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. V. Narayanan Iyer**; Tel:** +91 22 68591300**; E-mail:** narayanan.iyer@niififl.in
Details of Promoters & Sponsors: Please refer to page 3 of this General Information Document.

GENERAL INFORMATION DOCUMENT dated July 24, 2023

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 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 August 10, 2021, 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 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

GENERAL INFORMATION DOCUMENT dated July 24, 2023

This General Information Document is related to the issuance of debentures by NIIF Infrastructure Finance Limited ("**Issuer"** / "**Company**") in the nature 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 (the "**Debentures**"): (i) each having a face value of Rs. 1,00,000 (Rupees One Lakh) for fresh issuances through new ISINs (including re-issuances, if any) under this General Information Document, and/ or (ii) each having a face value of Rs. 10,00,000 (Rupees Ten Lakhs), for reissuances under the ISINs issued prior to April 19, 2023 pursuant to Chapter V – Denomination of Issuance and Trading of Non-Convertible Securities of the SEBI Master Circular for the Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021, and in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as may be applicable, for an amount aggregating upto Rs. 6,000,00,00,000/- (Rupees Six Thousand Crores only) (**"Issue**") (hereinafter referred to as "**General Information Document**").

Please note that this General Information Document is valid for a period of 1 (One) year from the Issue Opening Date of the first Tranche/ Series of Debentures issued pursuant to this General Information Document.

CREDIT RATING

Debentures 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 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**"). CARE Ratings Ltd. has, *vide* its press release dated July 17, 2023 assigned a rating of "CARE AAA" (pronounced as "Triple A") and ICRA Limited has *vide* its press release dated August 02, 2022 assigned a rating of "ICRA AAA" (pronounced as "Triple A"), in respect of the Debentures. 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 letter dated July 03, 2023 and July 19, 2023 by ICRA Limited and the rating letter dated July 14, 2023 and July 13, 2023 by CARE Ratings Ltd. assigning/revalidating the credit rating and the press release dated August 02, 2022 by ICRA Limited and press release dated July 17, 2023 by CARE 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 the aforesaid credit rating obtained by it in relation to the Debentures shall be valid on the date of Issue and on the date of listing of Debentures.

LISTING

The Debentures 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 Debentures on private placement basis.

The Issuer has applied for the in-principle approval with the Stock Exchange. The in-principle approval letter shall be identified 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 Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures
Date of Closing of the Issue	The Issue Closing Date with respect to each Tranche/ Series of Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Date of Earliest Closing of the Issue	The Date of Earliest Closing of the Issue with respect to each Tranche/ Series of Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Pay-in Date	The Pay-in Date with respect to each Tranche/ Series of Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures
Deemed Date of Allotment	The Deemed Date of Allotment with respect to each Tranche/ Series of Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.

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	MCSTA **MCS Share Transfer Agent Limited (for Debentures and Commercial Paper)** 201, D Wing, 2nd Floor, Gokul Industrial Estate Building, Sagbaug, Marol Co-op Industrial Area B/H Times Square, Andheri East, Mumbai – 400 059 Contact Person: Chandrakant Prabhu

Email: itsl@idbitrustee.com Website: http://www.idbitrustee.com	Contact No.: 022-28516020Email: cprabhu@mcsregistrars.com Website: https://www.mcsregistrars.com Fax: 022-28516021
CREDIT RATING AGENCY	**STOCK EXCHANGE**
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: Shweta.Agrawal@careedge.in Contact Person: Shweta Agrawal Website: https://www.careratings.com ICRA **ICRA Limited** Address: 4th Floor, Electric Mansion, Prabhadevi, Mumbai - 400 025 Contact Person: Shivakumar Tel: +91-22-61143406 Fax: +91-22-24331390 Email: shivakumar@icraindia.com Website: www.icra.in	**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
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. V. Narayanan Iyer** 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: narayanan.iyer@niififl.in	**Wadia Ghandy & Co.** Address: Advocates, Solicitors and Notary, 2nd Floor, Kalpataru Heritage Building, MG Road, Fort, Mumbai - 400 001, India Contact Person: Mr. Nihas Basheer Contact No.: +91 (22) 22715600; (22) 22670669 Fax No.: +91 (22) 22676784; (22) 40735799 Email: contact@wadiaghandy.com Website: www.wadiaghandy.com
STATUTORY AUDITORS	
Lodha & Co. Address: Karim Chambers, 40 Ambalal Doshi Marg, Hamam Street, Fort, Mumbai – 400023. Contact Person: Hemant Mantri Contact No.: 022-22691515 Email: Mumbai@lodhaco.com Website: https://www.lodhaco.com/	

