company has identified the "GDP growth rate" as a key driver for the expected credit loss. To smoothen the GDP growth rate for past 15 years, GDP growth rates achieved during black swan events such as during the COVID period (FY21) and subsequent high revival growth rate (FY22) have not been considered while taking the GDP numbers for March 2023 ECL workings

The following table sets out the assumptions used for base case, best case and worst case ECL scenarios, taking GDP growth rate as key driver for expected loss:

Year ended March 31, 2023

ECL Scenario	Assigned probabilities %	FY24	FY25	FY26	FY27	FY28
Base case	50%	5.89%	6.33%	6.21%	6.07%	6.00%
Best case	20%	8.71%	9.15%	9.03%	8.89%	8.82%
Worst case	30%	3.07%	3.51%	3.39%	3.25%	3.18%

Year ended March 31, 2022

ECL Scenario	Assigned probabilities %	FY23	FY24	FY25	FY26	FY27
Base case	50%	8.15%	6.89%	6.99%	7.04%	6.54%
Best case	20%	11.08%	9.82%	9.92%	9.97%	9.46%
Worst case	30%	5.23%	3.97%	4.06%	4.11%	3.61%

The GDP estimates are used to project the grade wise PD for base case, best case and worst case scenario. The final (weighted) ECL is arrived at by assigning 50%, 20% and 30% weights to the base case, best case and worst case ECL respectively.

The GDP estimates are presented for financials years

	Year ended March 31, 2023			Year ended March 31, 2022		
	Base case	Best case	Worst case	Base case	Best case	Worst case
Assigned probabilities %	50%	20%	30%	50%	20%	30%
ECL (₹ in Crs)	14.56	3.13	123.84	7.24	2.21	63.50

Scenario weighted ECL as on March 31, 2023 is ₹ 45.06 crore (March 31, 2022 is ₹ 23.11 crore).

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vi) **Financial assets measured on a collective basis**
ECL is calculated on individual basis for all loan assets.

vii) **Proposal appraisal**
The Company collects relevant project/ corporate documents and initiate appraisal of the proposal. The evaluation process encompasses establishment of viability of proposal including borrower's ability to service the loan. The evaluation is undertaken through a combination of review of project/corporate documents, external rating rationales (if any), meetings with project promoters/key officials, site visits, etc

Proposals shall be approved by the Board/ Committee of the Board post recommendation by the decision board.

Term loans /debentures can have fixed rate or floating rate of interest linked to the Company's benchmark rate or another agreed benchmark. There may be reset of spreads after defined intervals.

Below is the mix of assets with spread reset dates falling within 1 year and more than 1 year:

Particulars	As at March 31, 2023	As at March 31, 2022
Less than 1 year	1.47%	2.12%
More than 1 year	98.53%	97.88%

viii) **Overview of modified and forborne loan**
All the loan assets of the Company are categorised under Stage 1 and there are no modified or forborne loans

c) **Credit risk exposure**

i) **Maximum exposure to credit risk - Loans and debenture measured at amortised subject to impairment**
The following table contains an analysis of the credit risk exposure of financial instruments for which an ECL allowance is recognised. The gross carrying amount of financial assets below also represents the Company's maximum exposure to credit risk on these assets.

(₹ in Crs)

Term loans and debentures	As at March 31, 2023			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety	-	-	-	-
High Safety	7,835.66	-	-	7,835.66
Adequate Safety	6,972.42	-	-	6,972.42
Moderate Safety	3,031.39	-	-	3,031.39
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	17,839.57	-	-	17,839.57

Term loans and debentures	As at March 31, 2022			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety	-	-	-	-
High Safety	5,665.18	-	-	5,665.18
Adequate Safety	5,167.40	-	-	5,167.40
Moderate Safety	3,367.97	-	-	3,367.97
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	14,200.55	-	-	14,200.55

ii) **Maximum exposure to credit risk - Financial instruments not subject to impairment**
The Company does not have any exposure to Financial instruments not subjected to impairment.

iii) **Collateral and other credit enhancement**
The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are in place covering the acceptability and valuation of each type of collateral.

The Company employs a range of policies and practices to mitigate credit risk. The most common of these is accepting collateral for funds advanced. The Company has internal policies on the acceptability of specific classes of collateral or credit risk mitigation.

The Company prepares a valuation of the collateral obtained as part of the loan origination process. This assessment is reviewed periodically. The principal collateral types are:

- charges over tangible assets such as property, plant and equipment; and
- charges over book debts, inventories, bank deposits, and other working capital items; and
- charges over financial instruments such as debt securities and equities.

The fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a regular basis.

(₹ in Crs)

Particulars	Gross Exposure	Impairment allowance	Undrawn amount	EIR Adjustment	Carrying amount
As at March 31, 2023					
Loans to corporate entities/individuals:					
- Term loans	13,377.29	93.74	-	53.56	13,283.55
- Debentures and bonds	4,443.40	31.14	-	17.79	4,412.26
- Accrued interest on loans, debentures and bonds	21.20	-	-	-	21.20
Total	17,841.89	124.88	-	71.35	17,717.01
As at March 31, 2022					
Loans to corporate entities/individuals:					
- Term loans	11,201.86	78.70	813.00	45.94	11,123.16
- Debentures and bonds	2,955.91	20.70	-	2.99	2,935.21
- Accrued interest on loans, debentures and bonds	34.63	-	-	-	34.63
Total	14,192.40	99.40	813.00	48.93	14,093.00

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iv) Loss allowance

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent "step up" (or "step down") between 12-month and Lifetime ECL;
- additional allowances for new financial instruments recognised during the period, as well as releases for financial instruments de-recognised in the period;
- impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models;
- impacts on the measurement of ECL due to changes made to models and assumptions;
- financial assets derecognised during the period and write-offs of allowances related to assets that were written off during the period.

An analysis of change in the gross carrying amount of the loan portfolio and corresponding loss allowance:

The following table further explains changes in the gross carrying amount of the loan portfolio to help explain their significance to the changes in the loss allowance for the same portfolio as discussed below:

(₹ in Crs)

Term loans and debentures	Year ended March 31, 2023			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	14,192.40	-	-	14,192.40
New assets originated or purchased	6,560.59	-	-	6,560.59
Assets derecognised or repaid	(2,911.10)	-	-	(2,911.10)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	17,841.89	-	-	17,841.89

Term loans and debentures	Year ended March 31, 2022			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	8,476.70	-	-	8,476.70
New assets originated or purchased	9,356.91	-	-	9,356.91
Assets derecognised or repaid	(3,641.21)	-	-	(3,641.21)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	14,192.40	-	-	14,192.40

The following table explains the changes in the loss allowance between the beginning and at the end of the annual period due to various factors:

(₹ in Crs)

Term loans and debentures	Year ended March 31, 2023			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	99.41	-	-	99.41
New assets originated or purchased	45.92		-	45.92
Assets derecognised or repaid	(20.45)	-	-	(20.45)
Net remeasurement of loss allowance	-		-	-
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	124.88	-	-	124.88

Term loans and debentures	Year ended March 31, 2022			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	53.28	-	-	53.28
New assets originated or purchased	65.50	-	-	65.50
Assets derecognised or repaid	(27.85)	-	-	(27.85)
Net remeasurement of loss allowance	8.48	-	-	8.48
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	99.41	-	-	99.41

The origination of new loan assets is the primary factor that contributed to the change in the loss allowance during the period.

31.3.2. Other financial assets

The Company has credit risk exposure in cash and cash equivalents, deposits with banks, and other financial assets. Cash and cash equivalents and bank deposits are held with only high rated banks/financial institutions only, therefore credit risk is perceived to be low. The Company has no significant concentration of credit risk.

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31.4. Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stressful circumstances. To limit this risk management has adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a monthly basis. The Company has developed internal control processes and contingency plans for managing liquidity risk.

Prudent liquidity risk management implies maintaining liquid investments. In accordance with the Company's policy, the liquidity position is assessed by setting limits on the amount of liquidity exposure and monitoring exposures in relation to each such limits:

a) Liquidity Risk framework

Category	Limits
Limits on cumulative negative gaps, as a % of cumulative outflows [maximum]	-10% of cumulative outflows for 0 to 7 days, over 7 days to 14 days -20% of cumulative outflows for 14 days to 1-month -30% of cumulative outflows for 1-month to 6-months -40% of cumulative outflows for 6-months to 1-year -55% of cumulative outflows for 1-year to 3-years -70% of cumulative outflows for 3-years to 5-years
Capital adequacy ratio (CRAR) [minimum]	15%
Capital Classification	Tier II Capital shall not exceed Tier I Capital
Borrowings through shorter tenor bonds and commercial papers (CPs)	Up to 10% of total outstanding borrowings
Credit rating [minimum]	A
Liquidity coverage ratio (LCR) [minimum]	0.70
Earnings at risk (EaR) [maximum]	₹ 15 Crore

b) Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Repayments which are subject to notice are treated as if notice were to be given immediately. However, the Company expects that many customers will not request repayment on the earliest date it could be required to pay and the table does not reflect the expected cash flows indicated by its deposit retention history.

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As at March 31, 2023	1 - 7 Days	8 - 14 Days	15 Days - 1 Month	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months to 6 Months	Over 6 Months to 1 Year	Over 1 Year to 3 Years	Over 3 Year to 5 Years	Above 5 Years	Total
Financial assets											
Loans	-	22.95	17.46	26.09	200.47	253.99	568.76	2,504.93	2,499.38	11,768.39	17,862.42
Total undiscounted financial assets	-	22.95	17.46	26.09	200.47	253.99	568.76	2,504.93	2,499.38	11,768.39	17,862.42
Financial liabilities											
Debt securities	-	-	48.55	88.36	33.21	459.20	533.71	2,870.00	9,177.00	1,812.00	15,022.03
Total undiscounted financial liabilities	-	-	48.55	88.36	33.21	459.20	533.71	2,870.00	9,177.00	1,812.00	15,022.03

As at March 31, 2022	1 - 7 Days	8 - 14 Days	15 Days - 1 Month	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months to 6 Months	Over 6 Months to 1 Year	Over 1 Year to 3 Years	Over 3 Year to 5 Years	Above 5 Years	Total
Financial assets											
Loans	-	37.31	20.34	23.77	138.98	202.93	415.75	2,322.06	2,264.69	8,812.04	14,237.86
Total undiscounted financial assets	-	37.31	20.34	23.77	138.98	202.93	415.75	2,322.06	2,264.69	8,812.04	14,237.86
Financial liabilities											
Debt securities	-	151.94	62.58	440.85	33.21	438.29	1,050.84	2,240.00	6,622.00	1,314.46	12,354.17
Total undiscounted financial liabilities	-	151.94	62.58	440.85	33.21	438.29	1,050.84	2,240.00	6,622.00	1,314.46	12,354.17

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c) **Public disclosure on liquidity risk**

The disclosure in terms of RBI circular ref. DOR.NBFC(PD)CC.NO.102/03.10.001/2019-20 dated November 04, 2019 on liquidity risk management framework for NBFCs is provided below-

(i) **Funding concentration based on significant counterparty**

Sr no	Year	No. of counterparties	Amount (₹ In Crs)	% of Total Borrowings	% of Total Liabilities
1	March 31, 2023	21	10,695.00	73.26%	71.46%
2	March 31, 2022	24	9,566.70	79.50%	77.54%

(ii) **Top 20 large deposits - Nil**

(iii) **Top 10 borrowings: ₹ 7,995 Crore (represent 54.77% of total borrowings) (previous year 6,674 crore represent 55.46% of total borrowings)**

(iv)	Funding concentration based on significant instrument/product	March 31, 2023		March 31, 2022	
Sr no	Name of instrument	Amount (₹ in Crs)	% of Total Liabilities	Amount (₹ in Crs)	% of Total Liabilities
1	Non Convertible Debentures	14,598.00	100.00%	12,074.54	97.86%
2	Commercial papers	-	-	248.20	2.01%

(v)	Stock ratios:	March 31, 2023			March 31, 2022		
Sr no	Instrument	As a % of total public funds	As a % of total liabilities	As a % of total assets	As a % of total public funds	As a % of total liabilities	As a % of total assets
(a)	Commercial papers	NA	Nil	Nil	NA	2%	2%
(b)	Non Convertible Debentures (original maturity <1 year)	NA	Nil	Nil	NA	Nil	Nil
(c)	Other short term liabilities	NA	8%	6%	NA	18%	14%

(vi) Institutional set-up for liquidity risk management

The Company has instituted Asset Liability Management Policy under which the Asset Liability Management Committee (ALCO) has been set up for oversight Asset Liability Management (ALM), including liquidity risk management. The overall ALM framework as well as liquidity risk is managed by-

(i) **Board**-which provides the overall direction for the Policy and framework.

(ii) **ALCO**-comprises of Chief Executive Officer (CEO), Chief Risk Officer (CRO), Chief Financial Officer (CFO) and Chief Business Officer (CBO). It is a decision making body responsible for strategic management of interest rate and liquidity risks.

(iii) **Asset Liability Management Support Group**-which consist of operating staff from Risk, Accounts and Resources group, who analyse/monitor liquidity profile, limits & report to ALCO & RBI.

(iv) **Finance Committee**-comprises of CEO, CRO, CBO and CFO which is authorised to borrow monies through various instruments permitted by RBI.

(v) **Resources Group**-which is ALM support group and is responsible for fund raising, maintain appropriate liquidity buffers, provide market related inputs and actively implement ALM strategy.

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D) Disclosure on Liquidity Coverage Ratio (LCR) under RBI circular no. RBI/2019-20/88 DOR NBFC (PD) CC. No.102/03.10.001/2019-20 dated November 04, 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies

Particulars		Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#
High Quality Liquid Assets		31-Mar-23		31-Dec-22		30-Sep-22		30-Jun-22	
1	Total High Quality Liquid Assets (HQLA)1	997.96	997.96	1,421.68	1,421.68	1,466.52	1,466.52	545.17	545.17
Cash Outflows									
2	Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
3	Unsecured wholesale funding	-	-	-	-	-	-	-	-
4	Secured wholesale funding	308.51	354.78	157.42	181.03	345.69	397.55	161.15	185.32
5	Additional requirements, of which	-	-	-	-	-	-	-	-
(i)	Outflows related to derivative exposures	-	-	-	-	-	-	-	-
(ii)	Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
(iii)	Credit and liquidity facilities	-	-	-	-	-	-	-	-
6	Other contractual funding obligations	747.93	860.12	398.69	458.59	228.75	263.06	587.30	675.39
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	Total Cash Outflows	1,056.44	1,214.90	556.11	639.62	574.44	660.61	748.45	860.71
Cash Inflows									
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	391.85	293.88	410.78	308.08	271.98	203.99	241.62	181.21
11	Other cash inflows	612.69	459.51	146.89	110.17	200.11	150.08	472.57	354.43
12	Total Cash Inflows	1,004.54	753.39	557.67	418.25	472.09	354.07	714.19	535.64
			Total Adjusted Value		Total Adjusted Value		Total Adjusted Value		Total Adjusted Value
13	Total HQLA		997.96		1,421.68		1,466.52		545.17
14	Total Net Cash Outflows (Higher of inflow less outflows or 25% of outflows		461.51		221.37		306.54		325.07
15	LIQUIDITY COVERAGE RATIO (%)		216%		642%		478%		168%

*Unweighted values calculated as outstanding balances maturing or callable within 30 days (for inflows and outflows).
Weighted values calculated after the application of respective stress factors on inflow (75%) and outflow (115%).
Notes :
1. HQLA includes unencumbered portion of current account balance, short term fixed deposits with scheduled commercial banks
2. The above numbers of quarter end reporting date are simple average values of previous 3 months

(a) the main drivers of their LCR results and the evolution of the contribution of inputs to the LCR's calculation over time:
(b) intra-period changes as well as changes over time: Quarterly LCR mentioned in table above
(c) the composition of HQLAs: Mentioned in above table
(d) concentration of funding sources: Refer 31.4 (c) liquidity risk
(e) derivative exposures and potential collateral calls: NA
(f) currency mismatch in the LCR: NA
(g) other inflows and outflows in the LCR calculation that are not captured in the LCR common template but which the institution considers to be relevant for its liquidity profile: NA

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31.5. Market Risk

The risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and mutual fund NAV's.

a) Interest rate risk-lending

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Company's main interest rate risk arises from lending with variable rates, which expose the Company to cash flow interest rate risk. During March 31, 2023 and March 31, 2022, the Company's lending portfolio at variable rate are mainly denominated in Indian rupees (₹).

The Company's fixed rate lending portfolio is carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

i) Interest rate risk exposure **(₹ in Crs)**

The exposure of the Company's lending portfolio to interest rate changes at the end of the reporting years are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Variable rate lending portfolio	262.33	301.30
Fixed rate loans	17,577.14	13,899.25
Total	17,839.47	14,200.55

As at the end of the reporting period, the Company had the following variable rate lending portfolio outstanding:

As at March 31, 2023	Weighted average interest rate	Balance	% of total loans
Loans	8.72%	262.33	1.47%
Net exposure interest rate risk	8.72%	262.33	1.47%

As at March 31, 2022	Weighted average interest rate	Balance	% of total loans
Loans	8.81%	301.30	2.12%
Net exposure interest rate risk	8.81%	301.30	2.12%

An analysis by maturities is provided in note 31.4. The percentage of total loans shows the proportion of loans that are currently at variable rates in relation to the total amount of debt securities.

ii) Sensitivity

a) Interest rate risk - Loans and debenture

Profit or loss is sensitive to higher/lower interest expense from lending portfolio as a result of changes in interest rates.

Particulars	Impact on profit after tax	
	Year ended March 31, 2023	Year ended March 31, 2022
Interest rates – increase by 100 basis points	2.62	3.01
Interest rates – decrease by 100 basis points	(2.62)	(3.01)

* The sensitivity is derived holding all other variables constant

b) Price risk

Since the Company does not hold any equity instruments, it is not exposed to price risk.

c) Foreign currency risk:

The Company does not have any foreign currency exposures in respect of financial assets and financial liabilities as at the balance sheet date that will result in net currency gains or losses in the statement of profit and loss due to change foreign currency exchange rates. This mitigates the foreign currency risk exposure for the Company.

31.6. Operational and business risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. Operational risk management process comprises of identification, assessment, measurement, monitoring / controlling, reporting and mitigation of operational risk. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit. Periodic Business Operational Risk Committee (BORC) meetings are convened to keep a track of operational risks and mitigation plans across the Company.

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for the year ended March 31, 2023

32 Related Party Disclosure

List of Related Parties

a) Parent Entity
National Investment and Infrastructure Fund II

b) Entity with significant influence
National Investment and Infrastructure Fund Limited (Investment Manager of National Investment and Infrastructure Fund II)

b) Associates Companies / JVs
Aseem Infrastructure Finance Limited

c) Key Management Personel
Mr. Shiva Rajaraman - Chief Executive Officer (Appointed wef July 1, 2022)
Mr. Sadashiv S. Rao - Chief Executive Officer (Cease to be CEO wef June 30, 2022)
Mr. V. Narayanan Iyer - Chief Financial Officer
Mr. Sanjay Ajgaonkar - Chief Financial Officer (Cease to be CFO wef Aug 31, 2021)
Mr. Ankit Sheth - Company Secretary (Appointed wef Dec 21, 2022)
Ms. Shweta Laddha - Company Secretary (Cease to be CS wef Dec 06, 2021)

d) Directors
Mr. Surya Prakash Rao Pendyala - Nominee Director, NIIF
Mr. AKT Chan - Nominee Director, NIIF
Ms. Ritu Anand - Independent Director (Ceased to be a Director w.e.f. May 6, 2022)
Mr. Rajiv Dhar - Nominee Director, NIIF
Mr. Ashwini Kumar - Independent Director
Ms. Rosemary Sebastian - Independent Director (Appointed w.e.f. June 7, 2022)
Mr. Prashant Kumar Ghose - Independent Director ((Appointed w.e.f. February 1, 2023)

(₹ in Crs)

Related Party	Parent		Entity with significant influence		Subsidiaries		Associates/JV		KMPs		Relatives of KMPs		Directors		Relatives of Directors		Total	
Items	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22
Recovery against Shared Service Cost	-	-	-	-	-	-	0.54	1.07	-	-	-	-	-	-	-	-	0.54	1.07
Reimbursement of Processing fees received	-	-	-	-	-	-	-	0.87	-	-	-	-	-	-	-	-	-	0.87
Reibursement of expenses to related Party	-	-	0.07	-	-	-	0.01	0.03	-	-	-	-	-	-	-	-	0.08	0.03
Purchase of Loans & Advances	-	-	-	-	-	-	-	183.66	-	-	-	-	-	-	-	-	-	183.66
Proceeds from issue of equity share capital	-	-	-	-	-	-	-	114.55	-	-	-	-	-	-	-	-	-	114.55
Proceeds from issue of equity share premium	-	-	-	-	-	-	-	197.38	-	-	-	-	-	-	-	-	-	197.38
Managerial Remuneration	-	-	-	-	-	-	-	-	6.57	4.65	-	-	-	-	-	-	6.57	4.65
Sitting Fees	-	-	-	-	-	-	-	-	-	-	-	-	0.41	0.16	-	-	0.41	0.16
Balances outstanding	-	-	-	-	-	-	0.04	-	-	-	-	-	-	-	-	-	0.04	-
Total	-	-	**0.07**	-	-	-	**0.59**	**497.75**	**6.57**	**4.66**	-	-	**0.41**	**0.16**	-	-	**7.66**	**502.56**

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for the year ended March 31, 2023

33 **Other Disclosures:**

a) **Ratios**

Ratios	Description	March 31, 2023	March 31, 2022
Debt-Equity Ratio	Total Debt / Total Equity	4.35	3.96
Current Ratio	NA	NA	NA
Long Term Debt to Working Capital	NA	NA	NA
Bad Debts to Account Receivable Ratio	NA	NA	NA
Current Liability Ratio	NA	NA	NA
Total Debts to Total Assets	Total Debt / Total Asset	0.81	0.80
Debtors Turnover	NA	NA	NA
Inventory Turnover	NA	NA	NA
Operating Margin (%)	Operating Profit / Total Revenue	23.12%	23.13%
Net Profit Margin (%)	PAT / Total Revenue	23.13%	23.68%
Net Worth (in crore)	Share capital + Reserves and surplus + Instruments entirely equity in nature	3,439.73	3,114.94
Net Profit After Tax (in crore)		325.74	233.25
Earnings Per Share (Basic)	PAT / Total number of shares	2.37	2.31
Earnings Per Share (Diluted)	PAT / Total diluted number of shares	2.37	2.31
Gross/ Net Non-Performing Assets (NPAs)		Nil	Nil
Capital Redemption Reserve/Debenture Redemption Reserve *	NA	NA	NA
LCR	Liquidity coverage ratio	2.16	1.99

* Not applicable, being a Non-Banking Financial Service Company registered with the Reserve Bank of India.

b) There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

c) No proceeding has been initiated during the year or pending against the Company for holding any Benami property

d) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

e) During the current year the Company has not traded or invested in Crypto currency or Virtual Currency.

f) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

g) The Company, has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

h) The Company, has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

i) The information as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information received from suppliers regarding their status under the said act as available with the Company and relied upon by the auditors, is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Outstanding principal amount and interest due to suppliers registered under MSMED Act and remaining unpaid at the year end:	0.02	-
- Principal amount	0.02	-
- Interest due thereon	-	-
Interest paid other than under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-
Interest paid under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period	-	-
Amount of interest due and payable (where the principal has already been paid but interest has not been paid).	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act	-	-

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for the year ended March 31, 2023

34 The following additional information is disclosed in terms of the RBI circular (Ref No. DNBR. PD. 008 / 03.10.119 / 2016-17 dated September 01, 2016) and RBI circular DNBR(PD) CC No. 053 / 03.10.119 / 2015-16 :

(a) Capital to risk assets ratio (CRAR): Refer note 28

(b) Details of investments are set out below:

			As at March 31, 2023	As at March 31, 2022
1	**Value of Investments**			
(i)	Gross Value of Investments			
(a)	In India		-	-
(b)	Outside India		-	-
		(A)	-	-
(ii)	**Provision for depreciation**			
(a)	In India		-	-
(b)	Outside India		-	-
		(B)	-	-
(iii)	**Net Value of Investments**			
(a)	In India		-	-
(b)	Outside India		-	-
		(A-B)	-	-
2	**Movement of provisions held towards depreciation on investments.**			
(i)	Opening balance		-	-
(ii)	Add: Provisions made during the year		-	-
(iii)	Less: Write-offs/ write-back of excess provisions during the year		-	-
(iv)	Closing balance		-	-

(c) Investor group wise classification of all investments (Current and Long Term) in shares and securities (both Quoted and Unquoted):

	As at March 31, 2023		As at March 31, 2022	
	Market Value/ Breakup Value / Fair Value / NAV	**Book Value Net of Provision**	**Market Value/ Breakup Value / Fair Value / NAV**	**Market Value/ Breakup Value / Fair Value / NAV**
1 Related parties	-	-	-	-
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2 Other than related parties	-	-	-	-
Total	-	-	-	-

(d) Securitisation /Assignment

The Company has not under taken any transactions of Securitisation/Assignment in the current and in the previous year and hence the related disclosures are not applicable to the Company

(e) Details of non-performing financial assets purchased/sold and accounts subjected to restructuring:

The Company has not undertaken any transactions for purchase/sale of NPA's in the current and in the previous year and hence the related disclosure are not applicable to the Company

(f) Asset Liability Management Maturity pattern of certain items of assets and liabilities

Please refer note 31.4 for the Asset Liability Management maturity patterns

In computing the above information, certain estimates, assumptions and adjustments have been made by the Management which have been relied upon by auditors

(g) Exposures to real estate sector (Based on amounts sanctioned):

This disclosure is not applicable to the Company as there are no exposures, direct or indirect to real estate sector as at March 31, 2023 and as at March 31, 2022

(h) Exposures to Capital Market

This disclosure is not applicable to the Company as there are no exposures to capital market as at March 31, 2023 and as at March 31, 2022.

(i) Details of Single Borrower Limit and Borrower Group Limit exceeded by the Company

During the years ended March 31, 2023 and March 31, 2022, the Company's credit exposure to single borrowers and group borrowers were within the limits prescribed by the RBI.

(j) Borrower group-wise classification of assets financed:

		As at March 31, 2023 net of provision	As at March 31, 2022 net of provision
1	Related parties		
(a)	Subsidiaries	-	-
(b)	Companies in the same group	-	-
(c)	Other related parties	-	-
2	Other than related parties	17,717.01	14,093.00
	Total	**17,717.01**	**14,093.00**

(*) Net of provision for standard assets

(k) Unsecured advances

The Company has not given any unsecured advances in the current year and in the previous year

(l) Registration obtained from other financial regulators

The Company has not obtained registrations from other financial sector regulators.

(m) Penalties / fines imposed by the RBI

During the year ended March 31, 2023 there was no penalty imposed by the RBI and other regulators (Previous Year ₹ Nil).

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for the year ended March 31, 2023

(₹ in Crs)

(n) Break up of 'Provisions and Contingencies' shown under the head 'Expenses' in the Statement of Profit and Loss

	As at March 31, 2023	As at March 31, 2022
Provisions for depreciation on Investment	-	-
Provision towards NPA	-	-
Provision made towards Income tax	-	-
Other Provision and Contingencies	-	-
Provision for Standard Assets	25.47	46.13
	25.47	46.13

In terms of RBI circular reference DOR (NBFC) .CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020, the template of comparison between provisions required under Income Recognition, Asset Classification and Provisioning (IRACP) and impairment allowances made under Ind AS 109 is provided below:-

(₹ in Crs)

Asset Classification as per RBI norms March 31, 2023	Asset Classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss Allowance (Provision as required under Ind AS 109)	Net Carrying Amount	Provision as required as per IRACP norms	Difference between Ind AS 109 provisios under IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Stage 1	17,841.89	124.88	17,717.01	71.37	53.51
	Stage 2	-	-	-	-	-
Subtotal		**17,841.89**	**124.88**	**17,717.01**	**71.37**	**53.51**
Non Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1-3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for Doubtful		-	-	-	-	-
Loss		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc which are in the scope of Ind AS 109 but not covered under Current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2					
	Stage 3	-	-	-	-	-
Total	**Stage 1**	**17,841.89**	**124.88**	**17,717.01**	**71.37**	**53.51**
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	**17,841.89**	**124.88**	**17,717.01**	**71.37**	**53.51**

Asset Classification as per RBI norms March 31, 2022	Asset Classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss Allowance (Provision as required under Ind AS 109)	Net Carrying Amount	Provision as required as per IRACP norms	Difference between Ind AS 109 provisios under IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Stage 1	14,192.40	99.40	14,093.00	56.77	42.63
	Stage 2	-	-	-	-	-
Subtotal		**14,192.40**	**99.40**	**14,093.00**	**56.77**	**42.63**
Non Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1-3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for Doubtful		-	-	-	-	-
Loss		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc which are in the scope of Ind AS 109 but not covered under Current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2					
	Stage 3	-	-	-	-	-
Total	**Stage 1**	**14,192.40**	**99.40**	**14,093.00**	**56.77**	**42.63**
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	**14,192.40**	**99.40**	**14,093.00**	**56.77**	**42.63**

(o) Drawdowns from Reserves

The Company has not undertaken any drawdown from reserves during the current year and previous year and hence the related disclosures are not applicable to the Company.

(p) Concentration of Advances

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
Total Advances to twenty largest borrowers/ customers	8,479.53	6,866.49
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	47.53%	48.50%

LODHA & CO MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for the year ended March 31, 2023

(q) Concentration of Exposures

(₹ in Crs)

	As at March 31, 2023	As at March 31, 2022
Total Exposure to twenty largest borrowers / customers	9,375.31	7,362.92
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	46.49%	47.02%

(r) Concentration of Non Performing Assets (NPAs) /Sectorwise NPAs/ Movement in NPAs

The Company did not have any NPAs in the current year and in the previous year and hence the related disclosures are not applicable to the Company.

(s) The information on Overseas Assets (for those with Joint Ventures and Subsidiaries abroad) is given below: (₹ in Crs)

	For the year ended March 31, 2023		
Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
	Nil	Nil	Nil

(₹ in Crs)

	For the year ended March 31, 2022		
Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
	Nil	Nil	Nil

(t) The information on off balance sheet SPV sponsored (which are required to be consolidated as per accounting norms):

(₹ in Crs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
	Nil	Nil

(u) Disclosure of complaints :

The Company has not recevied any complaints during the year ended March 31, 2023 & March 31, 2022 hence disclosure of complains is not required.

(v) The debentures of the Company have been assigned rating of "AAA" by ICRA Limited & CARE Ratings Limited.

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

Notes forming part of financial statements as at and for the year ended March 31, 2023

35 The additional information required to be disclosed in terms of RBI circular (Ref. No. RBI/2009-2010/356/IDMD/4135/11.08.43/2009-10) dated March 23, 2010 is not applicable for the Company.

36 Sectoral exposure: Refer note 31.3.1

37 Intra group Exposure

Particulars	March 31, 2023	March 31, 2022
Total amount of intra-group exposures	-	-
Total amount of top 20 intra-group exposures	-	-
Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	-	-

38 The Company has neither transferred nor acquired any loans without request / instance of borrower as mentioned in per Chapter III of the 'Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021' dated September 24, 2021. Accordingly, the disclosures as mentioned in above mentioned directions are not required to be made.

39 Frauds reported during the year- Nil (Previous year Nil)

40 There are no contingent liabilities as of March 31, 2023 (Previous year Nil)

41 The figures of ₹ 50,000 or less have been denoted by ß.

42 Previous year figures have been regrouped/reclassified wherever necessary to correspond with those of the current year's classification/disclosure.

For Lodha & Co.
Chartered Accountants
ICAI Firm Registration No. 301051E

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

M.P. CHITALE & CO. MUMBAI ★ C.A. ★

Ashutosh Pednekar
Partner
Membership No. 041037

Place: Mumbai
Date: 28th April,2023

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Shiva Rajaraman
Chief Executive Officer

V. Narayanan Iyer
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited ★ Mumbai

Lodha & Co. LLP
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Email: Mumbai@lodhaco.com

M. P. Chitale & Co.
1st Floor, Hamam House
Ambalal Doshi Marg, Fort
Mumbai – 400 001
Email: office@mpchitale.com

Independent Auditors' Report

To the Members of
NIIF Infrastructure Finance Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of NIIF Infrastructure Finance Limited ("the Company"), which comprises of Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

LODHA & CO. LLP ★ MUMBAI-01 ★ Chartered Accountants

M. P. CHITALE & CO. MUMBAI ★ C.A. ★

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr.No	Key Audit Matters	Auditor's response
1.	**Impairment of financial assets –** Provision for expected credit losses as on March 31, 2024 for loans carried at amortised cost amounts to Rs.154.83 Crores [As at March 31, 2023 – 124.88 Crores] [Refer Note no. 2 & 31.3 to the Financial Statements] Ind AS 109 - "Financial instruments" (Ind AS 109) requires the Company to provide for impairment of its financial assets (designated as amortised cost or fair value through other comprehensive income) using the expected credit loss (ECL) approach. The recognition and measurement of ECL on financial instrument involves significant judgement and estimates. (i) Data Input – The application of ECL model requires several data inputs to calculate Probability of Default ("PDs') and Loss Given Default ("LGD"). The increased risk relating to the completeness and accuracy of the data considered to create assumptions in the model. (ii) Model estimations – Judgmental model used to estimate ECL which involves determination of Probability of Default (PD), Loss given default (LGD), Exposure at default (EAD) and management overlay.	**Audit Procedure performed:** We performed the following audit procedures: ✓ Performed process walkthroughs to identify the key systems, applications and controls used in the impairment allowance processes. ✓ Tested the design and operating effectiveness of the key controls over the completeness and accuracy of data, inputs, assumptions into the Ind AS 109 Impairment model. ✓ Reviewed the Board approved loss allowance policy and verified the alignment of methodology adopted for computation of ECL including management overlay that addresses the policies approved by the Board of Directors ✓ We tested the operating effectiveness of the controls for staging of loans and advances based on their past-due status. ✓ Evaluated whether the methodology applied by the Company is compliant with the requirements of the relevant accounting standards, RBI's master directions relating to Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to

Sr.No	Key Audit Matters	Auditor's response
	(iii) Completeness and accuracy of the data from internal and external sources used in the Models. Considering the significance of ECL to the overall standalone financial statements and the degree of Management's estimates and judgements involved in this matter that requires significant auditors' attention. We have considered the expected credit loss allowance on financial assets to be a key audit matter.	Advances and confirmed that the calculations are performed in accordance with the approved methodology. ✓ We tested the arithmetical accuracy of the computation of ECL provision performed by the Company in spreadsheets. ✓ Assessing whether the disclosures on key judgements, assumptions and quantitative data with respect to impairment loss allowance in financial statements are appropriate and sufficient. ✓ We have also obtained management representations wherever considered necessary

Information Other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Board Report including annexures to the Board report but does not include the financial statement and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Board report including annexures to the Board report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

LODHA & CO. LLP ★ MUMBAI-01 ★ Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

LODHA & CO. LLP ★ MUMBAI-01 ★ Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of and identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and records.

   (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   (e) On the basis of the written representation received from the directors as on March 31, 2024 taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a Directors in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".

MUMBAI-01

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(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:

According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the Company.

(h) With respect to the matters to be included in the Auditor's report in accordance with the rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented, that to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement. [Refer note 34(g) and (h) to the financial statements.]

v. The Company has declared and paid dividend for Compulsorily Convertible Preference Shares during the financial year in accordance with section 123 of Companies Act, 2013.

vi. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software, except that audit trail feature is not enabled for direct changes to data as described in note 33 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For LODHA & CO. LLP
Chartered Accountants
ICAI FRN – 301051E / E300284

R. P. Baradiya
Partner
ICAI M No.- 044101
UDIN: 24044101BKCJAU4144

Place: Mumbai
Date: May 03, 2024

For M. P. Chitale & Co.
Chartered Accountants
ICAI FRN – 101851W

M. P. CHITALE & CO. MUMBAI C.A.

Ashutosh Pednekar
Partner
ICAI M No.- 041037
UDIN: 24041037BKEINV9080

Place: Mumbai
Date: May 03, 2024

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

Annexure "A" referred to in "Report on Other Legal and Regulatory Requirements" section of our report to the members of NIIF Infrastructure Finance Limited of even date:

1. a) In respect of Company's Property, Plant and Equipment (PPE) and Intangible Assets:

   The Company has maintained proper records, showing full particulars, including quantitative details and situation of PPE and relevant details of right-of-use assets.

   A. The Company has maintained proper records showing full particulars of intangible assets.

   B. During the year, the management has carried out physical verification of all the PPE. In our opinion, the frequency of verification is reasonable considering the size of the Company and nature of its PPE. No material discrepancies were noticed on such verification.

   b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of the immovable property disclosed in the financial statements included under PPE are held in the erstwhile name of the Company.

   c) The Company has not revalued any of its PPE (including right- of-use assets) and intangible assets during the year and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.

   d) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable to the Company. [Refer note no. 34(c) to the financial statements]

2. a) The Company is engaged in providing financial services primarily into non-banking financial services (NBFC). Accordingly, it does not hold any inventories and hence reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

   b) According to the information and explanations given to us, the Company has not availed working capital limits from banks and financial institutions during the year and hence reporting under of clause 3(ii)(b) of the Order is not applicable to the Company.

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

3. In respect of Investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

   a) The Company's principal business is to give loans and hence reporting under Clause 3(iii)(a) and 3(iii)(e) of the Order are not applicable to the Company.

   b) In our opinion and according to the information and explanations given to us, the Company has not made any investments, nor given any guarantee or nor provided any security during the year. In respect of the loans granted during the year, having regard to the nature of business carried on by the Company, the terms and conditions thereof are not prejudicial to the interest of the Company.

   c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as stipulated.

   d) The Company has not granted any loans or advances in the nature of loans during the year either payable on demand or without specifying any terms or period of repayment during the year and hence reporting under clause 3(iii)(f) of the Order is not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence reporting under clause 3(iv) of the Order is not applicable to the Company.

5. According to the information and explanations given to us and based on our examination of the records, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company and hence reporting under Clause 3(v) of the Order is not applicable to the Company.

6. According to the information and explanations given to us and based on our examination of the records, the Central Government has not specified the maintenance of cost records under section 148(1) of the Act for the services of the Company and hence reporting under Clause 3(vi) of the Order is not applicable to the Company.

7. a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income tax, sales tax, custom duty, duty of excise, value added tax, cess and other

material statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and based on our examination of the records, there are no statutory dues mentioned in clause vii (a) which have been not deposited on account of any dispute.

8. According to the information and explanations given to us and based on our examination of the records, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the Order is not applicable to the Company.

9. a) Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders and hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

b) According to the information and explanations given to us and based on our examination of the records, the Company has not been declared as willful defaulter by any bank or financial institution or other lender.

c) In our opinion and according to the information and explanations given to us, the term loans (by way of issuance of non-convertible debentures) have been applied for the purposes they have been raised including temporarily parking the funds received in fixed deposits with Banks / mutual funds until its deployment for the stated purposes.

d) The Company has not raised any short them funds during the year and hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

e) The Company does not have any subsidiaries, associates or joint ventures and hence reporting under clause 3(ix)(e) and 3(ix)(f) of the Order is not applicable to the Company.

10. a) In our opinion and according to the information and explanations given to us, the Company has utilized the monies raised by way of debt instruments (by way of issuance of non-convertible debentures) for the purposes for which they were raised. The Company has not raised any money by way of initial public offer or further public offer during the year.

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

b) According to the information and explanations given to us and based on our examination of the records, there were no preferential allotment and private placement of shares and debentures during the year.

11. a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.

b) During the year, no report under sub section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed in rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

c) Based on our audit procedures performed and according to the information and explanation given to us, no whistle blower complaints were received during the year by the Company and hence provisions of clause 3(xi)(d) of the Order is not applicable to the Company.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with section 177 and 188 of the Act and all the details have been disclosed in the financial statements as required by the applicable Accounting Standards. (Refer note no. 32 of the financial statements)

14. a) In our opinion and according to the information and explanations given to us, the Company has an adequate internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedure.

15. According to the information and explanations given to us, and based on our examination of the records, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

16. a) The Company being an Infrastructure Debt Fund - Non- Banking Financial Company (IDF-NBFC) is registered under section 45-IA of the Reserve Bank of India Act, 1934.

    b) Since, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi)(b) and (c) of the Order is not applicable to the Company.

    c) In our opinion, the Company is not a Core Investment Company and there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

17. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

18. There has not been a resignation of the statutory auditors of the Company during the year and hence reporting under clause 3(xviii) of the Order is not applicable to the Company.

19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and it should not be construed as a guarantee or assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. According to the information and explanations given to us, there are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under clause 3(xx) (a) and (b) of the Order is not applicable to the Company.

LODHA & CO. LLP ★ MUMBAI-01 ★ Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

21. Since the Company did not have any subsidiary, joint venture or an associate, it is not required to prepare consolidated financial statements and hence reporting under Clause 3(xxi) of the Order is not applicable to the Company.

For LODHA & CO. LLP
Chartered Accountants
ICAI FRN – 301051E / E300284

R. P. Baradiya
Partner
ICAI M No.- 044101
UDIN: 24044101BKCJAU4144

Place: Mumbai
Date: May 03, 2024

For M. P. Chitale & Co.
Chartered Accountants
ICAI FRN – 101851W

Ashutosh Pednekar
Partner
ICAI M No.- 041037
UDIN: 24041037BKEINV9080

Place: Mumbai
Date: May 03, 2024

Annexure "B" referred to in "Report on Other Legal and Regulatory Requirements" section of our report to the members of NIIF Infrastructure Finance Limited of even date:

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls with reference to financial statements of the NIIF Infrastructure Finance Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls with reference to financial statements based on internal control over financial reporting criteria established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorisations of management (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements and (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the organisation from time to time.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, broadly in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to financial statements established by the Company considering the essential Component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Lodha & Co. LLP
Chartered Accountants
ICAI FRN – 301051E / E300284

R. P. Baradiya
Partner
ICAI M No.- 044101
UDIN: 24044101BKCJAU4144

Place: Mumbai
Date: May 03, 2024

For M. P. Chitale & Co.
Chartered Accountants
ICAI FRN – 101851W

Ashutosh Pednekar
Partner
ICAI M No.- 041037
UDIN: 24041037BKEINV9080

Place: Mumbai
Date: May 03, 2024

NIIF INFRASTRUCTURE FINANCE LIMITED
CIN No: U67190MH2014PLC253944
Balance Sheet as at March 31, 2024

(₹ in Crs)

	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
I Financial assets			
(a) Cash and cash equivalents	1a	911.50	533.58
(b) Bank Balance other than (a) above		0.02	-
(c) Investment	1b	582.84	-
(d) Loans	2	21,989.77	17,717.01
(e) Other financial assets	3	0.26	0.29
		23,484.39	18,250.88
II Non Financial assets			
(a) Current tax assets (net)	4	250.92	147.65
(b) Property, plant and equipment	5a	0.90	0.48
(c) Capital work in progress	5b	0.98	-
(d) Right of use Assets	5c	7.86	5.75
(e) Intangible assets	5d	1.37	0.88
(f) Intangible Asset under Development	5e	0.55	0.28
(g) Other non-financial assets	6	1.01	0.50
		263.59	155.54
Total assets		23,747.98	18,406.42
LIABILITIES AND EQUITY			
LIABILITIES			
I Financial liabilities			
(a) Payables			
(I) Trade payables	7		
(i) total outstanding dues of micro enterprises and small enterprises		β	0.02
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1.63	0.65
(II) Other payables	8		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		4.42	3.32
(b) Debt Securities	9	19,782.14	14,949.81
(c) Finance Lease liabilities	10 (a)	8.17	5.96
(d) Other financial liabilities	10 (b)	74.03	2.38
		19,870.39	14,962.14
II Non-Financial liabilities			
(a) Provisions	11	6.47	2.87
(b) Other non-financial liabilities	12	11.47	1.69
		17.94	4.56
EQUITY			
(a) Equity share capital	13A	1,375.28	1,030.28
(b) Instruments Entirely Equity in Nature	13A	-	878.74
(c) Other equity	13B	2,484.37	1,530.70
		3,859.65	3,439.72
Total liabilities and equity		23,747.98	18,406.42

The accompanying notes are an integral part of these financial statements (See notes 1 to 42)

As per our attached report of even date

For Lodha & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301051E/E300284

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

Ashutosh Pednekar
Partner
Membership No. 041037

Place: Mumbai
Date: May 3, 2024

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Padmanabh Sinha
Director
DIN no.00101379

Nilesh Shrivastava
Director
DIN no.09632942

Shiva Rajaraman
Chief Executive Officer

Pankit Mehta
Chief Financial Officer

Ankit Sheth
Company Secretary

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED
CIN No. U67190MH2014PLC253944
Statement of Profit and Loss for year ended March 31, 2024

(₹ in Crs)

		Notes	For year ended March 31, 2024	For year ended March 31, 2023
	Revenue from operations			
	Interest income	14	1,797.54	1,397.00
	Fees and commission income	15 (a)	10.90	5.27
	Net gain on fair value changes	15 (b)	28.18	1.85
I	**Total revenue from operations**		**1,836.62**	**1,404.12**
II	Other income	16	10.40	0.11
III	**Total income (I+II)**		**1,847.02**	**1,404.23**
	Expenses			
	Finance costs	17	1,351.83	1,017.01
	Fees and commission expense	18	0.33	0.16
	Impairment on financial instruments	19	29.95	25.47
	Employee benefits expenses	20	30.76	21.56
	Depreciation, amortisation and impairment	5 & 21	3.07	2.37
	Other expenses	22	15.66	11.92
IV	**Total expenses**		**1,431.60**	**1,078.49**
V	**Profit before tax (III - IV)**		**415.42**	**325.74**
VI	**Tax expense**		-	-
	Current tax			-
	Deferred tax		-	-
	Earlier year tax adjustment		(5.05)	-
	Total tax expenses		**(5.05)**	-
VII	**Profit for the year (V - VI)**		**420.47**	**325.74**
VIII	**Other comprehensive income**			
A	(i) Items that will not be reclassified to profit or loss			
	- Remeasurements of post-employment benefit obligations		(0.52)	(0.95)
	- Income tax relating to items that will not be reclassified to profit or loss		-	-
B	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Other comprehensive income (A+B)		**(0.52)**	**(0.95)**
IX	**Total comprehensive income for the year (VII + VIII) (Comprising profit and other comprehensive income for the year)**		**419.95**	**324.79**
X	**Earnings per equity share (nominal value of share- ₹10 each)**			
	Basic (₹)		**3.06**	**2.37**
	Diluted (₹)		**3.06**	**2.37**

The accompanying notes are an integral part of these financial statements (See notes 1 to 42)
As per our attached report of even date

For Lodha & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301051E/E300284

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

Ashutosh Pednekar
Partner
Membership No. 041037

Place: Mumbai
Date: May 3, 2024

For and on behalf of the Board of Directors of NIIF Infrastructure Finance Limited

Padmanabh Sinha
Director
DIN no.00101379

Nilesh Shrivastava
Director
DIN no.09632942

Shiva Rajaraman
Chief Executive Officer

Pankit Mehta
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF INFRASTRUCTURE FINANCE LIMITED
CIN No: U67190MH2014PLC253944

Cash Flow Statement for the year ended March 31, 2024

(₹ in Crs)

	For year ended March 31, 2024	For year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	415.42	325.74
Adjustments for:		
Depreciation, amortisation & Impairment	3.07	2.37
Interest on Debt Securities - EIR Adjustments	17.77	11.03
Interest on Loan - EIR adjustment	(19.11)	(10.69)
Net (gain) / loss on sale of property, plant and equipments	(0.03)	(0.02)
Gain on Mutual fund investment	(28.18)	-
Discount accreted on T-Bills	(21.85)	
Interest on Borrowings other than debt securities (Ind AS 116 impact)	0.45	0.49
Impairment on financial instruments	29.95	25.47
Operating profit before working capital changes	**397.49**	**354.39**
Changes in working capital:		
(Decrease)/Increase in trade payables	0.96	(0.11)
(Decrease)/Increase in Other payables	1.10	0.28
(Increase)/Decrease in other financial assets	0.01	(0.04)
(Decrease)/Increase in other financial liabilities	71.65	(5.30)
Increase/(Decrease) in Provision	3.07	0.87
Increase/(Decrease) in other non financial liabilities	9.79	(0.24)
Increase/(Decrease) Interest accrual on debt securities	222.04	102.86
(Increase)/Decrease in non-financial assets	(0.51)	0.13
(Increase)/Decrease in loans	(4,283.60)	(3,638.80)
Cash flow generated from/(used in) operations	**(3,578.00)**	**(3,185.96)**
(Payment) of tax (net)	(98.22)	(32.43)
Net Cash flow generated from/(used in) operations (A)	**(3,676.22)**	**(3,218.39)**
B. Cash flows from investing activities		
Purchase of property, plant and equipment/intangible assets	(2.84)	(1.44)
Sale of property, plant and equipments	0.03	0.43
Purchase of Mutual Fund	(9,288.59)	-
Sale of Mutual fund	9,316.77	-
Purchase of T-bills	(5,965.98)	-
Redemption of T-bills	5,405.00	-
Net cash flow generated from/(used in) investing activities (B)	**(535.61)**	**(1.01)**
C. Cash flows from financing activities		
Proceeds from debt securities & CPs issued (Net)	4,592.52	2,513.18
Payment for the lease liability	(2.77)	(1.75)
Net cash generated from/(used in) financing activities (C)	**4,589.75**	**2,511.43**
Net increase / (Decrease) in cash and cash equivalents (D) = (A + B + C)	**377.92**	**(707.97)**
Cash and cash equivalents at the beginning of the Year (E)	533.58	1,241.55
Cash and cash equivalents at the end of the Year (F) = (D) + (E)	**911.50**	**533.58**
Cash and cash equivalents include the following		
Balances with banks in current account	214.98	11.41
Fixed deposits with maturity less than 3 months	696.52	522.17
Total cash and cash equivalents	**911.50**	**533.58**

The accompanying notes are an integral part of these financial statements (See notes 1 to 42)

As per our attached report of even date

This is the Cash Flow Statement referred to in our report of even date

For Lodha & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301051E/E300284

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

Ashutosh Pednekar
Partner
Membership No. 041037

Place: Mumbai
Date: May 3, 2024

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Padmanabh Sinha
Director
DIN no.00101379

Nilesh Shrivastava
Director
DIN no.09632942

Shiva Rajaraman
Chief Executive Officer

Pankil Mehta
Chief Financial Officer

Ankit Sheth
Company Secretary

LODHA & CO. LLP ★ MUMBAI-01 ★ Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited ★ Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED
CIN No. U67190MH2014PLC253944
Statement of changes in equity as at March 31, 2024

A1 Equity share capital

(₹ in Crs)

	Note	Number	Amount
As At March 31, 2022		1,03,02,83,466	1,030.28
Issued during the year	13	-	-
Changes in Equity Share Capital due to prior period errors		-	-
As At March 31, 2023		1,03,02,83,466	1,030.28
Conversion of CCPS during the year	13	34,49,97,165	345.00
As At March 31, 2024		1,37,52,80,631	1,375.28

A2 Compulsorily convertible preference share capital

(₹ in Crs)

	Note	Number Series I	Amount	Number Series II	Amount
As At March 31, 2022		8,79,27,757	184.65	25,70,69,408	694.09
Issued during the year	14	-	-	-	-
As At March 31, 2023		8,79,27,757	184.65	25,70,69,408	694.09
Conversion of CCPS during the year	14	(8,79,27,757)	(184.65)	(25,70,69,408)	(694.09)
As At March 31, 2024		-	-	-	-

A3 Other equity

(₹ in Crs)

	Reserves and surplus					
	Securities Premium	Special reserve u/s. 45-IC of the RBI Act, 1934	Impairment Reserve	Surplus in the statement of profit and loss	General Reserve	Total
As At March 31, 2022	547.59	134.45	0.04	522.95	0.88	1,205.91
Transfers to Special reserve u/s. 45-IC of the RBI Act, 1934	-	64.96	-	(64.96)	-	-
Profit for the year	-	-	-	325.74	-	325.74
Other comprehensive income	-	-	-	(0.95)	-	(0.95)
As at March 31, 2023	547.59	199.41	0.04	782.78	0.88	1,530.70
Dividend on CCPS	-	-	-	(0.02)	-	(0.02)
Transfers to Special reserve u/s. 45-IC of the RBI Act, 1934	-	84.00	-	(84.00)	-	-
Premium on CCPS Converted into equity shares	533.74	-	-	-	-	533.74
Profit for the year	-	-	-	420.47	-	420.47
Other comprehensive income	-	-	-	(0.52)	-	(0.52)
As At March 31, 2024	1,081.33	283.41	0.04	1,118.71	0.88	2,484.37

The accompanying notes are an integral part of these financial statements (See notes 1 to 42)
As per our attached report of even date

For Lodha & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301051E/E300284

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

Ashutosh Pednekar
Partner
Membership No. 041037

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Padmanabh Sinha
Director
DIN no.00101379

Nilesh Shrivastava
Director
DIN no.09032942

Shiva Rajaraman
Chief Executive Officer

Pankit Mehta
Chief Financial Officer

Ankit Sheth
Company Secretary

Place: Mumbai
Date: May 3, 2024

1 Corporate information

NIIF Infrastructure Finance Limited (Formerly IDFC Infrastructure Finance Limited) ('the Company') is a public limited company, incorporated in India on March 7, 2014, under the provisions of Companies Act, applicable in India and is a Non-Banking Finance Company (NBFC - IDF) regulated by the Reserve Bank of India ('RBI'). The registered office of the Company is located at 3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051.