NIIF IFL INFRASTRUCTURE FINANCING

(*For Private Circulation Only)*

NIIF Infrastructure Finance Limited

General Information Document dated July 24, 2023

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 & SPONSORS		
	Promoter/ Controlling Stakeholder	**Sponsor**
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 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 4.4 billion of equity capital commitments across its three funds – Master Fund, Fund of Funds and Strategic Opportunities 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.	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. The NIIF Fund II holds 59% of stake in AIFL on fully diluted basis. Presently AIFL has equity share capital of Rs. 2,380.59 crores (excluding Securities premium). As per extant regulatory guidelines, only an Infrastructure Finance Company (IFC) or a Bank registered with RBI, is permitted to act as "Sponsor" of an IDF NBFC and such Sponsor needs to contribute a minimum equity of 30% and a maximum equity of 49%. AIFL has requisite approvals to act as a Sponsor of the Company. AIFL owns 30.82% equity stake (on fully diluted basis) in NIIF IFL as a Sponsor.
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

The Issuer confirms that the Permanent Account Number and the Bank Account Number of the Promoter/ controlling stakeholder/Sponsor and Permanent Account Number of directors have been submitted to the Stock Exchanges on which the Debentures 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 Debentures. The categories of investors eligible to subscribe to the Debentures issued under each Tranche/ Series will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.

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 **Section VIII** below.

ISSUE DETAILS

Coupon Rate	The Coupon Rate with respect to each Tranche/ Series of Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Coupon Payment Frequency	The Coupon Payment Frequency with respect to each Tranche/ Series of Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Redemption Date	The Redemption Date with respect to each Tranche/ Series of Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Redemption Amount	The Redemption Amounts with respect to each Tranche/ Series of Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Details of Debenture Trustee	IDBI Trusteeship Services Limited. Please refer to **Annexure I** of this General Information Document for the consent letter dated February 22, 2023 read along with consent letter dated July 20, 2023 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 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 Debentures will be identified in the Key Information Document.
Nature / Shelf Issue Size	Senior, rated, listed, secured, redeemable, 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: (i) each having a face value of Rs. 1,00,000 (Rupees One Lakh) for fresh issuances through new ISINs (including re-issuances, if any) under this General Information Document, and/ or (ii) each having a face value of Rs. 10,00,000 (Rupees Ten Lakhs), for reissuances under the ISINs issued prior to April 19, 2023 pursuant to Chapter V – Denomination of Issuance and Trading of Non-Convertible Securities of the SEBI Master Circular for the Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021, and in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as may be applicable, for an amount aggregating upto Rs. 6,000,00,00,000/- (Rupees Six Thousand Crores only) for cash, at par or premium or discount, to be issued on private placement basis, in multiple Tranche/ Series, upon such term as shall be set out in this General Information Document read with the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
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 Debentures will be identified in the relevant Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.

ELECTRONIC BOOK MECHANISM AND DETAILS PERTAINING TO THE UPLOADING THE GENERAL INFORMATION DOCUMENT ON THE ELECTRONIC BOOK PROVIDER PLATFORM.	
This issuance of the Debentures would be under the electronic book mechanism ("**EBP**") on private placement basis as per Chapter VI of Master Circular for Issue and Listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021, as amended from time to time ("**Master Circular**") read with the "Operating Guidelines for NSE Electronic Bidding Platform" issued by NSE *vide* circular number 16/2022 dated December 28, 2022 ("**NSE EBP Guidelines**") and/or "Operational Guidelines for issuance of Securities on Private Placement basis through an Electronic Book Mechanism" issued by BSE *vide* notice number 20220523-17 dated May 23, 2022 ("**BSE EBP Guidelines**"), as applicable. The Issuer intends to use the bid bond platform of National Stock Exchange of India Limited ("**NSE**") and/or Bombay Stock Exchange ("**BSE**") for this Issue. This General Information Document is in accordance with all applicable laws, rules, regulations and guidelines.	
Interest Rate Parameter	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Bid Opening Date and Bid Closing Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Minimum Bid Lot	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
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 Debentures.