The Company has received a Non-Banking Financial Company (NBFC - IDF) license from Reserve Bank of India (RBI) on September 22, 2014. The object of the Company is to undertake infrastructure debt fund activities i.e. mainly re-financing existing debt of infrastructure companies.

The financial statement for the year ended March 31, 2024 were authorised for issue in accordance with a resolution of the board of directors on May 03, 2024.

The majority shareholder of the Company is M/s National Investment and Infrastructure Fund II which is an Alternative Investment Fund registered with the Securities and Exchange Board of India (SEBI).

2 Material accounting policy information

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

A Basis of preparation

(i) Compliance with Ind AS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 ('RBI Notification for Implementation of Ind AS') issued by RBI.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) is measured at fair value;
- assets held for sale – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value;

The financial statement are presented in Indian Currency (INR) and all values are rounded to nearest rupee Crore except when otherwise indicated.

(iii) Order of liquidity

The Company is covered in the definition of Non-Banking Financial Company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Pursuant to Ind AS 1 and amendment to Division III of Schedule III to the Companies Act, 2013 on October 11, 2018, the Company presents its balance sheet in the order of liquidity as the Company does not supply goods or services within a clearly identifiable operating cycle. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note 29. The Company prepares and present its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act as amended from time to time. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows' as amended from time to time.

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(iv) Use of Estimates

The preparation of financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realized may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

Judgement, estimates and assumptions are required in particular for:

Business model assessment

Classification and measurement of financial assets depends on the results of the Solely Payments of Principal and Interest (SPPI) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost or fair value through other comprehensive income that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on its financial assets measured at amortized cost. At each reporting date, the Company assesses whether the above financial assets are credit- impaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Company's ECL calculations are outputs of number of underlying assumptions regarding the choice of variable inputs and their interdependencies such as macroeconomic scenarios and estimated recovery from collateral.

Recognition and measurement of provisions and contingencies:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Determination of lease term:

Ind AS 116 - Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

B Policy on segment

The Company operates in a single reportable segment i.e. lend/invest in Infrastructure projects. The Company also operates in a single geographical segment i.e. domestic. The chief operating decision maker (CODM) in the Company to make decisions for performance assessment and resource allocation, is the Chief Executive Officer (CEO) and in the internal reporting provided to the CEO for corporate planning, there are no separate reportable segments (including geographical segments).

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C (I) Property plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives of fixed assets.

Vehicles	4 years
Computers	3 years
Office Equipments (mobiles & Camera)	2 years
Office Equipments (Others)	5 years
Leasehold Improvements	Tenure of lease
Buildings (Right of use assets)	Tenure of lease
Server/networking equipment	6 years
Furniture and fixtuers	10 years

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss within other gains/(losses).

(II) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.
Intangible assets not ready for use on the date of Balance sheet is shown as Intangible assets under development.

D Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:
- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.
The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.
To determine the incremental borrowing rate, the Company uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.
Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period

Right-of-use assets are measured at cost comprising the following:
- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Short term leases are leases with a lease term of 12 months or less and leases of low value assets. The company recognises the lease payments associated with short term leases as an expense in profit or loss.

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NIIF Infrastructure Finance Limited Mumbai

E Impairment of non-financial asset

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

F Taxes on Income

The Company is an Infra Debt Fund - Non Banking Finance Company (IDF - NBFC) registered with the Reserve Bank of India on September 22, 2014. The income of the Company, being IDF-NBFC, is exempt under section 10(47) of the Income Tax Act, 1961, from with effect from financial year 2019-20.

G Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs are added to, or subtracted from, that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in statement of profit and loss.

Financial assets

Classification and subsequent measurement of financial assets:

Classification of financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income.

Debt Instruments

For investments in debt instruments, this will depend on the classification of debt instruments depending on:

(i) the Company's business model for managing the asset; and

(ii) the cash flow characteristics of the asset (SPPI).

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- how the asset's performance and the business model is evaluated and reported to key management personnel
- the risks that affect the performance of the business model and how these risks are assessed and managed
- how managers are compensated.

Solely Payment of Principal and Interest ("SPPI") Assessment

As a second step of its classification process, the Company assesses the contractual terms of financials to identify whether they meet the SPPI test, where the business model is to hold assets to collect contractual cash flows, the Company assesses whether the financial instruments cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit and loss.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

Equity Instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.
The Company measures all equity investments at fair value through profit and loss, except where the Company's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit and loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognised in profit and loss as other income when the Company's right to receive payments is established Gains and losses on equity investments at FVTPL are included in the statement of profit and loss.

Subsequent measurement

Debt instruments
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company classifies its debt instruments:
Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost e.g. Debentures, Bonds etc. The assets held under amoritsed costs are not traded/sold, except for management of concentration risk or for any such similar exigency to protect the value of asset. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in investment income using the effective interest rate method.
Fair value through other comprehensive income: Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit and loss on initial recognition):
• the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
Fair value through profit and loss: Assets that do not meet the criteria for amortised cost or fair value through OCI, are measured at fair value through profit and loss e.g. investments in mutual funds. A gain or loss on a debt investment that is subsequently measured at fair value through profit and loss is recognised in profit and loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

Equity instruments

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Interest Income

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.
The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance). The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees.
When the Company revises the estimates of future cash flows, the carrying amount of the respective financial asset is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit and loss.
When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Interest Income from Fixed Deposits placed with banks & mutual fund is recognised on accrual basis by the Company.
Income on discounted instrument is recognised over the tenor of the instrument on a straight line basis

Modification of loans

The Company sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Company assesses whether or not the new terms are substantially different to the original terms. The Company does this by considering, among others, the following factors:
(i) if the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
(ii) whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loan.
(iii) significant extension of the loan term when the borrower is not in financial difficulty.
(iv) significant change in the interest rate.
(v) change in the currency the loan is denominated in.
(vi) insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loan.

If the terms are substantially different, the Company derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Company also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit and loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Company recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit and loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate.

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

De-recognition of financial assets

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either
(i) the Company transfers substantially all the risks and rewards of ownership, or
(ii) the company neither transfers nor retains substantially all the risks and rewards of ownership and the Company has not retained control.
On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit and loss if such gain or loss would have otherwise been recognised in profit and loss on disposal of that financial asset.

Financial liabilities and equity instruments

Classification as debt or equity:
Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received, net of direct issue costs.

The Company has issued Compulsorily Convertible Preference Shares (CCPS) - Tranche I & Tranche II in March'21 & March'22 respectively. The CCPS do not carry any voting rights. The CCPS are not redeemable & each CCPS shall be converted into one equity share of ₹10 each upon induction of a new investor or expiry of 3 (Three) years from the date of issuance of First Tranche CCPS (30 March 2021), whichever is earlier. CCPS have liquidation preference over Equity Shares, in accordance with the Insolvency and Bankruptcy Code, 2016.

In terms of the agreement with CCPS holder; 34,49,97,165 number of CCPS have been converted into equal number of equity shares as on March 30, 2024.

Classification and subsequent measurement

Financial liabilities are measured at amortised cost.
Financial liabilities (including borrowings and debt securities) are subsequently measured at amortised cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees.

Interest expenses on Financials Liabilities
The Interest Expenses on Financial liabilities along with amortisation of transaction costs incurred are recognised as Finance Cost in the Statement of Profit and Loss.

De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. A substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit and loss. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred are adjusted to the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

Fair Value Measurement

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. The details are available in Note 34 to the financial statements.

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H Impairment - Expected Credit Loss Measurement

The Company assesses on a forward looking basis the expected credit losses associated with loans and debentures carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Refer Note 35 for details of impairment methodology applied by the Company.

I Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

J Provisions and contingent liabilities

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the Management of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

K Employee benefits

Defined contribution benefits include provident fund, Defined Employee benefits includes gratuity fund, compensated absences and long term incentive plans.

Defined contribution plan

The Company pays contribution to provident fund and pension fund as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service cost.

Compensated absences

Accumulated leave which is expected to be utilised within next 12 months is treated as short term compensated absences and the accumulated leave which are carried forward beyond 12 months are treated as long term compensated absences Compensated absences are provided for, based on actuarial valuation report as short term and long term compensated absences. The actuarial valuation is done as per projected unit credit method as at the reporting date Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

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Long-term employee benefits

The Company has a long term incentive plan which is paid in three annual tranches. The Company accounts for the liability as per an actuarial valuation report. The actuarial valuation of the long term incentives liability is calculated based on certain assumptions, as per the projected unit credit method made at reporting period. Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

Certain eligible employee of the company are entitled to LTIP units, the value of which is based on underlying value of the share of the company. The company recognizes the fair value of such units and expenses out the same over the vesting period based on the management's estimate of the vesting and forfeiture conditions.

The above units awarded are treated as cash settled share based payment transactions. Under the cash settled share based payment, the fair value of the units granted is computed at every balance sheet date and is recognized as 'employee benefit expenses' with corresponding increase in liability as payable to employee. The fair value of the units is calculated by an independent valuer based on black scholes model.

L Earnings per share

(i) Basic earnings per share
Basic earnings per share is calculated by dividing:
- the profit attributable to owners of the group
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year, conversion of mandatorily convertible instruments from the date the contract is entered into and excluding treasury shares.

(ii) Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

M Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except :
- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

The Company expenses off 50% of eligible input tax credit in line with applicable Goods and Services Tax laws.

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NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for year ended March 31, 2024

1a Cash and cash equivalents (₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Cash on Hand	ß	ß
Balance with bank:		
In current account	214.98	11.41
In deposit account (with original maturity less than 3 months)	696.52	522.17
Total	**911.50**	**533.58**

Note: The figures of ₹ 50,000 or less have been denoted by ß.

1b Investment in T bills	582.84	-
Total	**582.84**	-

2 Loans (At amortised costs) (₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Term loans	15,677.75	13,377.29
Debt Securities	6,406.05	4,443.40
Total Loans (*)	**22,083.80**	**17,820.69**
Interest accrued on loans	11.64	4.38
Interest accrued on debt securities	49.16	16.82
Total Gross Loans	**22,144.60**	**17,841.89**
Less: Impairment loss allowance	(154.83)	(124.88)
Total Net Loans	**21,989.77**	**17,717.01**
(*) The loans outstanding before adjustment of Effective Interest Rate, Premium Amortisation and Discount Accretion	**22,118.19**	**17,839.47**
(a) The above amount includes:		
(i) Secured by tangible assets	22,118.19	17,839.47
(ii) Secured by intangible assets	-	-
(iii) Covered by Bank / Government guarantees	-	-
(iv) Unsecured	-	-
Total- Gross	**22,118.19**	**17,839.47**
Less: Impairment loss allowance	(154.83)	(124.88)
Total- Net	**21,963.36**	**17,714.59**
(b) Loans in India	**21,963.36**	**17,714.59**

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NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for year ended March 31, 2024

3 Other financial assets

(₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Deposits	0.25	0.25
Receivables from Group Company	-	0.04
Other receivable	0.01	-
Total	**0.26**	**0.29**

4 Current tax assets (Net)

(₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Advance payment of income tax	250.92	147.65
Total	**250.92**	**147.65**

The Company had filed application with Central Board of Direct Taxes (CBDT) for notification as Infrastructure Debt Fund (IDF) from Financial year 2014-15, the year of receipt of licence from RBI as NBFC-IDF, and has been claiming tax exemption under Section 10(47) read with Rule 2F of the Income Tax Act.

The CBDT has issued a notification dated October 21, 2019 notifying the Company under Section 10(47) of the Income Tax Act w.e.f. Financial year 2019-20 (i.e from the financial year starting 1st April 2019).

The Company has made an application to CBDT for review of the said notification with a request to notify it under section 10(47) of Income Tax Act with retrospective effect, i.e. w.e.f. Financial year 2014-15 (the year in which it received RBI registration as NBFC-IDF). In the interim, the tax liability from Financial year 2014-15 till financial year 2018-19 amounting to ₹ 108.01 crore had been provided for in the financial statements of year ended March 31, 2020.

5 a Property, plant and equipment

(₹ in Crs)

As at March 31, 2024	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2023	Additions	Disposals	Balance as at March 31, 2024	Balance as at April 1, 2023	Depreciation charge for the year/period	On disposals	Balance as at March 31, 2024	Balance as at March 31, 2024
Freehold Land (Refer note below)	0.04	-	-	0.04	-	-	-	-	0.04
Vehicles (owned)	0.24	-	-	0.24	0.23	0.01	-	0.24	-
Computers	0.76	0.74	0.15	1.34	0.44	0.30	0.15	0.59	0.75
Office Equipments	0.22	0.07	0.01	0.28	0.13	0.07	0.01	0.19	0.09
Leasehold Improvements	1.76	-	-	1.76	1.76	-	-	1.76	-
Furniture	0.04	-	-	0.04	0.02	0.00	-	0.02	0.02
Total tangible assets	3.06	0.81	0.16	3.71	2.58	0.38	0.16	2.80	0.90

As at March 31, 2023	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2022	Additions	Disposals	Balance as at March 31, 2023	Balance as at April 1, 2022	Depreciation charge for the year/period	On disposals	Balance as at March 31, 2023	Balance as at March 31, 2023
Freehold Land (Refer note below)	0.04	-	-	0.04	-	-	-	-	0.04
Vehicles (owned)	0.56	-	0.32	0.24	0.49	0.06	0.32	0.23	0.01
Computers	0.66	0.14	0.06	0.76	0.35	0.14	0.06	0.43	0.31
Office Equipments	0.15	0.09	0.02	0.22	0.10	0.04	0.01	0.13	0.09
Leasehold Improvements	1.76	-	-	1.76	1.61	0.15	-	1.76	-
Furniture	0.04	-	-	0.04	0.01	0.00	-	0.01	0.03
Total tangible assets	3.21	0.23	0.40	3.06	2.56	0.39	0.39	2.58	0.48

Note: The freehold land has been mortgaged in favour of Debenture Trustees against the secured debentures issued by the Company.

5 b Capital working in progress

(₹ in Crs)

Particulars	Amount in Capital working in progress for the year ended March 31, 2024				
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	0.98	-	-	-	0.98

Particulars	Amount in Capital working in progress for the year ended March 31, 2023				
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	-	-	-	-	-

5 c Right of use Assets

As at March 31, 2024

(₹ in Crs)

	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2023	Additions	Disposals	Balance as at March 31, 2024	Balance as at April 1, 2023	Depreciation charge for the year/period	On disposals	Balance as at March 31, 2024	Balance as at March 31, 2024
Right of use Assets	7.66	4.54	-	12.20	1.92	2.42	-	4.34	7.86
Total	7.66	4.54	-	12.20	1.92	2.42	-	4.34	7.86

As at March 31, 2023

(₹ in Crs)

	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2022	Additions	Disposals	Balance as at March 31, 2022	Balance as at April 1, 2022	Depreciation charge for the year/period	On disposals	Balance as at March 31, 2023	Balance as at March 31, 2023
Right of use Assets	-	7.66	-	7.66	-	1.92	-	1.92	5.74
Total	-	7.66	-	7.66	-	1.92	-	1.92	5.74

5 d Intangible Asset

As at March 31, 2024

(₹ in Crs)

	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2023	Additions	Disposals	Balance as at March 31, 2024	Balance as at April 1, 2023	Depreciation charge for the year/period	On disposals	Balance as at March 31, 2024	Balance as at March 31, 2024
Intangible Asset	0.94	0.76	-	1.70	0.06	0.27	-	0.33	1.37
Total Intangible Asset	0.94	0.76	-	1.70	0.06	0.27	-	0.33	1.37

As at March 31, 2023

	Gross block				Accumulated depreciation				Net block
	Balance as at April 1, 2022	Additions	Disposals	Balance as at March 31, 2023	Balance as at April 1, 2022	Depreciation charge for the year/period	On disposals	Balance as at March 31, 2023	Balance as at March 31, 2023
Intangible Asset	-	0.94	-	0.94	-	0.06	-	0.06	0.88
Total Intangible Asset	-	0.94	-	0.94	-	0.06	-	0.06	0.88

5 e Intangible assets under development

(₹ in Crs)

Particulars	March 31, 2024	March 31, 2023
Liability Management Software	0.55	-
ICRA Module		0.28
Total Intangible assets under development	0.55	0.28

Particulars	Amount in Intangible assets under development for the year ended March 31, 2024				
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	0.55	-	-	-	0.55
Projects temporarily suspended	-	-	-	-	-

Particulars	Amount in Intangible assets under development for the year ended March 31, 2023				
	Less than 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	0.28	-	-	-	0.28
Projects temporarily suspended	-	-	-	-	-

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Notes forming part of financial statements as at and for year ended March 31, 2024

6 Other non-financial assets (₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Prepaid expenses	0.88	0.35
Supplier Advance	0.02	0.01
Other Advance	0.11	0.14
	1.01	**0.50**

7 Trade payables* (₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	β	0.02
Total outstanding dues of creditors other than micro enterprises and small enterprises	1.63	0.65
Total	**1.63**	**0.67**

Trade Payables ageing	Outstanding as on 31, March 2024 from due date of payment				
Particulars	< 1 year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	β	-	-	-	-
Others	1.63	-	-	-	1.63
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Trade Payables ageing	Outstanding as on 31, March 2023 from due date of payment				
Particulars	< 1 year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	0.02	-	-	-	0.02
Others	0.51	0.14	-	-	0.65
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

8 Other payables (₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4.42	3.32
	4.42	**3.32**

9 Debt Securities (₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
At Amortised cost		
Debentures (Secured, non convertible)(*) fully paid up, privately placed	19,136.07	14,525.78
Interest accrued but not due	646.07	424.03
Total (A)	**19,782.14**	**14,949.81**
(*) The borrowings outstanding before adjustment of unamortised fees under Effective Interest Rate	19,214.00	14,598.00
Debt securities in India	19,782.14	14,949.81
Debt securities outside India	-	-
Total (B)	**19,782.14**	**14,949.81**

Face value per debenture is Rs.10,00,000 & Rs.100,000 for FY 2023-24 & for FY 2022-23 its Rs.100,000.

	Rate of interest range			
Based on Original Maturity	4% to 6%	6% to 8%	8% to 10%	Grand Total
1) Less than 1 year	-	115.00	1,386.00	1,501.00
2) 1Year to 3Years	-	5,852.00	770.00	6,622.00
3) 3Years to 5Years	-	4,573.00	851.00	5,424.00
4) >5Years	-	2,891.00	2,776.00	5,667.00
Grand Total	-	13,431.00	5,783.00	19,214.00

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Notes forming part of financial statements as at and for year ended March 31, 2024

10 (a) Finance Lease liabilities

(₹ in crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Finance Lease liabilities	8.17	5.96
Total	**8.17**	**5.96**

10 (b) Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Advance receipts from borrowers	74.01	2.38
Dividend payable to CCPS holder	0.02	-
Total	**74.03**	**2.38**

11 Provisions

(₹ in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for gratuity	0.73	0.19
Provision for employee benefits	-	0.09
Provision for compensated absences	0.82	0.43
Provision for long term incentive plan & share appreciation rights	4.92	2.16
Total	**6.47**	**2.87**

12 Other non-financial liabilities

(₹ in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory dues	11.47	1.69
Total	**11.47**	**1.69**

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Notes forming part of financial statements as at and for year ended March 31, 2024

13 A Share capital

	As at March 31, 2024		As at March 31, 2023	
	Number	(₹ in Crs)	Number	(₹ in Crs)
Authorised shares				
Equity shares of ₹ 10 each	1,81,50,00,000	1,815.00	1,81,50,00,000	1,815.00
Compulsorily convertible preference shares of ₹ 21 each (Series I)	8,80,95,238	185.00	8,80,95,238	185.00
Compulsorily convertible preference shares of ₹ 27 each (Series II)	25,92,59,259	700.00	25,92,59,259	700.00
Non convertible redemabale preference shares of ₹ 100000 each	1,50,000	1,500.00	-	-
Issued, subscribed & fully paid-up shares				
Equity shares of ₹ 10 each	1,37,52,80,631	1,375.28	1,03,02,83,466	1,030.28
Compulsorily convertible preference shares of ₹ 21 each (Series I)	-	-	8,79,27,757	184.65
Compulsorily convertible preference shares of ₹ 27 each (Series II)	-	-	25,70,69,408	694.09
Total		1,375.28		1,909.02

(a) **Movements in equity share capital.**

	As at March 31, 2024		As at March 31, 2023	
	Number	(₹ in Crs)	Number	(₹ in Crs)
Outstanding at the beginning of the year	1,03,02,83,466	1,030.28	1,03,02,83,466	1,030.28
Conversion of CCPS during the year	34,49,97,165	345.00		
Outstanding at the end of the year	1,37,52,80,631	1,375.28	1,03,02,83,466	1,030.28

(b) **Movements in preference share capital (Face Value 21) Series I**

	Number	(₹ in Crs)	Number	(₹ in Crs)
Outstanding at the beginning of the year	8,79,27,757	184.65	8,79,27,757	184.65
Conversion of CCPS during the year	(8,79,27,757)	(184.65)		
Outstanding at the end of the year	-	-	8,79,27,757	184.65

Movements in preference share capital (Face Value 27) Series II

	Number	(₹ in Crs)	Number	(₹ in Crs)
Outstanding at the beginning of the year	25,70,69,408	694.09	25,70,69,408	694.09
Conversion of CCPS during the year	(25,70,69,408)	(694.09)		
Outstanding at the end of the year	-	-	25,70,69,408	694.09

(c) **Terms / rights attached to equity shares**

i The Company has equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share

ii In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii The dividend proposed by the Board of Directors is subject to the approval of shareholders at the ensuing Annual General Meeting, except in case of interim dividend. Such dividend is not recognised as a liability at the Balance Sheet date

(d) **Terms / rights attached to Compulsorily Convertible Preference Shares (CCPS)**

i The Company has issued Compulsorily Convertible Preference Shares (CCPS) having a par value of ₹ 21 (Series I) & 27 (Series II) per share

ii The CCPS shall carry a pre-determined cumulative dividend rate of 0.001% per annum. In addition to the same, if the holders of Equity Shares are paid dividend in excess of 0.001% per annum, CCPS holders shall be entitled to dividend at such higher rate. The dividend shall be payable, subject to cash flow solvency, in the event the board of directors of the Company declare any dividend for the relevant year, and shall be paid in priority to Equity Shares

iii The CCPS are not redeemable & each CCPS shall be converted into one equity share of ₹10 each upon induction of a new investor or expiry of 3 (Three) years from the date of issuance of First Tranche CCPS (30 March 2021), whichever is earlier

iv Subject to Section 47(2) of the Companies Act, 2013, the CCPS do not carry any voting rights

v CCPS shall have liquidation preference over the Equity Shares, in accordance with the Insolvency and Bankruptcy Code, 2016

vi In terms of the agreement with CCPS holder; 34,49,97,165 number of CCPS have been converted into equal number of equity shares as on March 30, 2024

(e) **Details of shareholders holding more than 5% of the shares in the Company**

	As at March 31, 2024		As at March 31, 2023	
Equity shares	Number	% of Holding	Number	% of Holding
National Investment & Infrastructure Fund II & Nominees	54,63,50,979	39.73%	54,63,50,979	53.03%
Aseem Infrastructure Finance Limited	42,39,32,487	30.83%	42,39,32,487	41.15%
President of India (*)	34,49,97,165	25.09%	-	-
HDFC Bank LTD	6,00,00,000	4.36%	6,00,00,000	5.82%
0.001% Compulsorily Convertible Preference Shares (Series I)				
President of India (*)	-	-	8,79,27,757	100.00%
0.001% Compulsorily Convertible Preference Shares (Series II)				
President of India (*)	-	-	25,70,69,408	100.00%

(*) Represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India

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Notes forming part of financial statements as at and for year ended March 31, 2024

13 B Other Equity (₹ In Crs)

		As at March 31, 2024	As at March 31, 2023
(a)	Surplus in the statement of profit and loss	1,118.71	782.78
(b)	Securities premium	1,081.33	547.59
(c)	General Reserves	0.88	0.88
(d)	Special reserve u/s. 45-IC of the RBI Act, 1934	283.41	199.41
(e)	Impairment Reserve	0.04	0.04
	Total	**2,484.37**	**1,530.70**
(a)	**Surplus in the Statement of Profit and Loss**		
	Opening balance	782.78	522.95
	Net profit for the year	420.47	325.74
	Items of other comprehensive income recognised directly in retained earnings	-	-
	- Remeasurements of post-employment benefit obligations, net of tax	(0.52)	(0.95)
	Transfer to Special Reserve u/s. 45-IC of RBI Act, 1934	(84.00)	(64.96)
	Dividend on CCPS	(0.02)	-
	Closing balance	**1,118.71**	**782.78**
(b)	**Securities Premium**		
	Opening balance	547.59	547.59
	Changes during the year	533.74	-
	Share capital issue expenses	-	-
	Closing balance	**1,081.33**	**547.59**
(c)	**General Reserve**		
	Opening balance	0.88	0.88
	addition		
	Closing balance	**0.88**	**0.88**
(d)	**Special Reserve u/s. 45-IC of RBI Act,1934**		
	Opening balance	199.41	134.45
	Appropriations during the year	84.00	64.96
	Closing balance	**283.41**	**199.41**
(e)	**Impairment Reserve**		
	Opening balance	0.04	0.04
	Appropriations during the year	-	-
	Closing balance	**0.04**	**0.04**
	Total	2,484.37	1,530.70

Nature and purpose of reserve

a) Securities premium

Securites premium represents the excess of issue price over face value of equity shares & compulsorily convertible preference shares (CCPS) issue during the year. As per secton 52 (3) expenses on issue of equity share have been adjusted against securities premium

b) General Reserves

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders.

c) Special reserves u/s 45-IC of RBI Act, 1934

As per section 45-IC of RBI Act, 1934, every non-banking financial company (NBFC) shall create a reserve fund and transfer therein a sum not less than twenty per cent (20%) of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. No appropriation of any sum from the reserve fund shall be made by the non-banking financial company annually.

d) Impairment Reserve

In terms of RBI circular reference DOR (NBFC). CC PD No 109/22 10 106/2019-20 dated March 13, 2020, NBFCs are required to hold expected credit loss allowances in accordance with the provisions of IndAS 109. In parallel NBFCs are required to compute provisions as per extant prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP). Where the expected credit loss allowance computed under IndAS 109 is lower than the provisioning required under IRACP (including standard asset provisioning), NBFCs are required to appropriate the shortfall from their retained earnings to a separate 'Impairment Reserve'

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Notes forming part of financial statements as at and for year ended March 31, 2024

14 Interest Income

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
On financial assets measured at amortised costs		
Interest on loans	1,740.80	1,350.14
Interest on deposit	34.89	46.86
Discount accreted on T-Bills	21.85	-
Total	**1,797.54**	**1,397.00**

15 (a) Fees and commission income

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
Fees and commission income	10.90	5.27
Total	**10.90**	**5.27**

15 (b) Net gain on fair value changes

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
- Income from Mutual fund Investment	28.18	1.85
Total	**28.18**	**1.85**

16 Other Income

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
Shared Service Cost Recovery	-	0.09
Profit on sale of asset	0.03	0.02
Interest on IT Refunds	10.37	-
Total	**10.40**	**0.11**

17 Finance Costs

(₹ in Crs)

On financial liabilities measured at amortised costs	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense		
(i) Debt securities	1,348.99	1,014.45
(ii) Lease Liabilities	0.45	0.49
(iii) Other borrowing cost (Rating fee & Other expenses)	2.39	2.07
Total	**1,351.83**	**1,017.01**

18 Fees and commission expense

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
Commission paid to project authorities	0.33	0.16
	0.33	**0.16**

19 Impairment on financial instruments

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
On financial instruments measured at amortised costs		
Term loans & Debentures	29.95	25.47
Total	**29.95**	**25.47**

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20 Employee benefits expense

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	27.76	19.42
Contribution to gratuity fund	0.52	0.42
Contribution to provident and other funds	1.42	1.20
Staff welfare expenses	1.06	0.52
Total	**30.76**	**21.56**

21 Depreciation, amortisation and impairment

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation of property, plant and equipment	0.38	0.39
Depreciation of right to use assets	2.42	1.92
Intangible Assets	0.27	0.06
Total	**3.07**	**2.37**

22 Other expenses

(₹ in Crs)

	Year ended March 31, 2024	Year ended March 31, 2023
Professional fees	2.14	2.05
Rates and taxes	1.65	1.46
Computer and IT related expenses	3.08	2.12
Insurance charges	0.27	0.26
Electricity charges	0.18	0.16
Travelling and conveyance	0.70	0.55
Printing and stationery	0.09	0.05
Communication costs	0.03	0.02
Stamp duty and registration fees	0.54	0.31
Directors' sitting fees	0.82	0.41
Contribution towards corporate social responsibility (Refer Note no. 22(b))	5.27	3.73
Auditor's remuneration	0.45	0.38
Advertising & publicity	0.03	0.09
Miscellaneous expenses	0.41	0.33
Total	**15.66**	**11.92**

(a) Breakup of Auditors' remuneration

Audit fees	0.37	0.32
Tax audit fees	0.02	0.02
Certification fees	0.04	0.04
Out-of-pocket expenses	0.02	0.00
Total	**0.45**	**0.38**

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(b) Contribution for corporate social responsibility (CSR)

Amount required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year ₹ 5.27 crore (previous year ₹ 3.73 crore). Amount spent towards CSR during the year and recognised as expense in the statement of profit and loss on CSR related activities is ₹ 5.27 crore (previous year ₹ 3.73 crore), which comprise of following:

	Year ended March 31, 2024	Year ended March 31, 2023
Amount spent during the year on:		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	5.27	3.73
(iii) On purposes other than (i) above- unspent balance for l	-	-
Total	**5.27**	**3.73**
(a) shortfall at the end of the year	-	-
(b) total of previous years shortfall	-	-
(c) reason for shortfall	NA	NA
(d) nature of CSR activities	Promoting Healthcare, Rural Development, Education and Environment	Promoting Healthcare & Education
(e) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	Nil	Nil
(f) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	Nil	Nil

23 Income tax

The Company is registered as Infrastructure Debt Fund (IDF-NBFC) with RBI. As per Section 10(47) of the Income Tax Act, any income of IDFs notified by Central Board of Direct Taxes (CBDT) for this purpose is exempt from income tax.