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 Debentures.
Manner of Settlement (through Clearing Corporation or through Escrow Bank Account of the Issuer)	As per the process prescribed by the Electronic Book Mechanism Guidelines
Settlement cycle	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.

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 Debentures 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 Debentures 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 Debentures and which will be considered as the application for Allotment of Debentures.
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.
Debentures	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 Debentures under the relevant Series/ Tranche are deemed to be allotted to the Debenture Holders.
Debenture Holders or **Holders of Debentures** or **Beneficial Owners**	Shall mean the several persons who are for the time being and who will become the holders of the Debentures and whose names are and will be entered in the register of debenture holders as maintained by the Company as debenture holders and shall include the beneficial owner(s) of the Debentures 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, as amended from

	time to time.
Depository	Shall mean the depositories with whom the Company has made arrangements for dematerializing the Debentures, 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 Debentures becomes due and payable to the Debenture 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 by acceptance under any acceptance credit facility; (iii) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument; (iv) 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; (v) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis); (vi) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing; (vii) 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); (viii) 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; (ix) any amount raised by the issue of redeemable shares; (x) 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; (xi) 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 March 31, 2023 bearing reference no. SEBI/HO/DDHS-PoD1/P/CIR/2023/109 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 an 'infrastructure' (Harmonised Master List of Infrastructure Sub-sectors issued by the Ministry of Finance) from time to time.
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)" shall mean the Debenture Holder(s) 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 comprised in that Tranche/Series for the time being outstanding.
NCD	Non-Convertible Debentures.
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, 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, the day falling 15 (Fifteen) calendar days prior to such date.
Redemption	Shall have the meaning ascribed to it in the **Section VII** in this General Information Document.
Redemption Amount	Shall mean in respect of each Debenture, the amount to be paid by the Company to the Debenture Holder(s) at the time of redemption of the Debentures (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 Debentures as per the relevant Key Information Document.
Redemption Date	Means the date of which the repayment/redemption of the Debentures shall be made in the manner specified in the Key Information Document for the relevant Tranche of the Debentures provided that the Debentures 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 Debentures.
Register of Debenture Holders or **Bond Holders**	Shall have the meaning ascribed to it in the **Section VII** in this General Information Document.
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 Debentures 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.
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 Debentures 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 debt and debt related securities involves a degree of risk and Investors should not invest any funds in the debt instruments, 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 Debentures and the suitability of investing in the Debentures. 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 Securities and Exchange Board of India ("**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 Debentures. Specific attention of Investors is invited to statement of 'Risk Factors' in 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 Debentures or Investor's decision to purchase the debentures.
CREDIT RATING
CARE Ratings Ltd. has assigned rating of "**CARE AAA**", for an amount of Rs. 6,000 Crores. ICRA Limited has revalidated / assigned rating of "**ICRA AAA**", for an amount of Rs. 6,000 Crores. Investors may please note that the credit rating of the Debentures 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 in any material respect. The Issuer has no side letter with any debenture 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 Debentures are listed.
GENERAL DISCLAIMER

This General Information Document is neither a prospectus nor a statement in lieu of prospectus. The rated, secured, redeemable, non-convertible debentures 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 Debenture 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 Debentures. 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 Debentures. 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 Debentures should be considered as a recommendation to purchase or subscribe to any Debentures. Each Investor contemplating the purchase of any Debentures 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 debentures 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 Debentures (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 submission 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; nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management.

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 16, 2019 in the name of NIIF Infrastructure Finance Limited.

The Debentures 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 Debentures have been recommended for investment by RBI. Further, RBI does not take any responsibility either for the financial soundness of the Issuer, or the Debentures 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 Debentures 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" and "CARE AAA" rating to the Debentures. 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 Debentures 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 Debentures. 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 Debentures have been/will be made in India to Investors as specified under the head "**Who Can Apply**" under **Section VIII** of this General Information Document. This General Information Document is not to be construed or constituted as an offer to sell or an invitation to subscribe to Debentures offered hereby to any person who does not have access to the documents or who is not eligible under extant regulation/ law. The Debentures 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 DEBENTURES IN DEMATERIALISED FORM

The Debentures will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the Debentures in dematerialised form. Investors will have to hold the Debentures in dematerialised form as per the provisions of the Depositories Act. The Issuer shall take necessary steps to credit the Debentures 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 Debentures 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 Debentures 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 Debentures 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 Debentures 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, the Debentures 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 Debentures for evaluating the Company and its business and the Debentures before making any investment decision relating to the Debentures. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures but does not represent that the statements below regarding the risks of holding the Debentures are exhaustive. 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 relevant 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 Debentures could decline and/or the Company's ability to meet its obligations in respect of the Debentures could be adversely impacted. More than one risk factor may occur simultaneously with regard to the Debentures 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 Debentures and/or the Company's ability to meet its obligations in respect of the Debentures.