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24 (i) Employee benefit obligations (₹ in Crs)

a) Labour Law

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code and recognise the same when the Code becomes effective.

b) Defined contribution plans (₹ in Crs)

The Company has recognised the following amounts in the statement of profit and loss towards contribution to defined contribution plans which are included under contribution to provident and other funds:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Provident fund	1.05	0.82
Pension fund	0.38	0.38

c) Defined benefit plans

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. As per internal policy gratuity liabilities for all employees is uncapped and ₹ 20 lakhs limit is not applicable.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

i) Balance sheet (₹ in Crs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2022	4.25	3.82	0.43
Current service cost	0.40	-	0.40
Interest expense/(income)	0.18	-	0.18
Return on plan assets	-	1.62	(1.62)
Remeasurements due to actual return on plan assets less interest on plan assets	-	0.13	(0.13)
Actuarial loss / (gain) arising from change in financial assumptions	(0.04)	-	(0.04)
Actuarial loss / (gain) arising from change in demographic assumptions	(0.09)	-	(0.09)
Actuarial loss / (gain) arising on account of experience changes	1.06	-	1.06
Benefit payments	(2.20)	(2.20)	-
As at March 31, 2023	3.56	3.37	0.19
Current service cost	0.65		0.65
Past service cost	(0.14)		(0.14)
Interest expense/(income)	0.22		0.22
Return on plan assets		0.21	(0.21)
Employer contributions		0.54	(0.54)
Remeasurements due to actual return on plan assets less interest on plan assets		0.08	(0.08)
Actuarial loss / (gain) arising from change in financial assumptions	0.02		0.02
Actuarial loss / (gain) arising from change in demographic assumptions	0.08		0.08
Actuarial loss / (gain) arising on account of experience changes	0.50		0.50
Benefit payments	(0.70)	(0.70)	-
As at March 31, 2024	4.19	3.50	0.69

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Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Present value of plan liabilities	4.19	3.56
Fair value of plan assets	3.50	3.37
Plan liability net of plan assets	**0.69**	**0.19**

ii) Statement of profit and loss

(₹ in Crs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Employee benefit expense	-	-
Losses on acquisition	-	-
Current service cost	0.65	0.40
Past service cost	(0.14)	-
Total	0.51	0.40
Finance costs	0.01	0.02
Gains/(losses) on settlements	-	-
Net impact on the profit before tax	**0.52**	**0.42**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Remeasurements of the net defined benefit liability:		
Opening amount recognized in OCI outside profit and loss account	0.87	(0.09)
Return on plan assets excluding amounts included in interest expense/income	(0.08)	0.03
Actuarial loss / (gain) arising from change in financial assumptions	0.02	(0.04)
Actuarial loss / (gain) arising from change in demographic assumptions	0.08	(0.09)
Actuarial loss / (gain) arising on account of experience changes	0.50	1.06
Actuarial gains/(losses) arising from changes in experience	-	-
Net impact on the other comprehensive income before tax	**1.39**	**0.87**

iii) Defined benefit plan assets

Category of assets (% allocation)	Year ended March 31, 2024	Year ended March 31, 2023
Insurer managed funds	3.50	3.37
Total	**3.50**	**3.37**

iv) Actuarial assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Discount rate	7.15%	7.30%
Salary escalation rate*	10.00%	10.00%

* takes into account the inflation, seniority, promotions and other relevant factors

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v) **Sensitivity** (₹ in Crs)

Gratuity

As at March 31, 2024	**Change in assumption**	**Impact on defined benefit obligation**	
		Increase	**Decrease**
Discount rate	0.50%	(4.12)	4.27
Salary escalation rate	0.50%	4.27	(4.12)

As at March 31, 2023	**Change in assumption**	**Impact on defined benefit obligation**	
		Increase	**Decrease**
Discount rate	0.50%	(0.17)	0.17
Salary escalation rate	0.50%	0.17	(0.17)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

vi) **Maturity**

The defined benefit obligations shall mature after year end as follows: (₹ in Crs)

Particulars	**Year ended March 31, 2024**	**Year ended March 31, 2023**
Within the next 12 months (next annual reporting period)	0.73	1.06
Between 2 and 5 years	3.07	2.43
Between 5 and 10 years	0.83	0.65
Beyond 10 years	1.17	0.41
Total expected payments	**5.80**	**4.55**

The weighted average duration of the defined benefit obligation is 2.94 years (previous year - 2.94 years)

vii) **Provision for long term incentive plan (LTIP)** (₹ in Crs)

Particulars	**Year ended March 31, 2024**	**Year ended March 31, 2023**
Liability for long term incentive plan	3.82	2.16

viii) **Provision for leave encashment** (₹ in Crs)

Particulars	**Year ended March 31, 2024**	**Year ended March 31, 2023**
Liability for compensated absences	0.82	0.43

ix) **Provision for long term incentive units (Cash settled share option)**

During the year certain eligible employees of the company are entitled to LTIP units, value of which is based on underlying value of the share of the company. The company recognizes the fair value of such units and expenses out the same over the vesting period based on the management's estimate of the vesting and forfeiture conditions. Units awarded are cash settled share base payment transaction.

Details of the plan:

Vesting requirement	33% at the end of 2nd year, 33% at the end of 3rd years and 34% at the end of 4 years from June 2023 (Grant date)
Method of settlement	Cash settled
Exercise price	Nil
No of Option granted during the year	10,49,063
No of Option exercised during the year	Nil
No of Option outstanding As on 31-03-2024	10,49,063
Measurement of fair value	Black - Scholes Option pricing model
Expense recognised during the year (**₹ in Crs**)	1.10

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24 (ii) Lease

Disclosure on Lease in accordance with Indian Accounting Standard (Ind AS) 116 on 'Leases'

A) Actual Payment of Rent from April 01, 2023 to March 31, 2024 is ₹ 2.76 Crore (Previous Year ₹ 2.21 Crore).

B) The following is the breakup of Current and non-current portion of Lease Liability: (₹ in Crs)

Particulars	March 31, 2024	March 31, 2023
Current	3.93	1.85
Non Current	4.24	4.11
Total Lease Liability	**8.17**	**5.96**

C) The following is the movement of Lease Liability (₹ in Crs)

Particulars	March 31, 2024	March 31, 2023
Opening Balance	5.96	-
Addition	4.53	7.66
Interest Expense on lease liability	0.45	0.49
Actual payment of rent	2.76	2.20
Closing Balance	**8.17**	**5.96**

D) The Carrying Value of Right of Use Asset (₹ in Crs)

Particulars	March 31, 2024	March 31, 2023
Opening Balance	5.75	-
Addition	4.53	7.66
Gross Carrying value	**10.28**	**7.66**
Depreciation	2.42	1.91
Carrying value of right of use asset	**7.86**	**5.75**

E) The following represents the Contractual Maturity of the Lease Liability on an undiscounted basis (₹ in Crs)

Particulars	March 31, 2024	March 31, 2023
On demand	-	-
Upto 3 months	1.10	0.55
Above 3 months to 12 months	3.31	1.66
Above 1 Year -3 Years	4.42	4.42
Above 3 Years-5 Years	-	-
Above 5 Years	-	-
Total	**8.83**	**6.62**

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25. Segment information

The Company is engaged in business of financing by way of loans (non banking financial services). All other activities of the Company revolve around the main business and accordingly there are no separate reportable segments, as per Ind AS 108 – Operating Segments.

26. Earnings per share (EPS)

a) The basic earnings per share has been calculated based on the following: **(₹ in Crs)**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Net profit after tax available for equity shareholders (A)	420.47	325.74
Less : Dividend to CCPS holder	(0.02)	-
Net profit after tax available for equity shareholders (A)	420.45	325.74
Weighted average number of ordinary shares/(CCPS)	1,37,52,80,631	1,37,52,80,631
Weighted average number of shares (B)	1,37,52,80,631	1,37,52,80,631

b) The reconciliation between the basic and the diluted earnings per share is as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Basic earnings per share (A/B)	3.06	2.37
Diluted earnings per share (A/B)	3.06	2.37

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27. Capital commitments

(₹ in Crs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Estimated amount of contracts remaining to be executed on capital account (net of advances)	1.64	
Total	1.64	-

Contingent liabilities	Year ended March 31, 2024	Year ended March 31, 2023
Claims not acknowledged as debts in respect of : Income-tax demands under appeal	-	-

28 Capital management

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting capital adequacy requirements of the local banking supervisor, Reserve Bank of India (RBI) of India. The adequacy of the Company's capital is monitored using, amongst other measures, the regulations issued by RBI. Company has complied in full with all its externally imposed capital requirements over the reported period. The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

The following additional information is disclosed in terms of the RBI scale based circular (Ref No. RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24)

(₹ in Crs)

Capital to risk assets ratio (CRAR):	Year ended March 31, 2024	Year ended March 31, 2023
Tier I capital	3,849.87	3,432.83
Tier II capital	154.83	124.88
Total capital	**4,004.70**	**3,557.71**
Risk weighted assets	16,534.49	17,061.47
CRAR (%)	24.22%	20.85%
CRAR - Tier I capital (%)	23.28%	20.12%
CRAR - Tier II capital (%)	0.94%	0.73%
Amount of subordinated debt considered as Tier II capital	-	-
Amount raised by issue of perpetual debt instruments	-	-

Regulatory Tier I capital, which comprises share capital, share premium, special reserves, share option outstanding account, retained earnings including current year profit and non-controlling interests less accrued dividends & Intangible assets. Certain adjustments are made to Ind AS based results and reserves, as prescribed by the Reserve Bank of India.

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Maturity analysis of assets and liabilities

29 The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ in Crs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets						
Cash and cash equivalents	911.50	-	911.50	533.58	-	533.58
Bank Balance other than above	0.02	-	0.02	-	-	-
Investments	582.84		582.84			
Loans	1,564.08	20,425.69	21,989.77	1,066.77	16,650.24	17,717.01
Other financial assets	0.01	0.25	0.26	0.04	0.25	0.29
Non-financial assets						
Income tax assets (Net)	-	250.92	250.92	-	147.65	147.65
Property, plant and equipment	-	0.90	0.90	-	0.48	0.48
Capital work in progress	0.98		0.98			
Right of use Assets	-	7.86	7.86	-	5.75	5.75
Intangible assets	-	1.37	1.37	-	-	-
Intangible Asset under Development	0.55	-	0.55	-	1.16	1.16
Other non-financial assets	1.01	-	1.01	0.50	-	0.50
Total assets	3,060.99	20,686.99	23,747.98	1,600.89	16,805.53	18,406.42
Financial liabilities						
Payables						
(I) Trade payables						
(i) total outstanding dues of micro enterprises and small	-	-	-	0.02	-	0.02
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1.63	-	1.63	0.65	-	0.65
(II) Other payables						
(i) total outstanding dues of micro enterprises and small	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	4.42	-	4.42	3.32	-	3.32
Debt securities	2,147.07	17,635.07	19,782.14	1,163.03	13,786.78	14,949.81
Borrowings (Other than debt securities)	-	-	-	-	-	-
Finance Lease liabilities	3.93	4.24	8.17	1.84	4.11	5.95
Other financial liabilities	74.03	-	74.03	2.38	-	2.38
Non-financial Liabilities						
Provisions	-	6.47	6.47	0.75	2.12	2.87
Other non-financial liabilities	11.47	-	11.47	1.69	-	1.69
Total liabilities	2,242.55	17,645.78	19,888.33	1,173.68	13,793.01	14,966.69
Net	818.44	3,041.21	3,859.65	427.21	3,012.52	3,439.73

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Notes forming part of financial statements as at and for year ended March 31, 2024

30 Fair value measurement

a) Financial Instruments by Category (₹ in Crs)

The following table provides categorization of all financial instruments at carrying value except for financial assets and financial liabilities not measured at fair value if, the carrying amount is a reasonable approximation of fair value.

As at March 31, 2024	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Loans			
- Term loans	-	-	15,576.49
- Debentures and bonds	-	-	6,352.48
- Accrued interest on loans, debentures and bonds		-	60.79
Cash and Cash Equivalents	-	-	911.50
Bank Balance other than above			0.02
Investments			582.84
Other financial assets	-	-	0.26
Total financial assets	-	-	**23,484.39**
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	19,136.07
- Accrued interest on borrowings			646.07
Trade payables	-	-	1.63
Other Payables	-	-	4.42
Finance Lease liability	-	-	8.17
Other financial liabilities	-	-	74.03
Total financial liabilities	-	-	**19,870.39**

As at March 31, 2023	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Loans			
- Term loans	-	-	13,283.55
- Debentures and bonds	-	-	4,412.26
- Accrued interest on loans, debentures and bonds			21.20
Cash and Cash Equivalents	-	-	533.58
Bank Balance other than above			-
Other financial assets	-	-	0.29
Total financial assets	-	-	**18,250.88**
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	14,525.78
- Accrued interest on borrowings			424.03
Trade payables	-	-	0.67
Other Payables			3.32
Lease liability			5.96
Other financial liabilities	-	-	2.38
Total financial liabilities	-	-	**14,962.14**

Note: There are no other categories of financial instruments other than those mentioned above. The financial assets are shown net of provision for Expected Credit Loss.

b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

As at March 31, 2024 (₹ in Crs)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Loans					
- Term loans	4	-	-	15,576.49	15,576.49
- Debentures and bonds	4	-	-	6,352.48	6,352.48
- Accrued interest on loans, debentures and bonds	4			60.79	60.79
Investments	4			582.84	582.84
Total financial assets		-	-	**22,572.60**	**22,572.60**
Financial liabilities					
Debt securities					
- Debentures and bonds	11	-	-	19,136.07	19,136.07
- Accrued interest on borrowings	11	-	-	646.07	646.07
Total financial liabilities		-	-	**19,782.14**	**19,782.14**

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As at March 31, 2023 (₹ in Crs)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Loans					
- Term loans	4	-	-	13,283.55	13,283.55
- Debentures and bonds	4	-	-	4,412.26	4,412.26
- Accrued interest on loans, debentures and bonds	4	-	-	21.20	21.20
Total financial assets		-	-	**17,717.01**	**17,717.01**
Financial liabilities					
Debt securities					
- Debentures and bonds	11	-	-	14,525.78	14,525.78
- Accrued interest on borrowings	11	-	-	424.03	424.03
Total financial liabilities		-	-	**14,949.81**	**14,949.81**

i) There are no transfers between levels 1, 2 and 3 during the year.

ii) The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The Company uses the following hierarchy for determining and disclosing the fair value of financial assets by valuation technique:
The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

The hierarchies used are as follows:

Level 1: Level 1: The fair value of financial instruments traded in active markets (such as mutual funds) is based on quoted market prices at the end of the reporting period. The mutual funds are valued using the closing NAV. These instruments are included in Level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

c) Valuation technique used to determine fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

Specific valuation techniques used to value financial instruments include:

- the fair value of the unquoted mutual fund units is determined using observable NAV representing repurchase price issued by the mutual fund/venture capital fund.
- the fair values of interest rate swaps is calculated as the present value of the estimated future cash flows based on the observable yield curves.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis and the discount rates used were adjusted for counterparty or own credit risk.

d) Fair value of financial assets and liabilities measured at amortised cost (₹ in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Loans				
Rupee loans	15,576.49	15,576.49	13,377.29	13,377.29
Debentures and Bonds	6,352.48	6,352.48	4,443.40	4,443.40
Accrued interest on loans, debentures and bonds	60.79	60.79	21.20	21.20
Investments	582.84	582.84		
Total financial assets	**22,572.60**	**22,572.60**	**17,841.89**	**17,841.89**
Financial liabilities				
Debt securities				
Debentures	19,136.07	19,136.07	14,525.78	14,525.78
Commercial papers	-	-	-	-
Total financial liabilities	**19,136.07**	**19,136.07**	**14,525.78**	**14,525.78**

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual creditworthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk. The fair values of financial liabilities measured at amortised cost i.e. debt securities issued were calculated based on their cash flows discounted using a current borrowing rate. They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. Accordingly, fair value of such instruments is not materially different from their carrying amounts.They are classified as Level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts are a reasonable approximation of their fair value. Such instruments include, cash and bank balances, trade and other payables, other financial assets and liabilities. Such amounts have been classified as Level 3 on the basis that no adjustments have been made to the balances in the balance sheet.

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31 Financial risk management

31.1. Introduction

Risk management is an integral part of the business practices of the Company. The framework of risk management concentrates on formalising a system to deal with the most relevant risks, building on existing management practices, knowledge and structures. The process of risk management is paramount to the Company and each employee is accountable for risks relating to his/her responsibilities. The key risk management tenets adopted by the Company includes maker-checker principle and three levels of defence (first level - employee, second level - risk team, third level - internal audit). The Company is exposed to credit risk, interest rate risk, liquidity risk, price risk and operations risk through its business operations.

31.2. Risk management structure

The Company has set up a robust risk governance framework based on the following key principles:

- The Board has ultimate responsibility for the Company's risk management framework. The board is principally responsible for approving the Company's risk related strategies and policies.
- To ensure that the Company has a sound system of risk management and internal controls in place, the board has established a risk committee. The risk committee assists the board in relation to the oversight and review of the Company's risk management principles and policies, strategies, appetite, processes and controls. The risk committee has direct access to the Company's management and has open communication with them.
- Policies, processes and systems are put in place for effective risk management.
- The Company has an independent risk unit which is entrusted with the responsibility of implementing risk policy and processes for risk identification, assessment, measurement, monitoring and control. It reports to the Chief Risk Officer (CRO), who in turn reports directly to the Chief Executive Officer (CEO) of the Company. The board has put in place the policy to safeguard the independence of CRO (The CRO meets the Risk Management Committee (RMC) on a quarterly basis without the presence of CEO).
- The Company's Resources team is primarily responsible for funding and liquidity risks and is guided by the asset liability management policy. The market risks of the Company are supervised by the asset liability committee.
- The Company's maintains a Risk Register for all its processes. Operational risks of the Company are monitored by business operations risk committee.
- The Business team monitors project assets on regular basis and highlights pending compliances to senior management on monthly basis. It also conducts annual site visits and monitors financial covenants.
- Annual review of financial and operational performance of projects and their re-rating is conducted by the risk team.
- Risk management processes are also audited quarterly by internal audit and findings and recommendations are provided to the audit committee.

31.3. Credit risk

Credit risk is the risk of suffering financial loss, should any of the Company's customers, clients or market counterparties fail to fulfil their contractual obligations to the Company. Credit risk arises mainly from loans and advances arising from lending activities.

Credit risk is the single largest risk for the Company's business, management therefore carefully manages its exposure to credit risk. The credit risk management and control are centralised in a risk committee which reports regularly to the Board. The company adheres to high standards of credit risk management and mitigation. The lending proposals are subjected to a thorough assessment of promoters; group financial strength and leverage; operational & financial performance track record; cash flows; valuation of collateral.

The exposures are subjected to regular monitoring of (i.e. cash flows of the projects, security cover and operational performance is regularly monitored). The Company manages and controls credit risk by setting limits on the amount of exposure at each sector/sub-sector level. The concentration of risk is monitored in relation to such limits.

31.3.1. Credit risk measurement - loans and advances

The estimation of credit exposure for risk management purposes is complex and requires the use of models, as the exposure varies with changes in market conditions, expected cash flows and the passage of time. The assessment of credit risk of a loans and advances entails further estimations as to the likelihood of defaults occurring, of the associated loss ratios and of default correlations counterparties. The Company measures credit risk using probability of default (PD), exposure at default (EAD) and loss given default (LGD). This is similar to the approach used for the purpose of measuring expected credit loss (ECL) under Ind AS 109.

The Company's concentration risk is managed at the sector/sub-sector level. These limits are approved by the risk committee and reviewed at regular intervals. The following table shows the risk concentration towards each sector/sub-sector.

Sector/sub-sector	Exposure limit as per risk policy		Exposure		Amount Outstanding (₹ in Crs)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Energy Generation - Wind	25%	25%	6.89%	10.98%	1,657.61	2,186.59
Energy Generation - Solar	45%	45%	36.54%	39.47%	7,894.39	6,431.85
Energy Generation - Hydro	15%	15%	2.19%	0.00%	525.95	-
Energy Generation - Other	25%	25%	21.09%	18.45%	4,521.46	3,716.07
Energy Transmission	25%	25%	3.07%	3.73%	738.10	746.80
Total Energy Sector	85%	85%	69.78%	72.63%	15,337.51	13,081.30
Transport - Roads	-	-	4.50%	4.06%	1,073.58	119.79
Ports, Airports, Railways etc. (without tripartite)	25%	25%	9.06%	8.59%	2,160.61	1,720.24
Logistics	25%	25%	2.73%	1.98%	656.16	399.94
Bulk Material Transportation	25%	25%	1.59%	2.31%	381.99	464.99
Other social and commercial infrastructure	25%	25%	0.55%	0.00%	123.40	-
Hospitals	25%	25%	0.66%	0.88%	158.96	176.05
Education Institutions	25%	25%	0.29%	0.37%	68.65	73.87
Water & Sanitation	15%	15%	2.31%	2.75%	521.79	521.79
Communication	15%	15%	8.53%	6.43%	1,635.54	1,279.49
Total			100.00%	100.00%	22,118.19	17839.47

a) Credit risk grading

The Company uses internal credit risk grading framework that reflects its assessment of the probability of default of individual counterparty Borrower and loan specific information collected at the time of initial application and annual re-rating exercise is fed into risk rating model. This is supplemented by external data such as credit bureau scoring information.

The framework is robust and comparable to credit models used by premier credit rating bureaus. The credit rating model considers various parameters (such as promoter strength, operating risk, market risk, financial factors, etc.) and a score is assigned to each parameter between 1 (lowest) to 5 (highest). The internal rating grade is based on the final score derived from the credit rating model.

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The Company's internal rating grades

Internal rating grades	Description of the grade
iAAA	Highest Safety
iAA+	High Safety
iAA	
iAA-	
iA+	Adequate Safety
iA	
iA-	
iBBB+	Moderate Safety
iBBB	
iBBB-	
iBB+, iBB & iBB-	Moderate Risk
iB, iC & iD	High Risk/ Very High Risk/ Default

As per risk rating policy, the Company does not finance the projects below having internal rating grade below iBBB-, arrived as per the above mentioned risk rating framework. In case of difference between internal rating grade and external credit rating (if any), then lower of the two ratings would be considered while evaluating the minimum rating criteria.

However, at the time of sanction, if the external credit rating is below internal rating grade, but is expected to improve due to various factors (including refinance loan terms), Company may provide financial assistance to such borrowers on the condition that the disbursement would be made only after the minimum investment grade rating as aforesaid is obtained.

An annual review of the loans / debentures (credit substitutes) would be conducted to determine the credit migration and rating of the portfolio. The analysis below summarises the credit quality of the Company's debt portfolio as at March 31.

Internal rating grades	% of total customer		% of total outstanding	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
iAAA	0%	0%	0%	0%
iAA+, iAA, iAA-	28%	31%	46%	44%
iA+, iA, iA-	52%	46%	41%	39%
iBBB+	11%	18%	7%	15%
iBBB	9%	4%	6%	2%
iBBB-	0%	1%	0%	0%
Total	**100%**	**100%**	**100%**	**100%**

b) Expected credit loss measurement

Ind AS 109 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired. Refer note 31(b)(i) below for a description of how the Company determines when a significant increase in credit risk has occurred.
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'. Refer note 31(b)(ii) below for a description of how the Company defines credit-impaired and default.
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 have their ECL measured based on expected credit losses on a lifetime basis while for Stage 3, probability of default is taken as 100%. Refer note 31(b)(iii) below for a description of inputs, assumptions and estimation techniques used in measuring the ECL.
- A pervasive concept in measuring ECL in accordance with Ind AS 109 is that it should consider forward-looking information.

The following diagram summarises the impairment requirements under Ind AS 109:

Change in credit quality since initial recognition

Stage 1	Stage 2	Stage 3
(Initial recognition)	(Significant increase in credit risk since initial recognition)	(Credit-impaired assets)
12-month expected credit losses	**Lifetime expected credit losses**	**PD taken as 100%**

i) Significant increase in credit risk (SICR)

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the quantitative, qualitative or backstop criteria have been met.

Quantitative criteria:

The credit risk on a financial asset of the Company are assumed to have increased significantly since initial recognition when contractual payments are more than 61 days past due. Accordingly the financial assets shall be classified as Stage 2, if on the reporting date, it has been more than 61 days past due.

Qualitative criteria:

For all financial instruments held by the Company, if the borrower is on the watch list and/or the instrument meets one or more of the following criteria:

- Internal rating downgrade of two notches or more
- Any event/s of non-cooperation
- Evidence of diversion of funds

Backstop:

A backstop is applied and the financial instrument considered to have experienced a significant increase in credit risk if the borrower is more than 61 days past due on its contractual payments.

The Company has not used the low credit risk exemption for any financial instruments in the year ended March 31, 2024.

ii) Default and credit-impaired asset

The Company defines a financial asset as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria:

The borrower is more than 90 days past due on its contractual payments to be considered in default

Qualitative criteria:

The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty These are instances where:

- the borrower is in long-term forbearance
- the borrower is insolvent

The criteria above have been applied to all financial instruments held by the Company and are consistent with the definition of default used for internal credit risk management purposes The default definition has been applied consistently to model the probability of default (PD), exposure at default (EAD) and loss given default (LGD) throughout the Company's expected loss calculations

iii) Measuring ECL – Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the probability of default (PD), exposure at default (EAD), and loss given default (LGD), defined as follows:

PD Estimation:

The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.

The lifetime PD is developed by applying a maturity profile to the current 12M PD The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis

The credit quality of the portfolio is assessed using internally developed credit rating model The internal rating grade is determined for every initial application and annual re-rating is also performed for all existing counterparties. In the absence of default/SMA history and limited number of counterparties involved, credit rating data available in public domain has been used to assign PDs to Internal rating grades

- For Stage 1, 12 month PD are calculated CRISIL 1 year cumulative default rate data and GDP forecast estimates have been used to arrive at 12 month PD for base case, best case and worst case economic scenarios

- For Stage 2, Lifetime PD are calculated by considering the survival rate of the counterparty for the remaining maturity The PD is based on CRISIL average transition matrices based on corporates

- For Stage 3, Lifetime PD is taken as 100%

Internal rating grades – 12 month PD Mapping:

Internal rating grades		PIT PD
Highest Safety	iAAA	0.07%
High Safety	iAA+	0.13%
	iAA	0.13%
	iAA-	0.13%
Adequate Safety	iA+	0.18%
	iA	0.18%
	iA-	0.18%
Moderate Safety	iBBB+	1.03%
	iBBB	1.03%
	iBBB-	1.03%
Moderate Risk	iBB+	4.83%
	iBB	4.83%
	iBB-	4.83%
High Risk	iB	11.18%
Very High Risk	iC	27.28%
Default	iD	100.00%

Exposure at default:

EAD is based on the amounts the Company expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD)

For amortising products and bullet repayment loans, this is based on the contractual repayments owed by the borrower over a 12 month or lifetime basis This will also be adjusted for any expected overpayments made by a borrower Early repayment/refinance assumptions are also incorporated into the calculation

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Loss given default:

Loss Given Default (LGD) represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by product type and security coverage.

- In case of re-financing of operating road project, the Company enters into a tripartite agreement with the concessionaire and NHAI/any other project authority for ensuring a compulsory buyout with termination payments. The LGD for road project loans is taken as 5% since the entire credit exposure arising out of loan agreement is secured by way of tripartite agreement with Government authorities. 5% assumption on LGD is hence assumed only to capture any time delay in enforcing the tripartite agreement.

- In case of re-financing of other operating infrastructure project loans, the primary credit support is cash flow control and additional comfort is taken as project assets as collateral. In absence of actual instances of default and consequential recoveries, the LGD rates under "Foundation IRB approach" as prescribed by RBI, after considering the threshold level of collateralisation and required level of over collateralisation for full recognition of collateral, have been taken as a proxy measure.

ECL computation:

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month).

iv) **Forward-looking information incorporated in the ECL model**

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Company has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for portfolio.

Judgment has also been applied in this process. Forecasts of these economic variables (the "base economic scenario") are provided on a regular basis and provide the best estimate view of the economy over the next five years.

The assessment of SICR is performed using the Lifetime PD under each of the base, and the other scenarios, multiplied by the associated scenario weighting, along with qualitative and backstop indicators. This determines whether the whole financial instrument is in Stage 1, Stage 2, or Stage 3 and hence whether 12-month or lifetime ECL should be recorded. Following this assessment, the Company measures ECL as either a probability weighted 12 month ECL (Stage 1), or a probability weighted lifetime ECL (Stages 2 and 3). These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting (as opposed to weighting the inputs).

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Company considers these forecasts to represent its best estimate of the possible outcomes and has analysed the non-linearities and asymmetries within the Company's different portfolios to establish that the chosen scenarios are appropriately representative of the range of possible scenarios.

The Company has identified the "GDP growth rate" as a key driver for the expected credit loss. To smoothen the GDP growth rate for past 15 years, GDP growth rates achieved during black swan events such as during the COVID period (FY21) and subsequent high revival growth rate (FY22) have not been considered while taking the GDP numbers for March 2024 ECL workings.

The following table sets out the assumptions used for base case, best case and worst case ECL scenarios, taking GDP growth rate as key driver for expected loss:

Year ended March 31, 2024

ECL Scenario	Assigned probabilities %	FY25	FY26	FY27	FY28	FY29
Base case	50%	6.81%	6.46%	6.47%	6.48%	6.49%
Best case	20%	9.55%	9.20%	9.20%	9.21%	9.22%
Worst case	30%	4.07%	3.72%	3.73%	3.74%	3.75%

Year ended March 31, 2023

ECL Scenario	Assigned probabilities %	FY24	FY25	FY26	FY27	FY28
Base case	50%	5.89%	6.33%	6.21%	6.07%	6.00%
Best case	20%	8.71%	9.15%	9.03%	8.89%	8.82%
Worst case	30%	3.07%	3.51%	3.39%	3.25%	3.18%

The GDP estimates are used to project the grade wise PD for base case, best case and worst case scenario. The final (weighted) ECL is arrived at by assigning 50%, 20% and 30% weights to the base case, best case and worst case ECL respectively.

The GDP estimates are presented for financials years

Particulars	As at March 31, 2024(₹ in Crs)	As at March 31, 2024(%)	As at March 31, 2024 (% of Total Loans)	As at March 31, 2023(₹ in Crs)	As at March 31, 2023(%)	As at March 31, 2023 (% of Total Loans)
Scenario weighted computed ECL	31.55	20%	0.14%	45.06	36%	0.25%
Management Overlay	123.28	80%	0.56%	79.82	64%	0.45%
Total Impairment Loss Allowance on Loans (Note 2)	**154.83**	**100%**	**0.70%**	**124.88**	**100%**	**0.70%**

Scenario weighted computed ECL as on March 31, 2024 is ₹ 31.55 crore (March 31, 2023 is ₹ 45.06 crore).Over and above this, there is management overlay of ₹ 123.28 crore (₹ 79.82 crore) such that the Total Impairment Loss Allowance will be 0.7% of Total Loans which amounts to ₹ 154.83 crore (₹ 124.88 crore)

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v) Financial assets measured on a collective basis

ECL is calculated on individual basis for all loan assets

vi) Proposal appraisal

The Company collects relevant project/ corporate documents and initiate appraisal of the proposal. The evaluation process encompasses establishment of viability of proposal including borrower's ability to service the loan. The evaluation is undertaken through a combination of review of project/corporate documents, external rating rationales (if any), meetings with project promoters/key officials, site visits, etc.

Proposals shall be approved by the Board/ Committee of the Board post recommendation by the Decision Committee.

Term loans /debentures can have fixed rate or floating rate of interest linked to the Company's benchmark rate or another agreed benchmark. There may be reset of spreads after defined intervals.

Below is the mix of assets with spread reset dates falling within 1 year and more than 1 year:

Particulars	As at March 31, 2024	As at March 31, 2023
Less than 1 year	6.00%	4.00%
More than 1 year	94.00%	96.00%

vii) Overview of modified and forborne loan

All the loan assets of the Company are categorised under Stage 1 and there are no modified or forborne loans.

c) Credit risk exposure

i) Maximum exposure to credit risk - Loans and debenture measured at amortised subject to impairment

The following table contains an analysis of the credit risk exposure of financial instruments for which an ECL allowance is recognised. The gross carrying amount of financial assets below also represents the Company's maximum exposure to credit risk on these assets.

(₹ in Crs)

Term loans and debentures	As at March 31, 2024			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety	-	-	-	-
High Safety	10,136.38	-	-	10,136.38
Adequate Safety	9,016.28	-	-	9,016.28
Moderate Safety	2,965.53	-	-	2,965.53
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	22,118.19	-	-	22,118.19

Term loans and debentures	As at March 31, 2023			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety	-	-	-	-
High Safety	7,835.66	-	-	7,835.66
Adequate Safety	6,972.42	-	-	6,972.42
Moderate Safety	3,031.39	-	-	3,031.39
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	17,839.47	-	-	17,839.47

ii) Maximum exposure to credit risk - Financial instruments not subject to impairment

The Company does not have any exposure to Financial instruments not subjected to impairment.

iii) Collateral and other credit enhancement

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are in place covering the acceptability and valuation of each type of collateral.

The Company employs a range of policies and practices to mitigate credit risk. The most common of these is accepting collateral for funds advanced. The Company has internal policies on the acceptability of specific classes of collateral or credit risk mitigation.

The Company prepares a valuation of the collateral obtained as part of the loan origination process. This assessment is reviewed periodically. The principal collateral types are:

- charges over tangible assets such as property, plant and equipment; and
- charges over book debts, inventories, bank deposits, and other working capital items; and
- charges over financial instruments such as debt securities and equities.

The fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a regular basis.

(₹ in Crs)

Particulars	Gross Exposure	Impairment allowance	Undrawn amount	EIR Adjustment	Carrying amount
As at March 31, 2024					
Loans to corporate entities/individuals:					
- Term loans	15,746.13	110.22	-	24.48	15,611.42
- Debentures and bonds	6,372.07	44.60	-	9.91	6,317.55
- Accrued interest on loans, debentures and bonds	60.79	-	-	-	60.79
Total	22,178.98	154.83	-	34.39	21,989.76
As at March 31, 2023					
Loans to corporate entities/individuals:					
- Term loans	13,431.57	94.02		14.14	13,323.41
- Debentures and bonds	4,407.90	30.86	-	4.64	4,372.41
- Accrued interest on loans, debentures and bonds	21.19	-	-	-	21.19
Total	17,860.66	124.88	-	18.78	17,717.01

iv) **Loss allowance**

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent "step up" (or "step down") between 12-month and Lifetime ECL;
- additional allowances for new financial instruments recognised during the period, as well as releases for financial instruments de-recognised in the period;
- impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models;
- impacts on the measurement of ECL due to changes made to models and assumptions;
- financial assets derecognised during the period and write-offs of allowances related to assets that were written off during the period

An analysis of change in the gross carrying amount of the loan portfolio and corresponding loss allowance:

The following table further explains changes in the gross carrying amount of the loan portfolio to help explain their significance to the changes in the loss allowance for the same portfolio as discussed below:

(₹ in Crs)

Term loans and debentures	Year ended March 31, 2024			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	17,841.89	-	-	17,841.89
New assets originated or purchased	6,985.74	-	-	6,985.74
Assets derecognised or repaid	(2,683.04)	-	-	(2,683.04)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	22,144.59	-	-	22,144.59

Term loans and debentures	Year ended March 31, 2023			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	14,192.40	-	-	14,192.40
New assets originated or purchased	6,560.59	-	-	6,560.59
Assets derecognised or repaid	(2,911.10)	-	-	(2,911.10)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	17,841.89	-	-	17,841.89

The following table explains the changes in the loss allowance between the beginning and at the end of the annual period due to various factors:

(₹ in Crs)

Term loans and debentures	Year ended March 31, 2024			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	124.88	-	-	124.88
New assets originated or purchased	48.90	-	-	48.90
Assets derecognised or repaid	(18.95)	-	-	(18.95)
Net remeasurement of loss allowance	-		-	-
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	154.83	-	-	154.83

Term loans and debentures	Year ended March 31, 2023			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	99.41	-	-	99.41
New assets originated or purchased	45.92	-	-	45.92
Assets derecognised or repaid	(20.45)	-	-	(20.45)
Net remeasurement of loss allowance		-	-	-
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	124.88	-	-	124.88

The origination of new loan assets is the primary factor that contributed to the change in the loss allowance during the period.

31.3.2 **Other financial assets**

The Company has credit risk exposure in cash and cash equivalents, deposits with banks, and other financial assets. Cash and cash equivalents and bank deposits are held with only high rated banks/financial institutions only, therefore credit risk is perceived to be low. The Company has no significant concentration of credit risk.

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31.4. Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stressful circumstances. To limit this risk, management has adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a monthly basis. The Company has developed internal control processes and contingency plans for managing liquidity risk.

Prudent liquidity risk management implies maintaining liquid investments. In accordance with the Company's policy, the liquidity position is assessed by setting limits on the amount of liquidity exposure and monitoring expsoures in relation to each such limits:

ii) Liquidity Risk framework

Category	Limits
Limits on cumulative negative gaps, as a % of cumulative outflows [maximum]	-10% of cumulative outflows for 0 to 7 days, over 7 days to 14 days -20% of cumulative outflows for 14 days to 1-month -30% of cumulative outflows for 1-month to 6-months -40% of cumulative outflows for 6-months to 1-year -55% of cumulative outflows for 1-year to 3-years -70% of cumulative outflows for 3-years to 5-years
Capital adequacy ratio (CRAR) [minimum]	15%
Capital Clessification	Tier II Capital shall not exceed Tier I Capital
Borrowings through shorter tenor bonds and commercial papers (CPs)	Up to 10% of total outstanding borrowings
Credit rating [minimum]	A
Liquidity coverage ratio (LCR) [minimum]	0.85
Earnings at risk (EaR) [maximum]	₹ 35 Crore
Liquidity ratio - Long-term assets/Total Assets	Min. 80% - Max 95%

The Company has assumed prepayment in 1-3 yr and 3-5 yr bucket based on behavioral pattern as allowed under RBI circular from Oct 31 2023

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b) **Analysis of financial assets and liabilities by remaining contractual maturities**

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(₹ in Crs)

As at March 31, 2024	0 - 7 Days	8 - 14 Days	15 Days - 1 Month	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months to 6 Months	Over 6 Months to 1 Year	Over 1 Year to 3 Years	Over 3 Year to 5 Years	Above 5 Years	Total
Financial assets											
Loans	31.42	-	13.78	18.12	218.97	300.53	920.48	3,369.39	4,168.92	13,042.22	22,083.83
T Bill		249.52	229.17	104.15							582.84
Total undiscounted financial assets	**31.42**	**249.52**	**242.94**	**122.27**	**218.97**	**300.53**	**920.48**	**3,369.39**	**4,168.92**	**13,042.22**	**22,666.67**
Financial liabilities											
Debt securities	-	-	-	20.00	-	376.00	1,105.00	6,622.00	5,424.00	5,589.07	19,136.07
Total undiscounted financial liabilities	**-**	**-**	**-**	**20.00**	**-**	**376.00**	**1,105.00**	**6,622.00**	**5,424.00**	**5,589.07**	**19,136.07**

As at March 31, 2023	0 - 7 Days	8 - 14 Days	15 Days - 1 Month	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months to 6 Months	Over 6 Months to 1 Year	Over 1 Year to 3 Years	Over 3 Year to 5 Years	Above 5 Years	Total
Financial assets											
Loans	-		17.46	26.09	200.47	253.99	568.76	2,504.93	2,499.38	11,749.61	17,820.69
Total undiscounted financial assets	**-**	**-**	**17.46**	**26.09**	**200.47**	**253.99**	**568.76**	**2,504.93**	**2,499.38**	**11,749.61**	**17,820.69**
Financial liabilities											
Debt securities	-	-	-	60.00	-	217.00	462.00	2,870.00	9,177.00	1,739.80	14,525.80
Total undiscounted financial liabilities	**-**	**-**	**-**	**60.00**	**-**	**217.00**	**462.00**	**2,870.00**	**9,177.00**	**1,739.80**	**14,525.80**

Notes forming part of financial statements as at and for year ended March 31, 2024

c) **Public disclosure on liquidity risk**
The disclosure in terms of RBI scale based circular ref. RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24 dated March 21, 2024 on liquidity risk management framework for NBFCs Is provided below-

(i) **Funding concentration based on significant counterparty**

Sr no	Year	No. of counterparties	Amount (₹ in Crs)	% of Total Borrowings	% of Total Liabilities
1	March 31, 2024	20	14,500.00	75.47%	72.91%
2	March 31, 2023	21	10,695.00	73.26%	71.46%

(ii) **Top 20 large deposits - Nil**

(iii) **Top 10 borrowings: ₹ 11,540 Crore (represent 60.06% of total borrowings) (previous year ₹ 7,995 Crore (represent 54.77% of total borrowings))**

(iv)	Funding concentration based on significant instrument/product	March 31, 2024		March 31, 2023	
Sr no	Name of instrument	Amount (₹ in Crs)	% of Total Liabilities	Amount (₹ in Crs)	% of Total Liabilities
1	Non Convertible Debentures	19,214.00	100.00%	14,598.00	100.00%

(v)	Stock ratios:	March 31, 2024			March 31, 2023		
Sr no	Instrument	As a % of total public funds	As a % of total liabilities	As a % of total assets	As a % of total public funds	As a % of total liabilities	As a % of total assets
(b)	Non Convertible Debentures (original maturity <1 year)	NA	Nil	Nil	NA	Nil	Nil
(c)	Other short term liabilities	NA	11%	9%	NA	8%	6%

(vi) Institutional set-up for liquidity risk management
The Company has instituted Asset Liability Management Policy under which the Asset Liability Management Committee (ALCO) has been set up for oversight Asset Liability Management (ALM), including liquidity risk management. The overall ALM framework as well as liquidity risk is managed by-
(i) **Board** - which provides the overall direction for the Policy and framework.
(ii) **ALCO** - comprises Chief Executive Officer (CEO), Chief Risk Officer (CRO), Chief Financial Officer (CFO) and Chief Business Officer (CBO), Director - Resources. It is a decision making body responsible for strategic management of interest rate and liquidity risks.
(iii) **Asset Liability Management Support Group** - which consist of operating staff from Risk, Finance and Resources group, who analyse/monitor liquidity profile, limits & report to ALCO & RBI.
(iv) **Finance Committee** - comprises CEO, CRO, CBO and CFO which is authorised to borrow monies through various instruments permitted by RBI.
(v) **Resources Group** - which is ALM support group and is responsible for fund raising, maintain appropriate liquidity buffers, provide market related inputs and actively implement ALM strategy.
(vi) **Investment Committee** - Comprises CEO,CRO,CBO,CFO,CCO and is reponsible for investment of surplus funds

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(₹ In Crs)

D) Disclosure on Liquidity Coverage Ratio (LCR) under RBI scale based circular no. RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24 dated March 21, 2024 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies

	Particulars	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#
High Quality Liquid Assets		31-Mar-24		31-Dec-23		30-Sep-23		30-Jun-23	
1	Total High Quality Liquid Assets (HQLA)	1,283.07	1,283.07	1,336.91	1,336.91	835.53	835.53	768.44	768.44
Cash Outflows									
2	Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
3	Unsecured wholesale funding	-	-	-	-	-	-	-	-
4	Secured wholesale funding	852.73	980.64	334.81	385.03	881.45	1,013.66	1,234.24	1,419.37
5	Additional requirements, of which	-	-	-	-	-	-	-	-
(i)	Outflows related to derivative exposures	-	-	-	-	-	-	-	-
(ii)	Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
(iii)	Credit and liquidity facilities	-	-	-	-	-	-	-	-
6	Other contractual funding obligations	998.33	1,068.02	1,020.30	1,125.05	789.81	791.16	642.00	643.57
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	Total Cash Outflows	1,851.06	2,048.66	1,355.11	1,510.08	1,671.26	1,804.82	1,876.24	2,062.94
Cash Inflows									
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	372.57	279.42	331.79	248.84	377.25	282.94	242.42	181.82
11	Other cash inflows	1,448.91	1,200.29	1,399.97	1,170.27	1,102.64	974.84	1,439.26	1,252.88
12	Total Cash Inflows	1,821.48	1,479.71	1,731.76	1,419.12	1,479.89	1,257.78	1,681.69	1,434.69
			Total Adjusted Value		Total Adjusted Value		Total Adjusted Value		Total Adjusted Value
13	Total HQLA		1,283.07		1,336.91		835.53		768.44
14	Total Net Cash Outflows (Higher of inflow less outflows or 25% of outflows		568.95		377.52		547.04		628.24
15	LIQUIDITY COVERAGE RATIO (%)		226%		354%		153%		122%

*Unweighted values calculated as outstanding balances maturing or callable within 30 days (for inflows and outflows)
Weighted values calculated after the application of respective stress factors on inflow (75%) and outflow (115%). $
Other cash Inflows maily contains Fixed deposit, Mutual fund & funds raised through NCD/CP.

Notes :

1. Liquidity Coverage Ratio without considering disbursements & borrowings for the quarter is 379%.
2. HQLA includes unencumbered portion of current account balance, eligible Corporate bonds & investment in T-bills.
3. Above HQLA is computed excluding callable short term fixed deposits with scheduled commercial banks.
4. The above numbers of quarter end reporting date are simple average values of daily observations of previous 3 months.

(a) the main drivers of their LCR results and the evolution of the contribution of inputs to the LCR's calculation over time:
(b) intra-period changes as well as changes over time: Quarterly LCR mentioned in table above
(c) the composition of HQLAs: Mentioned above
(d) concentration of funding sources: Refer 31.4 (c) liquidity risk
(e) derivative exposures and potential collateral calls: NA
(f) currency mismatch in the LCR: NA
(g) other inflows and outflows in the LCR calculation that are not captured in the LCR common template but which the institution considers to be relevant for its liquidity profile: NA

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31.5. Market Risk

The risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and mutual fund NAV's.

a) Interest rate risk-lending

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Company's main interest rate risk arises from lending with variable rates, which expose the Company to cash flow interest rate risk. During March 31, 2024 and March 31, 2023, the Company's lending portfolio at variable rate are mainly denominated in Indian rupees (₹).

The Company's fixed rate lending portfolio is carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

i) Interest rate risk exposure (₹ in Crs)

The exposure of the Company's lending portfolio to interest rate changes at the end of the reporting years are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Variable rate lending portfolio	437.85	262.33
Fixed rate loans	21,680.34	17,577.14
Total	22,118.19	17,839.47

ii) Sensitivity

a) Interest rate risk - Loans and debenture

Profit or loss may be impacted due to change in interest rate on rate-sensitive assets and liabilities.

Particulars	Impact on profit after tax	
	Year ended March 31, 2024	Year ended March 31, 2023
Interest rates – increase by 100 basis points	15.13	5.03
Interest rates – decrease by 100 basis points	(15.13)	(5.03)

* The sensitivity is derived holding all other variables constant

iii) Company does not have any variable rate borrowings; hence its not exposed to borrowning interest rate risk exposure.

b) Price risk

Since the Company does not hold any quoted equity instruments, it is not exposed to price risk , however investment in Mutual fund are exposed to market price risk.

c) Foreign currency risk:

The Company does not have any foreign currency exposures in respect of financial assets and financial liabilities as at the balance sheet date that will result in net currency gains or losses in the statement of profit and loss due to change foreign currency exchange rates. This mitigates the foreign currency risk exposure for the Company.

31.6. Operational and business risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. Operational risk management process comprises of identification, assessment, measurement, monitoring / controlling, reporting and mitigation of operational risk. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit. Periodic Business Operational Risk Committee (BORC) meetings are convened to keep a track of operational risks and mitigation plans across the Company.

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Notes forming part of financial statements as at and for year ended March 31, 2024

32 Related Party Disclosure

List of Related Parties

a) Contolling Stake Holder
National Investment and Infrastructure Fund II

b) Entity/Person with significant influence
National Investment and Infrastructure Fund Limited (Investment Manager of National Investment and Infrastructure Fund II)
Aseem Infrastructure Finance Limited
President of India

c) Key Management Personel
Mr. Shiva Rajaraman - Chief Executive Officer (Appointed wef July 1, 2022)
Mr. Sadashiv S. Rao - Chief Executive Officer (Cease to be CEO wef June 30, 2022)
Mr. V. Narayanan Iyer - Chief Financial Officer (Cease to be CFO wef October 10, 2023)
Mr. Pankil Mehta - Chief Financial Officer (Appointed wef March 28, 2024)
Mr. Ankit Sheth - Company Secretary

d) Directors
Mr. Surya Prakash Rao Pendyala - Nominee Director, NIIF Fund II (Ceased to be a Director w.e.f. November 30, 2023)
Mr. AKT Chari - Nominee Director, NIIF
Ms. Ritu Anand - Independent Director (Ceased to be a Director w.e.f. May 6, 2022)
Mr. Rajiv Dhar - Nominee Director, NIIF Fund II (Ceased to be a Director w.e.f. March 28, 2024)
Mr. Ashwani Kumar - Independent Director
Ms. Rosemary Sebastian - Independent Director (Appointed w.e.f. June 7, 2022)
Mr. Prashant Kumar Ghose - Independent Director (Appointed w.e.f. February 1, 2023)
Mr. Padmanabh Sinha - Nominee Director NIIF Fund II (Appointed w.e.f. March 28, 2024)
Mr. Nilesh Shrivastava – Nominee Director NIIF Fund II (Appointed w.e.f. March 28, 2024)

(₹ in Cr)

Related Party	Parent		Subsidiaries		Entity with significant influence		KMPs		Relatives of KMPs		Directors		Relatives of Directors		Total	
Items	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23
Recovery against Shared Service Cost	-	-	-	-	0.26	0.54	-	-	-	-	-	-	-	-	0.26	0.54
Processing fees received	-	-	-	-	0.20	-	-	-	-	-	-	-	-	-	0.20	-
Reimbursement of expenses to related Party	-	-	-	-	0.13	0.08	-	-	-	-	-	-	-	-	0.13	0.08
Purchase of Loans & Advances	-	-	-	-	478.33	-	-	-	-	-	-	-	-	-	478.33	-
Proceeds from issue of equity share capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Proceeds from issue of equity share premium	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Managerial Remuneration	-	-	-	-	-	-	3.88	6.57	-	-	-	-	-	-	3.88	6.57
Sitting Fees	-	-	-	-	-	-		-	-	-	0.82	0.41	-	-	0.82	0.41
Balances outstanding	-	-	-	-	-	0.04	-	-	-	-	-		-	-	-	0.04
Total	-	-	-	-	478.92	0.67	3.88	6.57	-	-	0.82	0.41	-	-	483.62	7.65

33 The company has used accounting software for maintaining its books of account which has a feature of recording audit-trail (edit log)and same was operated through-out the year for all relevant transactions recorded in the software. The company did not use database feature to enable audit trail due to security and performance consideration. However, company has effective control mechanism with respect to database management to check if there is any change in database. Further, the company is in the process of allowing access to Database and Server only through Privileged Accesses Management.