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 immaterial may 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 DEBENTURES. THESE RISKS ARE NOT, AND ARE NOT INTENDED TO BE, A COMPLETE LIST OF ALL RISKS AND CONSIDERATIONS RELEVANT TO THE DEBENTURES OR THE INVESTORS' DECISION TO PURCHASE THE DEBENTURES. 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, financial institutions and NBFCs

The successful implementation of Company's growth plans depends on its ability to face competition. The main competitors of the Company are Infra Debt Funds, other NBFCs, financial institutions, mutual funds 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 and monitors the performance of its asset portfolio on a regular and continuous basis to detect any material development, and constantly evaluate the changes and developments in sectors in which it has exposure. The Company also endeavors to undertake a periodic review of its entire asset 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 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 as to the accuracy, correctness and completeness of information, and the verification of the same by agencies to which such functions are outsourced. Any such information if 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 Debentures 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 Debentures. 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 Debentures may be substantially reduced or delayed.

4. Interest Rate Risk

The Company's interest income from lending and gains from trading in debt securities are dependent upon interest rates and their movement. Interest rates are highly sensitive to many factors beyond the control of the Company, including the monetary policies of the 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 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 principally from the debt capital markets. The Company's growth will depend on its continued ability to access funds at competitive rates, which in turn will depend on various factors including 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 with or without a Project Authority 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 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 maintenance of proper 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.

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, there is a possibility that any of the Rating Agencies may downgrade the rating of the Debentures. 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 Debentures and/or the Company's ability to meet its obligations in respect of the Debentures could be affected.

11. Decisions may be made on behalf of all Debenture Holders that may be adverse to the interest of individual Debenture Holders

The terms of the Debentures contain provisions for calling meetings of Debenture Holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all

Debenture Holders including Debenture Holders who did not attend and vote at the relevant meeting and Debenture 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 Debenture Holders may not be in favour of the interest of any individual Debenture 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. 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.

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 Debentures.

15. Asset Liability Mismatch (ALM)

The Company has assets and liabilities with varying maturities that 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.

B. EXTERNAL RISK FACTORS

1. The Debentures may be illiquid

The Company intends to list the Debentures on the NSE and/ or BSE. The Company cannot provide any guarantee that the Debentures will be frequently traded on the Stock Exchange and that there would be any market for the Debentures. The current trading of the Company's existing listed non-convertible debentures may not reflect the liquidity of the Debentures being offered through the Issue. It is not possible to predict if and to what extent a secondary market may develop for the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. The fact that the Debentures 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 Debentures, in case of any disruptions in the securities market.

2. Future legal and regulatory change

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, may adversely affect the Debentures, 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 Debentures or may result in the Debentures being materially affected or even rejected.

3. Material changes in 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 for NPAs 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 and a withdrawal of this benefit 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 future 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, 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 determine their impact on the economy and in turn their effect on the financial services sector of which the Company is a part cannot be ascertained or predicted but could adversely affect the Company. 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.

8. There is no assurance that the Debentures issued pursuant to this Issue will be listed on Stock Exchanges in a timely manner, or at all

There is no assurance that the Debentures 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 Debentures issued pursuant to this Issue will not be granted until after the Debentures 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 Exchanges. There could be a failure or delay in listing the Debentures on the Stock Exchange for reasons unforeseen.