NIIF Infrastructure Finance Limited ★ Mumbai

M. P. CHITALE & CO. MUMBAI ★ C.A.

LODHA & CO. LLP ★ MUMBAI-01 ★ Chartered Accountants

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for year ended March 31, 2024

34 Other Disclosures:

a) Ratios

Ratios	Description	March 31, 2024	March 31, 2023
Debt-Equity Ratio	Total Debt / Total Equity	5.13	4.35
Current Ratio	NA	NA	NA
Long Term Debt to Working Capital	NA	NA	NA
Bad Debts to Account Receivable Ratio	NA	NA	NA
Current Liability Ratio	NA	NA	NA
Total Debts to Total Assets	Total Debt / Total Asset	0.83	0.81
Debtors Turnover	NA	NA	NA
Inventory Turnover	NA	NA	NA
Operating Margin (%)	Operating Profit / Total Revenue	22.30%	23.12%
Net Profit Margin (%)	PAT / Total Revenue	22.74%	23.13%
Net Worth (in ₹ in Crs)	Share capital + Reserves and surplus	3,859.65	3,439.73
Net Profit After Tax (in ₹ in Crs)		420.47	325.74
Earnings Per Share (Basic)	PAT / Total number of shares	3.06	2.37
Earnings Per Share (Diluted)	PAT / Total diluted number of shares	3.06	2.37
Gross/ Net Non-Performing Assets (NPAs)		Nil	Nil
Capital Redemption Reserve/Debenture Redemption Reserve *	NA	NA	NA
LCR (Refer note no: 31.4)	Liquidity coverage ratio	2.26	2.16

* Not applicable, being a Non-Banking Financial Service Company registered with the Reserve Bank of India.

b) There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

c) No proceeding has been initiated during the year or pending against the Company for holding any Benami property

d) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

e) During the current year the Company has not traded or invested in Crypto currency or Virtual Currency.

f) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

g) The Company, has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

h) The Company, has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

i) The information as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information received from suppliers regarding their status under the said act as available with the Company and relied upon by the auditors, is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Outstanding principal amount and interest due to suppliers registered under MSMED Act and remaining unpaid at the year end:	β	0.02
- Principal amount	β	0.02
- Interest due thereon	-	-
Interest paid other than under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-
Interest paid under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-
Amount of interest due and payable (where the principal has already been paid but interest has not been paid).	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	-	-

35 The following additional information is disclosed in terms of the RBI scale based circular RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24

(a) Capital to risk assets ratio (CRAR): Refer note 28

			As at March 31, 2024	As at March 31, 2023
(b)	Details of investments are set out below:			
1	Value of investments			
(i)	Gross Value of Investments			
(a)	In India		582.84	-
(b)	Outside India		-	-
		(A)	582.84	-
(ii)	Provision for depreciation			
(a)	In India		-	-
(b)	Outside India		-	-
		(B)	-	-
(iii)	Net Value of Investments			
(a)	In India		582.84	-
(b)	Outside India		-	-
		(A-B)	582.84	-
2	Movement of provisions held towards depreciation on investments.			
(i)	Opening balance		-	-
(ii)	Add: Provisions made during the year		-	-
(iii)	Less: Write-offs/ write-back of excess provisions during the year		-	-
(iv)	Closing balance		-	-

(c) Investor group wise classification of all investments (Current and Long Term) in shares and securities (both Quoted and Unquoted):

	As at March 31, 2024		As at March 31, 2023	
	Market Value/ Breakup Value / Fair Value / NAV	Book Value Net of Provision	Market Value/ Breakup Value / Fair Value / NAV	Market Value/ Breakup Value / Fair Value / NAV
1 Related parties	-	-	-	-
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2 Other than related parties	582.84	582.84	-	-
Total	582.84	582.84	-	-

(d) Securitisation /Assignment

The Company has not under taken any transactions of Securitisation/Assignment in the current and in the previous year and hence the related disclosures are not applicable to the Company.

(e) Details of non-performing financial assets purchased/sold and accounts subjected to restructuring:

The Company has not undertaken any transactions for purchase/sale of NPA's in the current and in the previous year and hence the related disclosure are not applicable to the Company

(f) Asset Liability Management Maturity pattern of certain items of assets and liabilities

Please refer note 31.4 for the Asset Liability Management maturity patterns

In computing the above information, certain estimates, assumptions and adjustments have been made by the Management which have been relied upon by auditors.

(g) Exposures to real estate sector (Based on amounts sanctioned):

This disclosure is not applicable to the Company as there are no exposures, direct or indirect to real estate sector as at March 31, 2024 and as at March 31, 2023.

(h) Exposures to Capital Market

This disclosure is not applicable to the Company as there are no exposures to capital market as at March 31, 2024 and as at March 31, 2023.

(i) Details of Single Borrower Limit and Borrower Group Limit exceeded by the Company

During the years ended March 31, 2024 and as at March 31, 2023, the Company's credit exposure to single borrowers and group borrowers were within the limits prescribed by the RBI.

		As at March 31, 2024 net of provision	As at March 31, 2023 net of provision
(j)	Borrower group-wise classification of assets financed:		
1	Related parties		
(a)	Subsidiaries	-	-
(b)	Companies in the same group	-	-
(c)	Other related parties	-	-
2	Other than related parties *	21,989.77	17,717.01
	Total	21,989.77	17,717.01

(*) Net of provision for standard assets

(k) Unsecured advances

The Company has not given any unsecured advances in the current year and in the previous year.

(l) Registration obtained from other financial regulators

The Company has not obtained registrations from other financial sector regulators.

(m) Penalties / fines imposed by the RBI

During the year ended March 31, 2024 there was no penalty imposed by the RBI and other regulators (Previous Year ₹ Nil).

Notes forming part of financial statements as at and for year ended March 31, 2024

(n) Break up of 'Provisions and Contingencies' shown under the head 'Expenses' in the Statement of Profit and Loss

(₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Provisions for depreciation on Investment	-	-
Provision towards NPA	-	-
Provision made towards Income tax	-	-
Other Provision and Contingencies	-	-
Provision for Standard Assets	29.95	25.47
	29.95	25.47

In terms of RBI circular reference DOR (NBFC) .CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020, the template of comparison between provisions required under Income Recognition, Asset Classification and Provisioning (IRACP) and impairment allowances made under Ind AS 109 is provided below:-

(₹ in Crs)

Asset Classification as per RBI norms March 31, 2024	Asset Classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss Allowance (Provision as required under Ind AS 109)	Net Carrying Amount	Provision as required as per IRACP norms	Difference between Ind AS 109 provisios under IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Stage 1	22,144.60	154.83	21,989.77	88.58	66.25
	Stage 2	-	-	-	-	-
Subtotal		22,144.60	154.83	21,989.77	88.58	66.25
Non Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1-3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for Doubtful		-	-	-	-	-
Loss		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments,	Stage 1	-	-	-	-	-
etc which are in the scope of Ind AS 109 but not	Stage 2					
covered under Current Income Recognition,	Stage 3	-	-	-	-	-
Asset Classification and Provisioning (IRACP) norms						
Total	**Stage 1**	22,144.60	154.83	21,989.77	88.58	66.25
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	22,144.60	154.83	21,989.77	88.58	66.25

Asset Classification as per RBI norms March 31, 2023	Asset Classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss Allowance (Provision as required under Ind AS 109)	Net Carrying Amount	Provision as required as per IRACP norms	Difference between Ind AS 109 provisios under IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Stage 1	17,841.89	124.88	17,717.01	71.37	53.51
	Stage 2	-	-	-	-	-
Subtotal		17,841.89	124.88	17,717.01	71.37	53.51
Non Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1-3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for Doubtful		-	-	-	-	-
Loss		-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments,	Stage 1	-	-	-	-	-
etc which are in the scope of Ind AS 109 but not	Stage 2					
covered under Current Income Recognition,	Stage 3	-	-	-	-	-
Asset Classification and Provisioning (IRACP) norms						
Total	**Stage 1**	17,841.89	124.88	17,717.01	71.37	53.51
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	17,841.89	124.88	17,717.01	71.37	53.51

(o) Drawdowns from Reserves

The Company has not undertaken any drawdown from reserves during the current year and previous year and hence the related disclosures are not applicable to the Company.

(p) Concentration of Advances

(₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Total Advances to twenty largest borrowers/ customers	10,277.85	8,479.53
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	46.47%	47.53%

Notes forming part of financial statements as at and for year ended March 31, 2024

(q) Concentration of Exposures

(₹ in Crs)

	As at March 31, 2024	As at March 31, 2023
Total Exposure to twenty largest borrowers / customers	14,500.00	9,375.31
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	75.47%	46.49%

(r) Concentration of Non Performing Assets (NPAs) /Sectorwise NPAs/ Movement in NPAs

The Company did not have any NPAs in the current year and in the previous year and hence the related disclosures are not applicable to the Company.

(s) The information on Overseas Assets (for those with Joint Ventures and Subsidiaries abroad) is given below: (₹ in Crs)

Name of the Joint Venture/ Subsidiary	For the year ended March 31, 2024		
	Other Partner in the JV	Country	Total Assets
	Nil	Nil	Nil

(₹ in Crs)

Name of the Joint Venture/ Subsidiary	For the year ended March 31, 2023		
	Other Partner in the JV	Country	Total Assets
	Nil	Nil	Nil

(t) The information on off balance sheet SPV sponsored (which are required to be consolidated as per accounting norms):

(₹ in Crs)

For the year ended March 31, 2024	For the year ended March 31, 2023
	Nil

(u) Disclosure of complaints :

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr.No		Particulars	March 31, 2024	March 31, 2023
		Complaints received by the NBFC from its customers		
1		Number of complaints pending at beginning of the year	-	-
2		Number of complaints received during the year	-	-
3		Number of complaints disposed during the year	-	-
	3.1	Of which, number of complaints rejected by the NBFC	-	-
4		Number of complaints pending at the end of the year	-	-
		Maintainable complaints received by the NBFC from Office of Ombudsman		
5*		Number of maintainable complaints received by the NBFC from Office of Ombudsman	-	-
	5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombud	-	-
	5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
	5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
6.*		Number of Awards unimplemented within the stipulated time (other than those	-	-

Note: Maintainable complaints refer to complaints on the grounds specifically mentioned in Integrated Ombudsman Scheme, 2021 (Previously The Ombudsman Scheme for Non-Banking Financial Companies, 2018) and covered within the ambit of the Scheme.
* It shall only be applicable to NBFCS which are included under The Reserve Bank - Integrated Ombudsman Scheme, 2021

2) Top five grounds of complaints received by the NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
March 31, 2024					
Ground - 1	-	-	-	-	
Others	-	-	-	-	
Total	-	-	-	-	
March 31, 2023					
Ground - 1	-	-	-	-	
Others	-	-	-	-	
Total	-	-	-	-	

Niif Infrastructure Finance Limited Mumbai

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

Notes forming part of financial statements as at and for year ended March 31, 2024

36 The additional information required to be disclosed in terms of RBI circular (Ref. No. RBI/2009-2010/356/IDMD/4135/11.08.43/2009-10) dated March 23, 2010 is not applicable for the Company.

37 Intra group Exposure

Particulars	March 31, 2024	March 31, 2023
Total amount of intra-group exposures	-	-
Total amount of top 20 intra-group exposures	-	-
Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	-	-

38 Details of loans not in default acquired during the year ended 31st March, 2024 under the RBI Master Direction on Transfer of Loan Exposures dated 24th September, 2021 are given below:

Details of loans not in default acquired from other entities:

Mode of acquisition	Assignment and Novation
Aggregate principal outstanding of	Rs. 373.24 crores
Aggregate consideration paid	Rs. 377.64 crores
Weighted average residual maturity	12.87 years
Weighted average holding period	N.A.
Retention of beneficial economic	Nil
Coverage of tangible security	100% secured
Rating-wise distribution of loans	AA - 100%

39 Frauds reported during the year- Nil (Previous year Nil)

40 There are no contingent liabilities as of March 31, 2024 (Previous year Nil)

41 The figures of ₹ 50,000 or less have been denoted by ß.

42 Previous year figures have been regrouped/reclassified wherever necessary to correspond with those of the current year's classification/disclosure.

For Lodha & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301051E/E300284

R. P. Baradiya
Partner
Membership No. 044101

For M.P.Chitale & Co.
Chartered Accountants
ICAI Firm Registration No. 101851W

Ashutosh Pednekar
Partner
Membership No. 041037

M. P. CHITALE & CO. MUMBAI C.A.

Place: Mumbai
Date: May 3, 2024

For and on behalf of the Board of Directors of
NIIF Infrastructure Finance Limited

Padmanabh Sinha
Director
DIN no 00101379

Nitesh Shrivastava
Director
DIN no 09632942

Shiva Rajaraman
Chief Executive Officer

Pankil Mehta
Chief Financial Officer

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. LLP MUMBAI-01 Chartered Accountants

Annexure II

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for year ended March 31, 2024

32 Related Party Disclosure

List of Related Parties

a) Contolling Stake Holder
National Investment and Infrastructure Fund II

b) Entity/Person with significant influence
National Investment and Infrastructure Fund Limited (Investment Manager of National Investment and Infrastructure Fund II)
Aseem Infrastructure Finance Limited
President of India

c) Key Management Personel
Mr. Shiva Rajaraman - Chief Executive Officer (Appointed wef July 1, 2022)
Mr. Sadashiv S. Rao - Chief Executive Officer (Cease to be CEO wef June 30, 2022)
Mr. V. Narayanan Iyer - Chief Financial Officer (Cease to be CFO wef October 10, 2023)
Mr. Pankil Mehta - Chief Financial Officer (Appointed wef March 28, 2024)
Mr. Ankit Sheth - Company Secretary

d) Directors
Mr. Surya Prakash Rao Pendyala - Nominee Director, NIIF Fund II (Ceased to be a Director w.e.f. November 30, 2023)
Mr. AKT Chari - Nominee Director, NIIF
Ms. Ritu Anand - Independent Director (Ceased to be a Director w.e.f. May 6, 2022)
Mr. Rajiv Dhar - Nominee Director, NIIF Fund II (Ceased to be a Director w.e.f. March 28, 2024)
Mr. Ashwani Kumar - Independent Director
Ms. Rosemary Sebastian - Independent Director (Appointed w.e.f. June 7, 2022)
Mr. Prashant Kumar Ghose - Independent Director (Appointed w.e.f. February 1, 2023)
Mr. Padmanabh Sinha - Nominee Director NIIF Fund II (Appointed w.e.f. March 28, 2024)
Mr. Nilesh Shrivastava – Nominee Director NIIF Fund II (Appointed w.e.f. March 28, 2024)

(₹ in Crs)

Related Party	Parent		Subsidiaries		Entity with significant influence		KMPs		Relatives of KMPs		Directors		Relatives of Directors		Total	
Items	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23
Recovery against Shared Service Cost	-	-	-	-	0.26	0.54	-	-	-	-	-	-	-	-	0.26	0.54
Processing fees received	-	-	-	-	0.20	-	-	-	-	-	-	-	-	-	0.20	-
Reimbursement of expenses to related Party	-	-	-	-	0.13	0.08	-	-	-	-	-	-	-	-	0.13	0.08
Purchase of Loans & Advances	-	-	-	-	478.33	-	-	-	-	-	-	-	-	-	478.33	-
Proceeds from issue of equity share capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Proceeds from issue of equity share premium	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Managerial Remuneration	-	-	-	-	-	-	3.68	6.57	-	-	-	-	-	-	3.88	6.57
Sitting Fees	-	-	-	-	-	-		-	-	-	0.82	0.41	-	-	0.82	0.41
Balances outstanding	-	-	-	-	-	0.04	-	-	-	-	-		-	-	-	0.04
Total	-	-	-	-	**478.92**	**0.67**	**3.88**	**6.57**	-	-	**0.82**	**0.41**	-	-	**483.62**	**7.65**

33 The company has used accounting software for maintaining its books of account which has a feature of recording audit-trail (edit log)and same was operated through-out the year for all relevant transactions recorded in the software. The company did not use database feature to enable audit trail due to security and performance consideration. However, company has effective control mechanism with respect to database management to check if there is any change in database. Further, the company is in the process of allowing access to Database and Server only through Privileged Accesses Management.

NIIF Infrastructure Finance Limited ★ Mumbai

M. P. CHITALE & CO. MUMBAI ★ C.A. ★

LODHA & CO. LLP ★ MUMBAI-01 ★ Chartered Accountants

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for the year ended March 31, 2023

32 Related Party Disclosure

List of Related Parties

a) Parent Entity
National Investment and Infrastructure Fund II

b) Entity with significant influence
National Investment and Infrastructure Fund Limited (Investment Manager of National Investment and Infrastructure Fund II)

b) Associates Companies / JVs
Aseem Infrastructure Finance Limited

c) Key Management Personel
Mr. Shiva Rajaraman - Chief Executive Officer (Appointed wef July 1, 2022)
Mr. Sadashiv S. Rao - Chief Executive Officer (Cease to be CEO wef June 30, 2022)
Mr. V. Narayanan Iyer - Chief Financial Officer
Mr. Sanjay Ajgaonkar - Chief Financial Officer (Cease to be CFO wef Aug 31, 2021)
Mr. Ankit Sheth - Company Secretary (Appointed wef Dec 21, 2022)
Ms. Shweta Laddha - Company Secretary (Cease to be CS wef Dec 06, 2021)

d) Directors
Mr. Surya Prakash Rao Pendyala - Nominee Director, NIIF
Mr. AKT Chari - Nominee Director, NIIF
Ms. Ritu Anand - Independent Director (Ceased to be a Director w.e.f. May 6, 2022)
Mr. Rajiv Dhar - Nominee Director, NIIF
Mr. Ashwini Kumar - Independent Director
Ms. Rosemary Sebastian - Independent Director (Appointed w e f June 7, 2022)
Mr. Prashant Kumar Ghose - Independent Director ((Appointed w.e f. February 1, 2023)

(₹ in Crs)

Related Party	Parent		Entity with significant influence		Subsidiaries		Associates/JV		KMPs		Relatives of KMPs		Directors		Relatives of Directors		Total	
Items	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22	FY23	FY22
Recovery against Shared Service Cost	-	-	-	-	-	-	0.54	1.07	-	-	-	-	-	-	-	-	0.54	1 07
Reimbursement of Processing fees received	-	-	-	-	-	-	-	0 87	-	-	-	-	-	-	-	-	-	0.87
Reibursement of expenses to related Party	-	-	0 07	-	-	-	0 01	0 03	-	-	-	-	-	-	-	-	0 08	0 03
Purchase of Loans & Advances	-	-	-	-	-	-	-	183.86	-	-	-	-	-	-	-	-	-	183 86
Proceeds from issue of equity share capital	-	-	-	-	-	-	-	114 55	-	-	-	-	-	-	-	-	-	114 55
Proceeds from issue of equity share premium	-	-	-	-	-	-	-	197 38	-	-	-	-	-	-	-	-	-	197 38
Managerial Remuneration	-	-	-	-	-	-	-	-	6.57	4.65	-	-	-	-	-	-	6.57	4.65
Sitting Fees	-	-	-	-	-	-	-	-	-	-	-	-	0.41	0.16	-	-	0 41	0.16
Balances outstanding	-	-	-	-	-	-	0 04	-	-	-	-	-	-	-	-	-	0.04	-
Total	-	-	**0.07**	-	-	-	**0.59**	**497.75**	**6.57**	**4.65**	-	-	**0.41**	**0.16**	-	-	**7.65**	**502.68**

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes to financial statement for the year ended March 31, 2022

32 Related party transactions

a) Holding entity

National Investment and Infrastructure Fund II

Parties with whom transactions have been entered into

b) Associate companies

Aseem Infrastructure Finance Limited

c) Key management personnel

Sadashiv S. Rao - Chief Executive Officer

d) Directors

Mr. Surya Prakash Rao Pendyala - Nominee Director, NIIF

Mr. AKT Chari - Nominee Director, NIIF

Ms. Ritu Anand - Independent Director

Mr. Rajiv Dhar - Nominee Director, NIIF

Mr. Ashwini Kumar - Independent Director

e) Transactions with related parties

(₹ in lakhs)

	March 31, 2022	March 31, 2021
A Holding entity		
1 National Investment and Infrastructure Fund II		
i Liabilities/Transactions		
Outstanding equity share capital	54,635	54,635
Outstanding equity share premium	20,537	20,537
Proceeds from issue of equity share capital during year	-	22,835
Proceeds from issue of equity share premium during year	-	20,537
B Associate		
1 Aseem Infrastructure Finance Limited		
i Income		
Shared services cost recovery (*)	67	91
ii Reimbursement		
Deputation Cost received (*)	-	15
Reimbursement of Processing fees received	87	-
Reimbursement of IT/Internet/other services related expenses received	40	-
Reimbursement of IT related services paid	3	-
iii Liabilities/Transactions		
Proceeds from issue of equity share capital during year	11,455	14,738
Proceeds from issue of equity share premium during year	19,738	13,890
iv Assets/Transactions		
Dues against reimbursement of costs (*)	-	5
Recovery against Shared Service Cost (*)	-	41
Purchase of Loan	18,386	-

(*) The amounts exclude Goods and Services tax expensed out in the statement of profit and Loss

(₹ in lakhs)

C Remuneration to Key management personnel:	March 31, 2022	March 31, 2021
Sadashiv S Rao - Chief Executive Officer	355	325
Total	**355**	**325**

D Director sitting fees:	March 31, 2022	March 31, 2021
Ms. Ritu Anand - Independent Director	8	7
Mr. Ashwini Kumar - Independent Director	8	3
Mr Gautam Kaji - Independent Director (Till July 16, 2020)	-	2
Total	**16**	**12**

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

DNBS4BStructuralLiquidity - Statement of Structural Liquidity

All Monetary Items present in this return shall be reported in ₹ Lakhs Only

Table 2: Statement of Structural Liquidity

Particulars		0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total	Remarks		Actual outflow/inflow during last 1 month, starting		
															0 day to 7 days	8 days to 14 days	15 days to 30/31 days
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110	X120		X130	X140	X150
A. OUTFLOWS																	
1.Capital (i+ii+iii+iv)	Y010	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,37,528.06	1,37,528.06	Audited		0.00	0.00	0.00
(i) Equity Capital	Y020	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,37,528.06	1,37,528.06	Audited		0.00	0.00	0.00
(ii) Perpetual / Non Redeemable Preference Shares	Y030	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(iii)) Non-Perpetual / Redeemable Preference Shares	Y040	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(iv) Others	Y050	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
2.Reserves & Surplus (i+ii+iii+iv+v+vi+vii+viii+ix+x+xi+xii+xii+xiii)	Y060	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,48,437.05	2,48,437.05	Audited		0.00	0.00	0.00
(i) Share Premium Account	Y070	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,08,133.15	1,08,133.15	Audited		0.00	0.00	0.00
(ii) General Reserves	Y080	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	87.57	87.57	Audited		0.00	0.00	0.00
(iii) Statutory/Special Reserve (Section 45-IC reserve to be shown separately below item no.(vii))	Y090	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(iv) Reserves under Sec 45-IC of RBI Act 1934	Y100	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	28,341.11	28,341.11	Audited		0.00	0.00	0.00
(v) Capital Redemption Reserve	Y110	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(vi) Debenture Redemption Reserve	Y120	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(vii) Other Capital Reserves	Y130	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(viii) Other Revenue Reserves	Y140	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(ix) Investment Fluctuation Reserves/ Investment Reserves	Y150	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(x) Revaluation Reserves (a+b)	Y160	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(a) Revl. Reserves - Property	Y170	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(b) Revl. Reserves - Financial Assets	Y180	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(xi) Share Application Money Pending Allotment	Y190	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(xii) Others (Please mention)	Y200	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3.96	3.96	Audited		0.00	0.00	0.00
(xiii) Balance of profit and loss account	Y210	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,11,871.26	1,11,871.26	Audited		0.00	0.00	0.00
3.Gifts, Grants, Donations & Benefactions	Y220	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
4.Bonds & Notes (i+ii+iii)	Y230	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(i) Plain Vanilla Bonds (As per residual maturity of the instruments)	Y240	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(ii) Bonds with embedded call / put options including zero coupon / deep discount bonds (As per residual period for the earliest exercise date for the embedded option)	Y250	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(iii) Fixed Rate Notes	Y260	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
5.Deposits (i+ii)	Y270	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(i) Term Deposits from Public	Y280	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(ii) Others	Y290	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
6.Borrowings (i+ii+iii+iv+v+vi+vii+viii+ix+x+xi+xii+xiii+xiv)	Y300	0.00	0.00	0.00	2,000.00	0.00	37,600.00	1,10,500.00	6,62,200.00	5,42,400.00	5,58,907.41	19,13,607.41	Audited		0.00	0.00	0.00
(i) Bank Borrowings (a+b+c+d+e+f)	Y310	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
a) Bank Borrowings in the nature of Term Money Borrowings (As per residual maturity)	Y320	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
b) Bank Borrowings in the nature of WCDL	Y330	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
c) Bank Borrowings in the nature of Cash Credit (CC)	Y340	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
d) Bank Borrowings in the nature of Letter of Credit (LCs)	Y350	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
e) Bank Borrowings in the nature of ECBs	Y360	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
f) Other bank borrowings	Y370	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(ii) Inter Corporate Deposits (Other than Related Parties) (These being institutional / wholesale deposits, shall be slotted as per their residual maturity)	Y380	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(iii) Loans from Related Parties (including ICDs)	Y390	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(iv) Corporate Debts	Y400	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(v) Borrowings from Central Government / State Government	Y410	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(vi) Borrowings from RBI	Y420	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(vii) Borrowings from Public Sector Undertakings (PSUs)	Y430	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(viii) Borrowings from Others (Please specify)	Y440	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(ix) Commercial Papers (CPs)	Y450	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
Of which; (a) To Mutual Funds	Y460	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(b) To Banks	Y470	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(c) To NBFCs	Y480	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(d) To Insurance Companies	Y490	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(e) To Pension Funds	Y500	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(f) To Others (Please specify)	Y510	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(x) Non - Convertible Debentures (NCDs) (A+B)	Y520	0.00	0.00	0.00	2,000.00	0.00	37,600.00	1,10,500.00	6,62,200.00	5,42,400.00	5,58,907.41	19,13,607.41	Audited		0.00	0.00	0.00
A. Secured (a+b+c+d+e+f+g)	Y530	0.00	0.00	0.00	2,000.00	0.00	37,600.00	1,10,500.00	6,62,200.00	5,42,400.00	5,58,907.41	19,13,607.41	Audited		0.00	0.00	0.00
Of which; (a) Subscribed by Retail Investors	Y540	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(b) Subscribed by Banks	Y550	0.00	0.00	0.00	0.00	0.00	2,500.00	75,670.00	5,15,500.00	2,02,900.00	30,869.60	8,27,439.60	Audited		0.00	0.00	0.00