C. GENERAL RISK FACTORS

Investment in non-convertible securities involve a degree of risk 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 Debentures 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 (Debenture Holder, as referred to hereinabove and hereinafter):

(1) has reviewed the terms and conditions applicable to the Debentures 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 Debentures are a suitable investment and that the Debenture 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 Debentures;

(3) has sufficient knowledge, experience and expertise as an investor, to make the investment in the Debentures;

(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 Debentures;

(7) has understood that the method and manner of computation of returns and calculations on the Debentures 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 Debenture Holder(s) and no liability thereof will attach to the Company;

(9) has understood that in the event that the Debenture Holder(s) suffers adverse consequences or loss, the Debenture 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 Debenture 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 Debentures and the investment does not contravene any provision of any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Debenture Holder or its assets;

(11) where the Debenture 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 Debentures 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 Debentures 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 Debentures 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 Debenture Holder is a company, that:

(a) the Debenture 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 Debentures;
(b) All necessary corporate or other necessary action has been taken and that the Debenture Holder has corporate ability and authority, to invest in the Debentures; and
(C) Investment in the Debentures 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 Debenture Holder or the Debenture Holder's assets.

SECTION IV

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 brief 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.), 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 the infrastructure debt fund under the NBFC format as per the RBI guidelines issued in this regard. The Reserve Bank of India granted Certificate of Registration to IDFC Infra Debt Fund Limited ("**IDFC IDFL**") on September 22, 2014, permitting the Company to carry on the business of 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 in the Company to National Investment and Infrastructure Fund II on March 12, 2019.

The name of the Issuer was further 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, initially IDF-NBFCs could invest in Public Private Partnership ("**PPP**") and post commercial operations date (**COD**) infrastructure projects, which have completed at least 1 (one) year of satisfactory commercial operations and are a party to Tripartite Agreement with the Concessionaire and the Project Authority for ensuring a compulsory buyout with termination payment. Accordingly, the key sectors in infrastructure that could be eligible for IDF-NBFCs funding were restricted principally to sectors like roads and ports with Project Authorities like NHAI, Port Trusts etc. Thereafter, on May 14, 2015, RBI in consultation with the Government of India decided to amend the guidelines to broaden the mandate of IDF-NBFCs by also allowing them to undertake investments in non-PPP projects and PPP projects without a Project Authority. In accordance with RBI regulations, NIIF IFL is engaged in financing operational Infrastructure Projects. It plans to continue to invest in debt securities and loans of both PPP and non-PPP Infrastructure Projects which have completed minimum one year of satisfactory operations post commercial operations date (**COD**).

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 (in the form of Updated Harmonised Master List of Infrastructure Sub-Sectors, including but not limited to transport, energy, communication, and social and commercial infrastructure.

NIIF IFL can 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.

Controlling Stake Holder: National Investment and Infrastructure Fund II (NIIFL's Strategic Opportunities Fund) owns 39.73% equity stake (on a fully diluted basis) in NIIF Infrastructure Finance Limited

National Investment and Infrastructure Fund Limited (**NIIFL**) is the investment manager of National Investment and Infrastructure Fund II. NIIFL is an investor-owned fund manager, anchored by the Government of India (**GoI**) in collaboration with leading global and domestic institutional investors. It currently manages three funds and has made this acquisition from its Strategic Opportunities Fund. The Strategic Opportunities Fund is aimed at growth and development stage investments in projects/companies in a broad range of sectors that are of economic and commercial importance and are likely to benefit from India's growth trajectory over the medium to long-term.

Background of Sponsor Company:

As per extant regulatory guidelines, only an Infrastructure Finance Company (IFC) or a Bank registered with RBI, is permitted to act as "**Sponsor**" of an IDF-NBFC and such Sponsor needs to contribute a minimum equity of 30% and a maximum equity of 49%. Aseem Infrastructure Finance Limited ("**AIFL**") is a NBFC- IFC (Infrastructure Finance Company). The NIIF Fund II has a 59% stake in AIFL on a fully diluted basis. Presently AIFL has an Equity capital base of Rs. 2,380.59 crores (excluding Securities premium). AIFL is registered with Reserve Bank of India ("**RBI**") as NBFC- IFC and has requisite approvals to act as a Sponsor of the Company. AIFL owns 30.82% equity stake (on fully diluted basis) in NIIF IFL as a Sponsor.

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. Infrastructure funding from private as well as public sectors is set to increase significantly in the near term.

The key difference between an IDF-NBFC and other infrastructure financing institutions is that an IDF-NBFC, by regulation, finances only 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, cost and time overruns etc.

For PPP projects with Project Authority, IDF-NBFCs are required to execute a Tripartite Agreement with the Concessionaire and the Project Authority. GoI has approved a model tripartite agreement in respect of the roads and ports sectors. The model tripartite agreement defines the maximum quantum of lending by IDF-NBFC apart from stipulating certain conditions on the tenor and repayment schedule of the lending. IDF-NBFCs are entitled to all rights, titles, interests and security at par with the existing senior lenders on a pari-passu basis. Further, the tripartite agreement accords higher priority to IDF-NBFCs vis-a-vis other senior lenders with regard to termination payments in case of termination of concession.

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	53.03
2.	Aseem Infrastructure Finance Limited	423,932,487	41.14
3.	HDFC Bank Limited*	60,000,000	5.83
	Total	**1,030,283,466**	**100**

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

Details of Preference Share Capital of the Company:

Sr. No.	Name of Shareholder	No. of CCPS* of face value Rs. 21 each	No. of CCPS* of face value Rs. 27 each	% of Shareholding
1.	The President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India.	87,927,757	257,069,408	100
	Total	**344,997,165**		**100**

******Compulsorily Convertible Preference Shares*

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. Aseem Infrastructure Finance Limited is Sponsor as per RBI IDF – Regulations.

(iii) 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:

<table>
<tr><th>Expenses</th><th>Fees Amount (in Rs.)</th><th>Fees as a percentage of total issue expenses (%)</th><th>Fees as a percentage of total issue size (%)</th></tr>
<tr><td>Lead manager(s) fees</td><td colspan="3">As mentioned in the respective Key Information Document pertaining to each Tranche Issue</td></tr>
<tr><td>Underwriting commission</td><td colspan="3">As mentioned in the respective Key Information Document pertaining to each Tranche Issue</td></tr>
<tr><td>Brokerage, selling, commission and upload fees</td><td colspan="3">As mentioned in the respective Key Information Document pertaining to each Tranche Issue</td></tr>
<tr><td>Fees payable to the registrars to the issue</td><td colspan="3">As mentioned in the respective Key Information Document pertaining to each Tranche Issue</td></tr>
<tr><td>Advertising and marketing expenses</td><td colspan="3">As mentioned in the respective Key Information Document pertaining to each Tranche Issue</td></tr>
<tr><td>Fees payable to the regulators including stock exchanges</td><td colspan="3">As mentioned in the respective Key Information Document pertaining to each Tranche Issue</td></tr>
<tr><td>Expenses incurred on printing and distribution of issue stationary</td><td colspan="3">As mentioned in the respective Key Information Document pertaining to each Tranche Issue</td></tr>
<tr><td>Any other fees, commission or</td><td colspan="3">As mentioned in the respective Key Information Document pertaining to each Tranche Issue</td></tr>
</table>

payments 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.:

NA. The audited financial statements of the Company as on March 31, 2023 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:**

(Rs. in Crore)

Parameters	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
Balance Sheet			
Assets			
Property, Plant and Equipment	7.38	1.50	3.38
Financial Assets	18,250.89	15,334.80	9,164.00
Non-financial Assets excluding property, plant and equipment	148.15	116.80	86.00
Total assets	18,406.42	15,453.10	9,253.38
Liabilities			

Financial Liabilities			
- Derivative financial instruments			
- Trade Payables	3.99	3.82	4.31
- Debt Securities			
- Borrowings (other than Debt Securities)	14,949.81	12,322.74	7,369.93
- Subordinated Liabilities			
- Other financial liabilities	8.32	7.68	6.82
Non – Financial Liabilities			0.69
- Current tax liabilities (net)	2.87	2.00	
- Provisions			
- Deferred tax liabilities (net)			1.65
- Other non-financial liabilities	1.69	1.93	
Equity (equity share capital and other equity)	3,439.73	3,114.94	1,869.98
Total equity and liabilities	18,406.42	15,453.10	9,253.38
Profit and Loss			
Revenue from operations	1,404.12	977.19	714.75
Other Income	0.11	7.13	0.93
Total Income	1,404.23	984.32	715.68
Total Expenses	1,078.49	751.07	583.92
Profit after Tax for the year	325.74	233.25	131.75
Other Comprehensive Income	-0.95	-0.15	0.35
Total Comprehensive Income	324.79	233.10	132.10
Earnings per equity share (Basic)	2.37	2.31	1.96
Earnings per equity share (Diluted)	2.37	2.31	1.96
Cash Flow			
Net cash from / used in(-) operating activities	-3,218.39	-5,381.01	-1,873.17