(c) Subscribed by NBFCs	Y560	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(d) Subscribed by Mutual Funds	Y570	0.00	0.00	0.00	0.00	0.00	0.00	5,000.00	5,000.00	0.00	0.00	10,000.00	Audited			0.00	0.00	0.00
(e) Subscribed by Insurance Companies	Y580	0.00	0.00	0.00	0.00	0.00	13,550.00	12,700.00	80,000.00	1,76,000.00	3,61,953.45	6,44,203.45	Audited			0.00	0.00	0.00
(f) Subscribed by Pension Funds	Y590	0.00	0.00	0.00	2,000.00	0.00	20,450.00	8,620.00	57,500.00	1,53,940.00	1,58,904.47	4,01,414.47	Audited			0.00	0.00	0.00
(g) Others (Please specify)	Y600	0.00	0.00	0.00	0.00	0.00	1,100.00	8,510.00	4,200.00	9,560.00	7,179.89	30,549.89	Audited			0.00	0.00	0.00
B. Un-Secured (a+b+c+d+e+f+g)	Y610	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
Of which; (a) Subscribed by Retail Investors	Y620	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(b) Subscribed by Banks	Y630	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(c) Subscribed by NBFCs	Y640	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(d) Subscribed by Mutual Funds	Y650	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(e) Subscribed by Insurance Companies	Y660	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(f) Subscribed by Pension Funds	Y670	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(g) Others (Please specify)	Y680	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(xi) Convertible Debentures (A+B) (Debentures with embedded call / put options As per residual period for the earliest exercise date for the embedded option)	Y690	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
A. Secured (a+b+c+d+e+f+g)	Y700	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
Of which; (a) Subscribed by Retail Investors	Y710	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(b) Subscribed by Banks	Y720	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(c) Subscribed by NBFCs	Y730	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(d) Subscribed by Mutual Funds	Y740	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(e) Subscribed by Insurance Companies	Y750	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(f) Subscribed by Pension Funds	Y760	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(g) Others (Please specify)	Y770	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
B. Un-Secured (a+b+c+d+e+f+g)	Y780	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
Of which; (a) Subscribed by Retail Investors	Y790	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(b) Subscribed by Banks	Y800	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(c) Subscribed by NBFCs	Y810	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(d) Subscribed by Mutual Funds	Y820	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(e) Subscribed by Insurance Companies	Y830	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(f) Subscribed by Pension Funds	Y840	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(g) Others (Please specify)	Y850	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(xii) Subordinate Debt	Y860	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(xiii) Perpetual Debt Instrument	Y870	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(xiv) Security Finance Transactions(a+b+c+d)	Y880	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
a) Repo (As per residual maturity)	Y890	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
b) Reverse Repo (As per residual maturity)	Y900	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
c) CBLO (As per residual maturity)	Y910	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
d) Others (Please Specify)	Y920	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
7.Current Liabilities & Provisions (a+b+c+d+e+f+g+h)	Y930	1.94	0.00	4,992.50	6,435.05	3,323.38	38,609.13	12,498.46	0.00	0.00	22,883.94	88,744.40	Audited			278.22	243.74	14,474.58
a) Sundry creditors	Y940	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
b) Expenses payable (Other than Interest)	Y950	1.94	0.00	604.74	0.00	0.00	0.00	0.00	0.00	0.00	0.00	606.68	Audited			278.22	243.74	427.42
(c) Advance income received from borrowers pending adjustment	Y960	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,401.21	7,401.21	Audited			0.00	0.00	0.00
(d) Interest payable on deposits and borrowings	Y970	0.00	0.00	4,387.76	6,435.05	3,323.38	38,609.13	11,851.66	0.00	0.00	0.00	64,606.98	Audited			0.00	0.00	14,047.16
(e) Provisions for Standard Assets	Y980	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,482.73	15,482.73	Audited			0.00	0.00	0.00
(f) Provisions for Non Performing Assets (NPAs)	Y990	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(g) Provisions for Investment Portfolio (NPI)	Y1000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(h) Other Provisions (Please Specify)	Y1010	0.00	0.00	0.00	0.00	0.00	0.00	646.80	0.00	0.00	0.00	646.80	Audited			0.00	0.00	0.00
8.Statutory Dues	Y1020	1,147.07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,147.07	Audited			990.09	0.00	18.76
9.Unclaimed Deposits (i+ii)	Y1030	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(i) Pending for less than 7 years	Y1040	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(ii) Pending for greater than 7 years	Y1050	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
10.Any Other Unclaimed Amount	Y1060	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
11.Debt Service Realisation Account	Y1070	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
12.Other Outflows	Y1080	0.00	0.00	0.00	0.00	0.00	0.00	0.00	817.18	0.00	0.00	817.18	Audited			0.00	1,497.00	1,12,470.37
13.Outflows On Account of Off Balance Sheet (OBS) Exposure (i+ii+iii+iv+v+vi+vii)	Y1090	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(i)Loan commitments pending disbursal	Y1100	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(ii)Lines of credit committed to other institution	Y1110	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(iii)Total Letter of Credits	Y1120	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(iv)Total Guarantees	Y1130	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(v) Bills discounted/rediscounted	Y1140	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(vi)Total Derivative Exposures (a+b+c+d+e+f+g+h)	Y1150	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(a) Forward Forex Contracts	Y1160	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(b) Futures Contracts	Y1170	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(c) Options Contracts	Y1180	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(d) Forward Rate Agreements	Y1190	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(e) Swaps - Currency	Y1200	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(f) Swaps - Interest Rate	Y1210	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(g) Credit Default Swaps	Y1220	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00

(h) Other Derivatives	Y1230	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(vii)Others	Y1240	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
A. TOTAL OUTFLOWS (A) (Sum of 1 to 13)	Y1250	1,149.01	0.00	4,992.50	8,435.05	3,323.38	76,209.13	1,22,998.46	6,63,017.18	5,42,400.00	9,67,756.46	23,90,281.17	Audited			1,268.31	1,740.74	1,26,963.71
A1. Cumulative Outflows	Y1260	1,149.01	1,149.01	6,141.51	14,576.56	17,899.94	94,109.07	2,17,107.53	8,80,124.71	14,22,524.71	23,90,281.17	23,90,281.17	Audited			1,268.31	3,009.05	1,29,972.76
B. INFLOWS																		
1. Cash (In 1 to 30/31 day time-bucket)	Y1270	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.32	0.00	0.00
2. Remittance in Transit	Y1280	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
3. Balances With Banks	Y1290	64,640.71	26,508.71	0.00	0.00	0.00	0.00	0.10	0.00	0.00	0.00	91,149.52	Audited			49,404.13	0.00	15,208.26
a) Current Account (The stipulated minimum balance be shown in 6 months to 1 year bucket. The balance in excess of the minim balance be shown in 1 to 30 day time bucket)	Y1300	21,497.58	0.00	0.00	0.00	0.00	0.00	0.10	0.00	0.00	0.00	21,497.68	Audited			1,617.28	0.00	0.00
b) Deposit Accounts /Short-Term Deposits (As per residual maturity)	Y1310	43,143.13	26,508.71	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	69,651.84	Audited			47,786.85	0.00	15,208.26
4.Investments (i+ii+iii+iv+v)	Y1320	0.00	24,951.50	22,916.61	10,415.49	0.00	0.00	0.00	0.00	0.00	0.00	58,283.60	Audited			67,989.98	0.00	0.00
(i)Statutory Investments (only for NBFCs-D)	Y1330	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(ii) Listed Investments	Y1340	0.00	24,951.50	22,916.61	10,415.49	0.00	0.00	0.00	0.00	0.00	0.00	58,283.60	Audited			0.00	0.00	0.00
(a) Current	Y1350	0.00	24,951.50	22,916.61	10,415.49	0.00	0.00	0.00	0.00	0.00	0.00	58,283.60	Audited			0.00	0.00	0.00
(b) Non-current	Y1360	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(iii) Unlisted Investments	Y1370	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			67,989.98	0.00	0.00
(a) Current	Y1380	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			67,989.98	0.00	0.00
(b) Non-current	Y1390	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(iv) Venture Capital Units	Y1400	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(v) Others (Please Specify)	Y1410	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
5.Advances (Performing)	Y1420	7,318.21	0.00	2,549.18	2,392.00	21,972.68	30,093.89	92,082.53	3,36,939.31	4,16,892.06	13,04,222.96	22,14,462.82	Audited			415.24	233.28	51,141.89
(i) Bills of Exchange and Promissory Notes discounted & rediscounted (As per residual usance of the underlying bills)	Y1430	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(ii) Term Loans (The cash inflows on account of the interest and principal of the loan may be slotted in respective time buckets as per the timing of the cash flows as stipulated in the original / revised repayment schedule)	Y1440	3,141.79	0.00	1,377.85	1,811.53	21,897.47	30,053.04	92,047.60	3,36,939.31	4,16,892.06	13,04,222.96	22,08,383.61	Audited			0.00	0.00	29,900.00
(a) Through Regular Payment Schedule	Y1450	3,141.79	0.00	1,377.85	1,811.53	21,897.47	30,053.04	92,047.60	3,36,939.31	4,16,892.06	11,47,117.74	20,51,278.39	Audited			0.00	0.00	22,400.00
(b) Through Bullet Payment	Y1460	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,57,105.22	1,57,105.22	Audited			0.00	0.00	7,500.00
(iii) Interest to be serviced through regular schedule	Y1470	2,507.97	0.00	1,171.33	0.00	75.21	40.85	34.93	0.00	0.00	0.00	3,830.29	Audited			415.24	233.28	21,130.00
(iv) Interest to be serviced to be in Bullet Payment	Y1480	1,668.45	0.00	0.00	580.47	0.00	0.00	0.00	0.00	0.00	0.00	2,248.92	Audited			0.00	0.00	111.89
6.Gross Non-Performing Loans (GNPA)	Y1490	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(i) Substandard	Y1500	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(a) All over dues and instalments of principal falling due during the next three years (In the 3 to 5 year time-bucket)	Y1510	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(b) Entire principal amount due beyond the next three years (In the over 5 years time-bucket)	Y1520	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(ii) Doubtful and loss	Y1530	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(a) All instalments of principal falling due during the next five years as also all over dues (In the over 5 years time-bucket)	Y1540	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(b) Entire principal amount due beyond the next five years (In the over 5 years time-bucket)	Y1550	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
7. Inflows From Assets On Lease	Y1560	0.00	0.00	0.00	0.00	0.00	0.00	0.00	786.27	0.00	0.00	786.27	Audited			0.00	0.00	0.00
8. Fixed Assets (Excluding Assets On Lease)	Y1570	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	188.48	188.48	Audited			0.00	0.00	0.00
9. Other Assets :	Y1580	0.00	0.00	0.00	0.00	0.00	0.00	126.51	0.00	25,092.29	191.68	25,410.48	Audited			0.00	50,000.00	33,827.96
(a) Intangible assets & other non-cash flow items (In the 'Over 5 year time bucket)	Y1590	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	191.68	191.68	Audited			0.00	0.00	0.00
(b) Other items (e.g. accrued income, other receivables, staff loans, etc.) (In respective maturity buckets as per the timing of the cash flows)	Y1600	0.00	0.00	0.00	0.00	0.00	0.00	126.51	0.00	0.00	0.00	126.51	Audited			0.00	0.00	0.00
(c) Others	Y1610	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	25,092.29	0.00	25,092.29	Audited			0.00	50,000.00	33,827.96
10.Security Finance Transactions (a+b+c+d)	Y1620	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
a) Repo (As per residual maturity)	Y1630	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
b) Reverse Repo (As per residual maturity)	Y1640	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
c) CBLO (As per residual maturity)	Y1650	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
d) Others (Please Specify)	Y1660	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
11.Inflows On Account of Off Balance Sheet (OBS) Exposure (i+ii+iii+iv+v)	Y1670	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(i)Loan committed by other institution pending disbursal	Y1680	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(ii)Lines of credit committed by other institution	Y1690	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(iii) Bills discounted/rediscounted	Y1700	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(iv)Total Derivative Exposures (a+b+c+d+e+f+g+h)	Y1710	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(a) Forward Forex Contracts	Y1720	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(b) Futures Contracts	Y1730	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00
(c) Options Contracts	Y1740	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited			0.00	0.00	0.00

(d) Forward Rate Agreements	**Y1750**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(e) Swaps - Currency	**Y1760**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(f) Swaps - Interest Rate	**Y1770**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(g) Credit Default Swaps	**Y1780**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(h) Other Derivatives	**Y1790**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
(v)Others	**Y1800**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Audited		0.00	0.00	0.00
B. TOTAL INFLOWS (B) **(Sum of 1 to 11)**	**Y1810**	71,958.92	51,460.21	25,465.79	12,807.49	21,972.68	30,093.89	92,209.14	3,37,725.58	4,41,984.35	13,04,603.12	23,90,281.17	Audited		1,17,809.67	50,233.28	1,00,178.11
C. Mismatch (B - A)	**Y1820**	70,809.91	51,460.21	20,473.29	4,372.44	18,649.30	-46,115.24	-30,789.32	-3,25,291.60	-1,00,415.65	3,36,846.66	0.00	Audited		1,16,541.36	48,492.54	-26,785.60
D. Cumulative Mismatch	**Y1830**	70,809.91	1,22,270.12	1,42,743.41	1,47,115.85	1,65,765.15	1,19,649.91	88,860.59	-2,36,431.01	-3,36,846.66	0.00	0.00	Audited		1,16,541.36	1,65,033.90	1,38,248.30
E. Mismatch as % of Total Outflows	**Y1840**	6162.69%	0.00%	410.08%	51.84%	561.15%	-60.51%	-25.03%	-49.06%	-18.51%	34.81%	0.00%	Audited		9188.71%	2785.74%	-21.10%
F. Cumulative Mismatch as % of Cumulative Total Outflows	**Y1850**	6162.69%	10641.35%	2324.24%	1009.26%	926.07%	127.14%	40.93%	-26.86%	-23.68%	0.00%	0.00%	Audited		9188.71%	5484.58%	106.37%

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NIIF INFRASTRUCTRE FINANCE LIMITED ("NIIFIFL" & "THE COMPANY") AT THEIR MEETING HELD ON TUESDAY, JUNE 15, 2021, THROUGH VIDEO CONFERENCING FACILITY

1. **TO APPROVE INCREASE IN BORROWING POWER AND CREATION OF SECURITY SUBJECT TO APPROVAL OF SHAREHOLDERS U/S 180 (1) (A) AND 180 (1) (C) OF THE COMPANIES ACT, 2013**

"RESOLVED THAT in supersession of the earlier resolution passed by the Board of Directors and pursuant to the provisions of Sections 179, and Section 180 (1) (c) of the Companies Act 2013 ("the Act") read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and subject to the approval of the Shareholders by special resolution, Memorandum and Articles of Association of the Company and other applicable provisions of the Act and other regulations, Board be and hereby approve and recommend to shareholders for their approval to borrow funds through any of the permissible mode or instrument including the monies already borrowed by the Company up-to an amount not exceeding an aggregate amount of INR 40,000 crore (Rs. Forty Thousand crore) inter alia, from banks, term lenders, financial institutions, non-banking finance companies, mutual funds, corporates, Qualified Institutional Buyers (QIBs), high net-worth individuals, family offices or other body corporates etc. notwithstanding that the money to be borrowed together with money already borrowed by the Company (apart from the temporary loans obtained from Company's Bankers in the ordinary course of business) and remaining undischarged at any given time exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserve.

RESOLVED FURTHER THAT in supersession of the earlier resolution passed by the Board of Directors and pursuant to the provisions of Sections 179, and Section 180 (1) (a) of the Companies Act 2013 ("the Act") read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and subject to the approval of the Shareholders by special resolution and provisions of Memorandum and Articles of Association of the Company and other applicable provisions of the Act and other regulations, Board be and hereby approve and recommend to shareholders for their approval to pledge, mortgage, charge or create any other encumbrance in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge in all or any movable or immovable proper ties of the Comp any and in the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events to or in favor of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings; provided that the maximum limit of the obligations secured by such security interest created by the Company does not exceed Rs. 40,000 crores only (Rupees Forty Thousand crore only) at any point of time.

RESOLVED FURTHER THAT the consent of the Board be and is hereby granted to the Finance Committee to borrow funds within the overall borrowing limits of INR 40,000 crore only (Rupees Forty Thousand crore only) only, outstanding at any point of time, inter alia, by way of, debentures/bonds/ Zero Coupon Bonds, commercial papers and subordinated debt/perpetual debt etc., whether secured or unsecured with tenor and rate(fixed or floating) to be decided on a case to case basis etc., from banks, term lenders, financial institutions, non- banking finance companies, mutual funds, corporates, Qualified Institutional Buyers (QIBs, high net-worth individuals and family offices, alternative investment funds, etc. (apart from the temporary loans obtained from Company's Bankers in the ordinary course of business) on such terms and conditions , as may be deemed fit and approved by the Finance Committee.

RESOLVED FURTHER THAT the consent of the Board be and is hereby granted to the Finance Committee to create mortgage, charge and/or hypothecation, as may be necessary on the assets of the Company , both present and in future, in such manner, in favor of the financial institutions, investment institutions, banks and other bodies corporate and trustees for the holders of debentures/bonds and/or to secure term loans/loans such that aggregate amount of debt at any point of time does not exceed INR 40,000 crore (Rupees Forty Thousand crore only), payable by the Company to the trustees under the trust deed / trustee agreement and/ or to the lending entities under their respective agreements/loan agreements/debenture trust deeds to be entered into by the Company in respect of such borrowings.

RESOLVED FURTHER THAT the consent of the Board be and is hereby granted to the Finance Committee or the officials authorized by Finance Committee to Appoint Registrar and Transfer Agents, Depositories, Distributors, Merchant Bankers, and such other intermediaries as may be required and negotiate with the Intermediaries and fix such remuneration and finalize the terms of their appointment, as may be deemed fit.

RESOLVED FURTHER THAT, the consent of the Board be and is hereby granted to the Finance Committee or officials as may be authorized by the Finance Committee from time to time to negotiate, execute, file, register, and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters and to approve any expenses / chargers as may be required in connection with the availing of the credit facilities and deal with regulatory authorities in connection with the availing of the credit facilities including but not limited to the Registrar of Companies, Ministry of Corporate Affairs, National Company Law Tribunal, relevant jurisdictional registrar/sub-registrar of assurances, and such other authorities and to do all such acts, deeds and things as may be required from time to time.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to the documents, in accordance with the Articles of Association or in presence of such officers as may be authorized by the Finance Committee of the Company.

RESOLVED FURHTER THAT CEO, CFO, Company Secretary or any official authorized by Finance Committee is authorized to issue Certified True Copy of this Resolution and to file/ submit necessary documents, forms as may be required to file with RoC or any other Regulator, statutory or non-statutory body to give effect to this resolution."

For **NIIF Infrastructure Finance Limited**

NIIF Infrastructure Finance Limited Mumbai

Ankit Sheth
Company Secretary and Compliance Officer
ACS: A27521

September 14, 2022

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NIIF INFRASTRUCTRE FINANCE LIMITED ('NIIF IFL' OR 'THE COMPANY') AT THEIR MEETING HELD ON MAY 3, 2024, AT THE BOARD ROOM, 3RD FLOOR, UTI TOWER, GN BLOCK, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI 400 051.

BORROWING THROUGH ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS AND FILING OF GENERAL INFORMATION DOCUMENT

A. Borrowing from time to time, by issuance of NCDs on private placement basis (coupon bearing NCDs & ZCBs), up to an amount of up to Rs. 30,000 crores, outstanding at any point in time.

"**RESOLVED THAT** pursuant to the provisions of Section 179, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, all applicable regulations of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the enabling provisions of the Memorandum and Articles of Association of the Company and subject to approval of the members of the Company in ensuing general meeting, consent of the Board of Directors ("the Board") is hereby accorded to offer, issue and allot, in one or more tranches, non-convertible debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on a private placement basis, during the period of one year from the date of passing of the special resolution by the members in ensuing general meeting, for an amount of Rs. 30,000 crores (Rupees Thirty Thousand Crores Only).

RESOLVED FURTHER THAT the above mentioned issuances of NCDs (coupon bearing NCDs & ZCBs) shall be on such terms and conditions as may be decided by the Board of Directors ("Board") or Finance committee authorized by the board ("Committee"), in one or more tranches to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds, trust, society and individuals, as the case may be or such other person(s) as the Board/Committee may decide for the purposes as may be determined.

RESOLVED FURTHER THAT the aggregate of the funds to be raised by issue of the said NCDs (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc., shall not exceed the overall borrowing limits of the Company as approved or may be approved by the members of the Company from time to time.

RESOLVED FURTHER THAT the consent of the Board is hereby granted the following powers to Finance Committee of the Company to issue the securities on private placement basis:

i. To create mortgage, charge and/or hypothecation, as may be necessary on the assets of the Company, both present and in future, in such manner, in favour of the financial institutions, investment institutions, banks and other bodies corporate and trustees for the holders of debentures/bonds and/or to secure term loans/loans.
ii. to issue allotment advice/allotment letter in relation to the to the proposed issue, offer and allotment of any of the said NCDs;
iii. To appoint Registrar and Transfer agents, Rating agencies, Depositories, Distributors, Legal counsel, Merchant Bankers and such other intermediaries as may be required and negotiate with

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the intermediaries and fix such remuneration and finalize the terms of their appointment, as may be deemed fit.

iv. To negotiate, execute, file, register, and deliver any documents, agreements, instruments, deeds (including mortgage deed), amendments, papers, applications, notices or letters.

v. To approve any expenses / charges as may be required in connection while dealing with regulatory authorities.

vi. to delegate all or any of the power herein conferred to any officers of the Company or authorised persons in order to give effect to the said resolution."

B. The filings of General Information Document / addendums / Key Information Document / tranche document. PAS-4 and other relevant documents in respect of NCDs (Coupon Bearing & ZCBs) with the NSE/BSE or any other SEBI recognized Stock Exchange (as per Companies Act) by the Company to meet its funding requirements from time to time.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and subject to approval of the members of the Company in ensuing general meeting, the consent of the Board is hereby accorded for filing of General Information Document ('GID'), addendums, Key Information Document (KID), tranche documents, PAS-4 or any other relevant documents in respect of NCDs (Coupon Bearing & ZCBs) with the NSE / BSE or any other SEBI recognized Stock Exchange.

RESOLVED FURTHER THAT the consent of the Board is hereby granted to the following powers to Finance Committee of the Company:

i. To file the General Information Document ('GID'), addendums, Key Information Document (KID), tranche documents, PAS-4 or any other relevant documents in respect of NCDs (Coupon Bearing & ZCBs) with the NSE / BSE or any other SEBI recognized Stock Exchange.

ii. To negotiate, execute, file, register, and deliver any documents, agreements, instruments, deeds (including mortgage deed), amendments, papers, applications, notices or letters.

iii. To approve any expenses / charges as may be required in connection while dealing with regulatory authorities.

iv. to delegate all or any of the power herein conferred to any officers of the Company or authorised persons in order to give effect to the said resolution."

C. Raising funds through issuance of CBDT notified Zero Coupon Bonds on private placement basis for an amount not exceeding Rs. 20,000 crores for a minimum tenor of ten years and to authorize the Finance Committee to approve applications for issuance of ZCBs with minimum tenor of ten years

"RESOLVED THAT pursuant to the provisions of Section 179, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, all applicable regulations of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") , the enabling provisions of the Memorandum and Articles of Association of the Company and subject to approval of the members of the Company in ensuing general meeting, consent of the Board of Directors ("the Board") is hereby accorded to offer, issue and allot, in one or more tranches, Central Board of Direct Taxes ('CBDT') notified Zero Coupon Bonds ('ZCBs') on a private placement basis, during the period of one year from the date of passing of the special resolution by the members in ensuing general meeting, for an amount up to Rs. 20,000 crores (Rupees Twenty Thousand Crores Only) for a minimum tenure of 10 years.

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RESOLVED FURTHER THAT the above mentioned issuances of ZCBs shall be on such terms and conditions as may be decided by the Board of Directors ("Board") or any other committee authorized by the board ("Committee"), in one or more tranches to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds, trusts, society and individuals, as the case may be or such other person(s) as the Board/Committee may decide for the purposes as may be determined.

RESOLVED FURTHER THAT the aggregate of the funds to be raised by issue of the said ZCBs shall not exceed the overall borrowing limits of the Company as approved or may be approved by the members of the Company from time to time.

RESOLVED FURTHER THAT the consent of the Board is hereby granted to the following powers to Finance Committee of the Company to issue the securities on private placement basis:

i. To create mortgage, charge and/or hypothecation, as may be necessary on the assets of the Company, both present and in future, in such manner, in favour of the financial institutions, investment institutions, banks and other bodies corporate and trustees for the holders of debentures/bonds.
ii. to issue allotment advice/allotment letter in relation to the to the proposed issue, offer and allotment of any of the said NCDs;
iii. To appoint Registrar and Transfer agents, Rating agencies, Depositories, Distributors, Legal counsel, Merchant Bankers and such other intermediaries as may be required and negotiate with the intermediaries and fix such remuneration and finalize the terms of their appointment, as may be deemed fit.
iv. To negotiate, execute, file, register, and deliver any documents, agreements, instruments, deeds (including mortgage deed), amendments, papers, applications, notices or letters and
v. To approve any expenses / charges as may be required in connection while dealing with regulatory authorities including but not limited to the Registrar of Companies, Ministry of Corporate Affairs, National Company Law Tribunal, Central Board of Direct Taxes, relevant jurisdictional registrar/sub-registrar of assurances.
vi. to delegate all or any of the power herein conferred to any officers of the Company or authorised persons in order to give effect to the said resolution."

For NIIF Infrastructure Finance Limited

Ankit R Sheth

NIIF Infrastructure Finance Limited Mumbai

Ankit Sheth
Company Secretary
Membership No.: A27521

September 4, 2024

NIIF IFL INFRASTRUCTURE FINANCING

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NIIF INFRASTRUCTRE FINANCE LIMITED ("NIIF IFL" OR "THE COMPANY") AT THEIR MEETING HELD ON FEBRUARY 22, 2024, AT MARRIOTT RESORT, JAISALMER- SAM – DHANANA RD, POLICE LINE, JAISALMER, KISHAN GHAT, RAJASTHAN 345 001.