Net cash from / used in(-) investing activities	-1.01	-0.95	-0.08
Net cash from / used in(-) financing activities	2,511.43	5,883.45	2,356.01
Net increase/decrease(-) in cash and cash equivalents	-707.97	501.49	482.76
Cash and cash equivalents as per Cash Flow Statement as at end of Half Year	533.58	1,241.55	740.06
Additional Information			
Net worth	3,439.71	3,114.94	1,869.98
Cash and Cash Equivalents	533.58	1,241.55	740.06
Loans	17,717.01	14,093.00	8,423.42
Loans Principal Amount	17,839.47	14,200.55	8,461.20
Total Debts to Total assets	0.82	0.80	0.80
Interest Income	1,402.28	977.19	704.45
Interest Expense	1,017.01	676.97	532.77
Impairment on Financial Instruments	-	-	-
Bade Debts to Loans	-	-	-
% Stage 3 Loans on Loans (Principal Amount)	-	-	-
% Net Stage 3 Loans on Loans (Principal Amount)	-	-	-
Tier I Capital Adequacy Ratio (%)	20.12%	22.76%	22.73%
Tier II Capital Adequacy Ratio (%)	0.73%	0.73%	0.65%

(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.) (in Crores)
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	1,030,283,466 having face value of Rs. 10/- each	10,302,834,660

Details of Preference Share Capital:

Share Capital	No. of Shares	Rupees (Rs.) (in Crores)
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
Issued, Subscribed and Paid-up Share Capital	87,927,757 CCPS of Rs. 21/- each	1,846,482,897
	257,069,408 CCPS of Rs. 27/- each	694,08,74,016

(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. 26,999,999,993.

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.

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	53.03
2.	Aseem Infrastructure Finance Limited	423,932,487	41.14
3.	HDFC Bank Limited*	60,000,000	5.83
	Total	**1,030,283,466**	**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.

Details of Preference Share Capital of the Company:

Sr. No.	Name of Shareholder	No. of CCPS* of face value Rs. 21 each	No. of CCPS* of face value Rs. 27 each	% of Shareholding
1.	The President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India.	87,927,757	257,069,408	100
	Total	**344,997,165**		**100**

**Compulsorily Convertible Preference Shares*

Considering CCPS allotment made to Government of India, shareholding pattern on fully diluted basis is as given below**:**

Sr. No.	Name of Shareholder	Number of Equity Shares	Number of Preference Shares	% Of holding
1.	National Investment and Infrastructure Fund II and its nominees	546,350,979	-	39.73%
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	-	344,997,165	25.09%
	Total	**1,030,283,466**	**344,997,165**	**100**

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

(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

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

(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.	Category	Total Shares	Shares in Demat	Shares in Physical	% To Equity
1.	National Investment & Infrastructure Fund II and its nominees.	546,350,979	546,350,979	NIL	53.03
2.	Aseem Infrastructure Finance Limited	423,932,487	423,932,487	NIL	41.14
3.	HDFC Bank Limited*	60,000,000	60,000,000	NIL	5.83
	Total	**1,030,283,466**	**1,030,283,466**	**NIL**	**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.

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

Sr. No.	Category	Total Shares	Shares in Demat	Shares in Physical	% To Preference
1	The President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry	344,997,165	344,997,165	NIL	100

	of Finance, Government of India.				

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	53.03
2.	Aseem Infrastructure Finance Limited	423,932,487	423,932,487	41.14
3.	HDFC Bank Limited*	60,000,000	60,000,000	5.83
	Total	**1,030,283,466**	**1,030,283,466**	**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.

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

Sr. No.	Category	Total Shares	Shares in Demat	Shares in Physical	% To Preference
1	The President of India, represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India.	344,997,165	344,997,165	NIL	100

(g) Details regarding the directors 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. Surya Prakash Rao Pendyala (DIN: 02888802):

Mr. Prakash Rao, currently the Executive Director & Chief Investment Officer – Indirect Investments National Investment and Infrastructure Fund Limited (NIIF), is the Chairman of our Company since March 2019. He is a seasoned professional with over 35 years of rich experience in the financial services sector. He brings deep expertise in infrastructure lending and investment, corporate finance, project finance, strategic planning and execution and establishing and growing new businesses.