A. BORROWING THROUGH ISSUANCE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES ('NCRPS') ON PRIVATE PLACEMENT BASIS

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55, 62, 179 and_any other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with the operational circular for issue and listing of non-convertible securities, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Rules, Regulations, Guidelines and Circulars issued by the Reserve Bank of India, as amended from time to time, the Memorandum and Articles of Association of the Company, any other applicable laws for the time being in force and subject to such other approvals/consents/letter as may be required from regulatory authorities from time to time and subject to approval of the shareholders of the Company, consent of the Board of Directors is hereby accorded to create, offer, issue and allot, in one or more tranches 1,50,000 (One Lakh Fifty Thousand) Non-Convertible Redeemable Preference Shares ("NCRPS") of the face value of Rs. 1,00,000 each for cash aggregating to a nominal value of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) on a private placement basis for a period of one year, in one or more tranches to various institutions / entities viz. companies / bodies corporate / persons including Promoters / Promoter Group and Associates, whether or not they are the Member(s) of the Company on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of issuance are, as under:

Sr. No	Particulars	Terms and Conditions
1.	Instrument	Non-Convertible Redeemable Preference Shares ("NCRPS")
2.	Face value	Rs. 1,00,000 each
3.	The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	NCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
4.	The participation in surplus fund at the time of winding up of the Company	NCRPS shall be non-participating in the surplus funds at the time of winding up of the Company
5.	The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	NCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company
6.	The payment of dividend on cumulative or non-cumulative basis	Holders of NCRPS shall be paid dividend on a cumulative or non-cumulative basis, as per issue terms

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Sr. No	Particulars	Terms and Conditions
7.	The conversion of preference shares into equity shares	NCRPS shall not be convertible into equity shares
8.	The voting rights	NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act.
9.	The redemption of preference shares	NCRPS shall be redeemable

RESOLVED FURTHER THAT the Directors or the Chief Executive Officer or the Chief Financial Officer and Company Secretary of the Company are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue of NCRPS on Private Placement basis and settle any questions or difficulties that may arise in regard to the said issue (limited to submission with the regulatory authorities and compliance with the regulation).

RESOLVED FURTHER THAT any one of the Directors or Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company are hereby severally authorized to certify a copy of this resolution to be true and issue the same to concerned authorities."

B. AUTHORIZATION TO THE FINANCE COMMITTEE

RESOLVED THAT consent of the Board of Directors of the Company is hereby accorded to the Finance Committee on the behalf of the Company to issue NCRPS on private placement basis for the following:

i. to determine the manner and the time for opening and closing the issue, finalise, negotiate and execute necessary documents in respect of the same;
ii. to represent the Company before any Governmental and regulatory authorities;
iii. to issue appropriate letter of offer, as may be required under the applicable provisions of law, containing terms and conditions of the issue;
iv. to issue allotment advice/allotment letter in relation to the to the proposed issue, offer and allotment of any of the said NCRPS;
v. to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Shares to be issued;
vi. to appoint Registrar and Transfer Agents, Rating Agencies, Depositories, Distributors, Legal Counsel, Merchant Bankers and such other intermediaries as may be required and negotiate with the Intermediaries and fix such remuneration and finalize the terms of their appointment, as may be deemed fit.
vii. to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Shares;
viii. to sign all documents, deeds, letters and writings and to do all acts, deeds and things as may be necessary from time to time;

to delegate all or any of the power herein conferred to any Officers of the Company or Authorised Person in order to give effect to the said resolution."

NIIF Infrastructure Finance Limited Mumbai

NIIF IFL INFRASTRUCTURE FINANCING

For NIIF Infrastructure Finance Limited

NIIF Infrastructure Finance Limited
Mumbai

Ankit Sheth
Company Secretary
Membership No.: A27521

September 4, 2024

NIIF IFL INFRASTRUCTURE FINANCING

CERTIFIED TRUE COPY OF THE CIRCULAR RESOLUTION PASSED BY THE MEMBERS OF THE FINANCE COMMITTEE OF NIIF INFRASTRUCTURE FINANCE LIMITED ON JULY 22, 2024.

DELEGATION OF POWER TO AUTHORIZED REPRESENTATIVES OF THE COMPANY FOR ISSUANCE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES ('NCRPS') AND NON-CONVERTIBLE DEBENTURES ('NCDS') ('NON-CONVERTIBLE SECURITIES') ON A PRIVATE PLACEMENT BASIS:

"**RESOLVED THAT** pursuant to the resolution passed by the Board of Directors of the Company at their meeting held on February 22, 2024, and the Shareholders of the Company of the Company at their Extra-ordinary General Meeting held on March 28, 2024, the consent of the Finance Committee is accorded to offer, issue and allot, in one or more tranches, 1,50,000 Non-Convertible Redeemable Preference Shares (NCRPS) of Rs. 1,00,000 each on a private placement basis in aggregating to Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT the Company shall pursuant to the above file a General Information Document ('GID') and Key Information Document ('KID') in one or more tranches.

RESOLVED FURTHER THAT pursuant to the resolution passed by the Board of Directors of the Company at their meeting held on May 3, 2024, and the Shareholders of the Company at their Extra-ordinary General Meeting held on June 5, 2024, the consent of the Finance Committee is accorded to offer, issue and allot, in one or more tranches, Non-Convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. ("**Debentures**") on a private placement basis for an amount of up to Rs. 30,000 Crores (Rupees Thirty Thousand Crores Only).

RESOLVED FURTHER THAT the Company shall pursuant to the above file a General Information Document ('GID') and Key Information Document ('KID') in one or more tranches.

RESOLVED FURTHER THAT any two of the following authorized representatives:

1. Chief Executive Officer
2. Chief Business Officer
3. Chief Compliance Officer & General Counsel
4. Chief Risk Officer
5. Chief Financial Officer
6. Director-Resources

are hereby authorized to negotiate, finalize, approve and modify the terms of the aforesaid borrowings.

RESOLVED FURTHER THAT any two of the above authorized representatives are authorized to do all such things and deeds as may be necessary to give effect to the above resolutions including appointments of Registrar and Transfer agents, Rating agencies, Depositories, Distributors, Legal counsel, Merchant Bankers, Stock Exchange(s) and such other intermediaries as may be required, completion of SEBI requirements on DLT platform and negotiate with the intermediaries and fix such remuneration and finalize the terms of their appointment, as may be deemed fit.

RESOLVED FURTHER THAT any one of the following authorized representatives:

1. Mr. Shiva Rajaraman - Chief Executive Officer
2. Mr. Debabrata Mukherjee - Chief Business Officer

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3. Mr. Srinivas Upadhyayula - Chief Compliance Officer & General Counsel
4. Mr. Ajay Singh - Chief Risk Officer
5. Mr. Sudeep Bhatia - Chief Financial Officer
6. Mr. Amit Ruparelia - Director-Resources
7. Mr. Atul Kulkarni - Director–Business
8. Mr. Sourabh Shrivastava - Director–Business
9. Mr. Pankil Mehta – Financial Controller
10. Mr. Ankit Sheth – Company Secretary
11. Mr. Vibhore Chaturvedi – Vice President, Legal

are hereby severally authorized to execute such documents/ agreements/ instruments/deeds (including security creation documents like mortgage deed, deed of hypothecation in favour of the debenture trustee)/writings/papers/agreements (including listing of Non-Convertible Securities), amendments and supplements thereto as may be required or considered necessary and to file, sign, register and/or submit necessary applications, forms, documents and/or reports, as deemed necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company and deal with regulatory authorities including but not limited to filing of security creation documents with the concerned Registrar of Companies, Ministry of Corporate Affairs, National Company Law Tribunal, Stock Exchange(s) relevant jurisdictional registrar/sub-registrar of assurances, and such other authorities and to do all such acts, deeds and things as may be required from time to time.

RESOLVED FURTHER THAT any one of the above authorized representatives are severally authorized to do all such things and deeds as may be necessary to give effect to the above resolution including listing of Non-Convertible Securities, security creation, dematerialization of the Non-Convertible Securities with NSDL / CDSL and other related procedures and compliances as applicable.

RESOLVED FURTHER THAT any of the above two authorized representative (s) are hereby authorized to sign the documents for private placement of Non-Convertible Securities and modifications in relation thereto including term sheets, addendums and other associated papers to be filed with the Stock Exchanges or other statutory bodies."

For NIIF Infrastructure Finance Limited

Infrastructure Finance Limited Mumbai

Ankit Sheth

Ankit Sheth
Company Secretary
Membership No.: A27521

September 4, 2024

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF NIIF INFRASTRUCTRE FINANCE LIMITED ("NIIF IFL" & "THE COMPANY") AT THE 8TH ANNUAL GENERAL MEETING HELD ON TUESDAY, SEPTEMBER 21, 2021, THROUGH VIDEO CONFERENCING FACILITY

1. APPROVAL OF LIMITS UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013 AND POWERS

The members considered and passed the following resolution as **Special Resolution:**

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company and pursuant to the provisions of Section 180 (1) (c) of the Companies Act 201 ("the Act") read with the rules made thereunder and provisions of Memorandum and Articles of Association of the Company and other applicable provisions of the Act and other regulations, consent of the shareholders of the Company is be and hereby accorded to borrow funds through any of the permissible mode or instrument (including coupon bearing instruments or zero coupon bonds) including the monies already borrowed by the Company up-to an amount not exceeding an aggregate amount of INR 40,000 crore (Rs. Forty Thousand crore) inter alia, from banks, term lenders, financial institutions, non-banking finance companies, mutual funds, corporates, Qualified Institutional Buyers (QIBs), high net-worth individuals, family offices or other body corporates etc. notwithstanding that the money to be borrowed together with money already borrowed by the Company (apart from the temporary loans obtained from Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserve.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee authorized by the Board), be and are hereby severally authorised to approve, finalise, modify, settle and execute such documents/ deeds/writings/papers/agreements, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

"RESOLVED FURHTER THAT CEO, CFO, Company Secretary or any official authorized by Committee is authorized to issue Certified True Copy of this Resolution and to file/ submit necessary documents, forms as may be required to file with RoC or any other Regulator, statutory or non-statutory body to give effect to this resolution."

2. APPROVAL OF LIMITS UNDER SECTION 180(1)(A) OF COMPANIES ACT, 2013 AND POWERS

The members considered and passed the following resolution as **Special Resolution:**

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company and pursuant to the provisions of Section 180 (1) (a) of the Companies Act 201 ("the Act") read with the rules made thereunder, provisions of Memorandum and Articles of Association of the Company and other applicable provisions of the Act and other regulations, consent of the shareholders of the Company is be and hereby accorded to pledge, mortgage, charge or create any other encumbrance in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge in all or any movable or immovable properties of the Company and in the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events to or in favor of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings; provided that the maximum limit of the obligations secured by such security interest created by the Company does not exceed Rs. 40,000 crores only (Rupees Forty Thousand crore only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee authorized by the Board), be and are hereby severally authorised to approve, finalise, modify, settle and execute such documents/ deeds/writings/papers/agreements, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee authorized by the Board ("the Committee")or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

RESOLVED FURHTER THAT CEO, CFO, Company Secretary or any official authorized by the Committee is authorized to issue Certified True Copy of this Resolution and to file/ submit necessary documents, forms as may be required to file with RoC or any other Regulator, statutory or non-statutory body to give effect to this resolution."

For **NIIF Infrastructure Finance Limited**

NIIF Infrastructure Finance Limited
Mumbai

Ankit Sheth
Company Secretary and Compliance Officer
ACS: A27521

September 14, 2022

NIIF IFL INFRASTRUCTURE FINANCING

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT TO THE SPECIAL RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF MEMBERS OF NIIF INFRASTRUCTURE FINANCE LIMITED HELD ON TUESDAY, SEPTEMBER 21, 2021 THROUGH VIDEO CONFERENCING FACILITY

Item No. 1 & 2

The Members are requested to note that in view of the budgeted business growth and object of the Company, it is proposed to increase the overall borrowing limits of the Company from Rs. 20,000 Crore to INR 40,000 crore (Rs. Forty Thousand crore). In this regard, the Board of Directors at their Meeting held on June 15, 2021 has approved the above proposed increase in overall borrowing limits, subject to the approval by the members of the Company at a general meeting.

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company (except the temporary loans obtained from the Companies banker in ordinary course of business), beyond the paid up capital and free reserve of the Company, only if the same is approved by the members of the Company by way of Special Resolution at a general meeting. In view of the above, it is proposed to seek approval of the members of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, the Board of Directors shall not create charge/security on the assets of the Company for securing its loans/borrowings, which could amount to sale/lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, except with the consent of the Company accorded in the General Meeting.

Therefore, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors (including any Committee of the Board of Directors thereof for the time being exercising the powers conferred on the Board) to create charge/security on the assets of the Company to secure its loans/borrowings upto an amount not exceeding INR 40,000 crore (Rs. Forty Thousand crore).

None of the Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item nos. 5 & 6 of the Notice.

For **NIIF Infrastructure Finance Limited**

NIIF Infrastructure Finance Limited Mumbai

Ankit Sheth
Company Secretary and Compliance Officer
ACS: A27521

September 14, 2022

NIIF IFL INFRASTRUCTURE FINANCING

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF NIIF INFRASTRUCTRE FINANCE LIMITED ('NIIF IFL' OR 'THE COMPANY') AT THEIR EXTRA-ORDINARY GENERAL MEETING ('EGM') HELD ON JUNE 5, 2024, THROUGH VIDEO CONFERENCING ON MS TEAMS APPLICATION.

BORROWING THROUGH ISSUANCE OF NON- CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and pursuant to all applicable regulations of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable regulations and guidelines of the Foreign Exchange Management Act, 1999, rules, regulations, guidelines notifications, clarifications, and circulars, if any, prescribed by the Government of India, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such applicable laws, rules, regulations and guidelines, consent of the shareholders of the Company is hereby accorded to offer, issue and allot, in one or more tranches, non-convertible debentures (coupon bearing NCDs & ZCBs)) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on a private placement basis, for an amount of up to Rs. 30,000 Crores (Rupees Thirty Thousand Crores Only).

RESOLVED FURTHER THAT the issuance of non-convertible debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on such terms and conditions as may be decided by the Board of Directors ("Board") or Finance Committee or any other Committee authorized by the Board ("Committee"), in one or more tranches to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds, trust, society and individuals, as the case may be or such other person(s) as the Board/Committee may decide for the purposes as may be determined.

RESOLVED FURTHER THAT the aggregate of the funds to be raised by issue of the said non-convertible debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc., shall not exceed the overall borrowing limits of the Company as approved or may be approved by the members of the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Finance Committee or any other Committee authorized by the Board, are hereby severally authorized to approve, finalize, modify, settle and execute such documents/deeds/writings/papers/agreements, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company.

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to Finance Committee or any other Committee of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

NIIF Infrastructure Finance Limited Mumbai

NIIF IFL INFRASTRUCTURE FINANCING

For NIIF Infrastructure Finance Limited

Ankit P. Sheth

NIIF Infrastructure Finance Limited Mumbai

Ankit Sheth
Company Secretary
Membership No. A27521

September 4, 2024

NIIF IFL INFRASTRUCTURE FINANCING

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT TO THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF NIIF INFRASTRUCTURE FINANCE LIMITED ('NIIF IFL' OR 'THE COMPANY') AT THEIR EXTRA-ORDINARY GENERAL MEETING ('EGM') HELD ON JUNE 5, 2024, THORUGH VIDEO CONFERENCING ON MS TEAMS APPLICATION.

Item No. 3

The Company at its Extra Ordinary General Meeting (EGM) held on June 6, 2023, had sought approval from the members to borrow funds by way of issuance of Non-Convertible Debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, on private placement basis for an amount not exceeding 30,000 Crore (Rupees Thirty Thousand Crore only) during one year from the date of passing the Resolution i.e., June 6, 2023.

Considering the period of validity of earlier Shareholder's resolution passed at the EGM held on June 6, 2023 in relation to issue of NCD's is of one year i.e. till June 5, 2023 and in view of the budgeted business growth and current leverage program, the Board of Directors at its meeting held on May 3, 2024 had passed a resolution to allow the Company to offer non-convertible debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. not exceeding Rs. 30,000 Crores (Rupees Thirty Thousand Crore Only).

In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") as amended from time to time, a Company offering or making an invitation to subscribe non-convertible debentures (coupon bearing NCDs & ZCBs) on a private placement basis, is required to obtain prior approval of its members by way of a Special Resolution.

It is proposed to authorize the Board (hereinafter which term shall be deemed to include any Committee constituted/to be constituted by the Board), to offer or invite subscription for non-convertible debentures (coupon bearing NCDs & ZCBs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc in one or more series / tranches on private placement basis from time to time, on such material terms and conditions and by securing such moveable and/ or immoveable assets of the Company as may be deemed necessary in their absolute discretion subject to applicable laws, rules, regulations and guidelines.

The approval of the Members is sought by way of a Special Resolution under section 42 and 71 of the Act read with the rules made thereunder, to enable the Company to offer or invite subscriptions of non-convertible debentures including but not limited to subordinate debentures, bonds, and/or other debt securities, on a private placement basis in one or more tranches, during the period of one year from the date of passing of the special resolution at Item No. 3, within the overall borrowing limits of the Company.

The Board recommends the Special Resolution set out in item No. 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Infrastructure Finance Mumbai NIIF Limited

NIIF IFL INFRASTRUCTURE FINANCING

For NIIF Infrastructure Finance Limited

Ankit Sheth
Company Secretary
Membership No. A27521

September 4, 2024

NIIF IFL INFRASTRUCTURE FINANCING

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF NIIF INFRASTRUCTRE FINANCE LIMITED ("NIIF IFL" OR "THE COMPANY") AT THEIR EXTRA-ORDINARY GENERAL MEETING HELD ON MARCH 28, 2024, THROUGH VIDEO CONFERENCING ON MS TEAMS APPLICATION.

RAISING FUNDS THROUGH ISSUANCE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES ('NCRPS') ON PRIVATE PLACEMENT BASIS

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55 and 62 and any other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments(s), statutory modification(s) or reenactment(s) thereof and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities} Regulations, 2021 read with operational circular for issue and listing of non-convertible securities, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements} Regulations, 2015, the Rules, Regulations, Guidelines and Circulars issued by the Reserve Bank of India, as amended from time to time, the Memorandum and Articles of Association of the Company, any other applicable laws for the time being in force and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Company is hereby accorded to the Board of Directors ("Board"), which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot, in one or more tranches 1,50,000 Non-Convertible Redeemable Preference Shares ("NCRPS") of the face value of INR 1,00,000/- (Rupees One Lakh only) each for cash at par or at a premium aggregating to a nominal value of INR 1500 Crores (Rupees One Thousand Five Hundred Crores only) on a private placement basis for a period of one year, in one or more tranches to various institutions/ entities viz. companies / bodies corporate / persons including Promoters / Promoter Group and Associates, whether or not they are the Member(s) of the Company on such terms and conditions as may be decided by the Board and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

"**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of issuance are, as under:

i. NCRPS shall carry a preferential right vis-a-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
ii. NCRPS shall be non-participating in the surplus funds;
iii. NCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
iv. Holders of NCRPS shall be paid dividend on a cumulative basis;
v. NCRPS shall not be convertible into equity shares;
vi. NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
vii. NCRPS shall be redeemable.

RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or Chief Financial Officer or Chief Compliance Officer & General Counsel or the Company Secretary of the Company are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company including filing of necessary E-Forms with the applicable regulatory authorities in this regard.

NIIF Infrastructure Finance Limited ★ Mumbai

NIIF IFL INFRASTRUCTURE FINANCING

For NIIF Infrastructure Finance Limited

Ankit R Sheth

NIIF Infrastructure Finance Limited Mumbai

Ankit Sheth
Company Secretary
Membership No.: A27521

September 4, 2024

NIIF IFL INFRASTRUCTURE FINANCING

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT TO THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF NIIF INFRASTRUCTURE FINANCE LIMITED ("NIIF IFL" OR "THE COMPANY") AT THEIR EXTRA-ORDINARY GENERAL MEETIGN ("EGM") HELD ON MARCH 28, 2024, THOUGH VIDEO CONFERENCING ON MS TEAMS APPLICATION.

Item No. 3

The Company vide resolution mentioned in Item No. 2 of this Notice, has requested the approval of Shareholders for increase in authorized Share Capital of the Company, to issue Non-Convertible Redeemable Preference Shares ("NCRPS"). Accordingly, the Board of Directors of the Company at its meeting held on February 22, 2024, had approved pursuant to the applicable provisions of Sections 23, 42, and 55 of the act and the Rules framed thereunder, and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with operational circular for issue and listing of non-convertible securities, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to offer, issue and allot, in one or more tranches 1,50,000 NCRPS of the face value of INR. 1,00,000 each for cash at par or at a premium aggregating to a nominal value of INR 1,500 Crores (Rupees One Thousand Five Hundred Crores only) on a private placement basis upto one year, from the date of the shareholders approvals, on such terms and conditions as may be determined by the Board (including any committee constituted by the Board) ("Board").

Furthermore, as per Section 42 of the Act read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to securities, including NCRPS on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, for each such offer and invitation. The approval of members is accordingly being sought by way of Special Resolution under Section 23, 42, and 55 of the Act read with rules framed thereunder, as amended from time to time, for the issue and offer of NCRPS as set out in the Resolution at Item No. 3 and to allot the NCRPS, on a private placement basis. As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue are as follows:

a)	**Particulars of the offer including date of passing of Board resolution**	Non-Convertible Redeemable Preference Shares for an amount not exceeding in aggregate Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only) in one or more tranches by way of a private placement basis at such rates and on such terms and conditions as may be determined by the Board (including any Committee constituted by the Board in this regard) ("Board").
b)	**Kind of security offered and price at which it is offered**	Non-Convertible Redeemable Preference Shares and price will be at par or premium as may be determined at the time of issuance of securities.
c)	**Basis or justification of the price including premium if any, at which the offer or invitation is being made**	While the issuances would generally be made at par, in case the issuance is made at premium, the same would be at a price determined on the basis of valuation by a registered valuer in accordance with applicable rules.

NIIF Infrastructure Finance Limited Mumbai

d)	**Name and address of the valuer who performed the valuation**	Since the issuance would be in one or more tranches, the valuer will be determined by the Board, if applicable, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and other applicable laws for the time being in force.
e)	**Amount NIIF IFL intends to raise by way of the securities**	Rs. 1,500 Crore as per the resolution to be passed in this meeting.
f)	**Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**	Since the issuance would be in one or more tranches, material terms will be determined by the Board, in accordance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder and other applicable laws for the time being in force. In view of business strategy and business expansion and to further strengthen the financial position of the Company, the Company has proposed the issue of preference shares on private placement basis. The issuance will be in one or more tranches and the contribution, if any, will be in accordance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and other applicable laws for the time being in force.
g)	**Size of the issue and number of preference shares to be issued and nominal value of each share**	The Company proposes to create, offer, issue and allot 1,50,000 Preference Shares of the face value of Rs 1,00,000 each for cash at par or at a premium by way of a private placement basis or to various entities / persons including Promoters / Promoter Group and Associates, whether or not they are Member(s) of the Company.
h)	**Objectives of the issue**	In view of business strategy and business expansion and to further strengthen the financial position of the Company, the Company has proposed the issue of preference shares on private placement basis.
i)	**Manner of issue of shares**	Private Placement as decided by the Board.
j)	**Price at which such shares are proposed to be issued**	At par or at premium as decided by the Board.
k)	**Basis on which the price has been arrived at**	While the issuances would generally be made at par, in case the issuance is made at premium the same would be at a price mutually decided by the Company and investor.
l)	**Terms of issue, including terms and rate of dividend on each share, etc.**	The tenure shall be determined at the time of issuance of shares. The issuances would be subject to conditions of market, appetite of the investors, credit rating of the instrument etc, and the rate of dividend would be mutually decided by the Company and investor.
m)	**Terms of redemption, including the tenure of redemption, redemption**	Tenure of redemption would be mutually decided by the Company and investor(s).

NIIF Infrastructure Finance Limited Mumbai

	of shares at premium and if the preference shares are convertible, the terms of conversion	
n)	**Manner and modes of redemption**	The redemption of Non- Convertible Redeemable Preference Shares will be done in accordance with the provisions of the Companies Act, 2013 and out of profit and / or out of fresh issue of capital.
o)	**Current shareholding pattern of the Company**	see table below
p)	**Expected dilution in equity share capital upon conversion of preference shares**	Not applicable as the shares proposed to be issued would be Non-Convertible Redeemable Preference Shares.
q)	**Intention of promoters, directors or key managerial personnel to subscribe to the offer**	Since the issuance would be in one or more tranches, the proposed subscriber(s) will be determined by the Board, in accordance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder and other applicable laws for the time being in force.
r)	**The change in the control, if any, in the Company that would occur consequent to the offer**	Not applicable as the shares proposed to be issued would be Non-Convertible Redeemable Preference Shares.
s)	**The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:**	The proposed private placement issue is for cash.

Table for item o):

Name of the shareholder	**No. of Equity Shares**	**No. of CCPS**	**Shareholding percent on a fully diluted basis**
National Investment and Infrastructure Fund II and its nominees.	54,63,50,979	-	39.73
Aseem Infrastructure Finance Limited	42,39,32,487	--	30.83
HDFC Bank Limited	6,00,00,000	-	4.36
The President of India (GOI)	-	34,49,97,165	25.09
Total	**1,03,02,83,466**	**34,49,97,165**	**100**

NIIF Infrastructure Finance Limited Mumbai

NIIF IFL INFRASTRUCTURE FINANCING

Your Board of Directors recommends passing of the resolution contained in Item No. 3 of the accompanying Notice as a Special Resolution.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the Notice.

For NIIF Infrastructure Finance Limited

NIIF Infrastructure Finance Limited Mumbai

Ankit Sheth
Company Secretary
Membership No.: A27521

September 4, 2024

IDBI Trusteeship Services Ltd
CIN : U65991MH2001GOI131154

Ref: 3712/ ITSL/ OPR/ 2024-25

To,
Stock Exchange,

Dear Sir / Madam,

SUB.: ISSUE OF SENIOR, RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES (INCLUDING IN THE FORM OF ZERO-COUPON BONDS), AT PAR OR PREMIUM OR DISCOUNT, IN MULTIPLE SERIES/TRANCHE(S) FROM TIME TO TIME ON A PRIVATE PLACEMENT BASIS UNDER UMBRELLA DEBENTURE TRUST DEED DATED 05TH JUNE, 2023 EXECUTED FOR UMBRELLA LIMIT OF RS. 23,400 CRORES BY NIIF INFRASTRUCTURE FINANCE LIMITED

We, the debenture trustee(s) to the above mentioned forthcoming issue state as follows:

1) We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.

2) On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications, WE CONFIRM that:

   ~~a) The Issuer has made all the relevant disclosures about the security and also its continued obligations towards the holders of debt securities.~~ Will be on tranche level

   b) ~~Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document or private placement memorandum/ information memorandum and all disclosures made in the offer document or private placement memorandum/ information memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement.~~ Will be on tranche level

   ~~c) Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.~~ Will be on tranche level

   d) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document or private placement memorandum/ information memorandum and given an undertaking that debenture trust deed would be executed before filing of listing application.

   e) All disclosures made in the draft offer document or private placement memorandum/ information memorandum with respect to the debt securities are true, fair and adequate to enable the investors to make a well-informed decision as to the investment in the proposed issue.

We have satisfied ourselves about the ability of the Issuer to service the debt securities.

PLACE: Mumbai
DATE: 19.07.2024

For IDBI Trusteeship Services Limited
PRASAD SHANKAR TILVE
Digitally signed by PRASAD SHANKAR TILVE
Authorised Signatory