As a founding member of NIIF, Prakash was instrumental in establishing the foundation pillars of the company, in developing business strategy, setting up systems and processes, developing policies, fund raising, building the ESG practice and setting up the NIIF Fund of Funds.

Prior to joining NIIF, Prakash spent over three decades with State Bank of India (SBI) where he held several key positions. In his last position at SBI, he headed Tamil Nadu and Pondicherry operations as the Chief General Manager. He led a team of 20,000+ employees and managed a balance sheet of USD 30 billion spread across 1,100 branches. Prior to this, he headed State Bank of India's Private Equity and Venture Capital Fund vertical as General Manager. During his stint with SBI, he has also served as the Deputy CEO of the SBI Macquarie Infrastructure Fund (a USD 1.2 billion fund set up as a Joint Venture with the Macquarie Group of Australia), and was instrumental in the fund's investments into airports, telecom towers, thermal power, small hydro, and transportation sectors.

Prakash is a Cost and Management Accountant, having passed with a Merit Certificate, and holds a Diploma in Business Finance. He has participated in executive education programmes from the Harvard Business School, Duke University, Indian Institute of Management (Ahmedabad), Indian Institute of Management (Calcutta) and the Indian School of Business.

(ii) Mr. Rajiv Dhar (DIN: 00073997):

Rajiv Dhar is the Managing Director and CEO of NIIF Ltd since May 2023. Rajiv has over three and half decades of experience across multiple sectors, including Financial Services, Telecom, Oil & Gas (upstream and downstream), Construction, and Real Estate, spanning several countries. With an excellent track record of demonstrated leadership in Corporate Finance, Strategic Planning, M&A, FP&A, Risk management, Tax and ESG, he has led several successful capital raising assignments (project recourse and general corporate purposes) and has excellent relationships with leading banks and multilateral finance agencies across the globe.

He played a pivotal role as the Chief Operating Officer of NIIF since 2017, serving as a member of the Investment Committees of the NIIF-managed funds and setting up the key functions of Investment Operations, Finance, ESG, Legal, Compliance, Information Technology and Human Resources, ensuring the best in class governance framework of NIIF and its portfolio companies.

Before joining NIIF, Mr. Rajiv Dhar was Executive Director with Omzest Group, one of the Middle East's most diversified and respected groups. At Omzest, Rajiv was responsible for managing strategy and finance functions for the holding company and was on the Board and Committees of crucial portfolio companies of the Group.

Prior to joining Omzest, Rajiv was part of the esteemed TATA Group for over 15 years. Throughout his tenure, he held diverse management and leadership positions across multiple TATA group companies, showcasing his versatility and expertise in various capacities.

Rajiv currently serves on the Board of Aseem Infrastructure Finance Limited, Hindustan Infralog Private Limited and NIIF Infrastructure Finance Limited.

He is a commerce graduate and member of the Institute of Chartered Accountants of India. He has also completed the Executive Development Program at Wharton Business School and Leadership Management Program at Harvard Business School.

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

Mr. A.K.T Chari was an Advisor at IDFC Project Finance. A keen Project Finance Specialist, he has over 35 years of experience.

Prior to joining IDFC, Mr. Chari worked with the Industrial Development Bank of India (IDBI) for 25 years where he held the position of Chief General Manager/Adviser - Corporate Finance. In this role, his responsibilities included appraisal–of projects - infrastructure and industrial, project monitoring and portfolio management in the SME and venture capital sectors. He has been on the board of directors of various boards as an Independent Director such as HDFC Pension Management Company Limited.

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

Ms. Rosemary Sebastian is a former career central banker with 38 years of professional track record. She was the Executive Director of the Reserve Bank of India in charge of its financial supervision function (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 been associated with the work and recommendations of important Committees of the Reserve Bank. She has served as the Reserve Bank's Nominee Director on the Board of a large public sector bank. Ms Rosemary Sebastian is post graduate from Osmania University and has a law degree from Mumbai University. She is currently on the Boards of two reputed Companies, as an Independent Director.

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

Mr. Ashwani Kumar is a seasoned banker having an experience of around 37 years. He was the Chairman and Managing Director of Dena Bank for a term of 5 years w.e.f. 1.1.13 to 31.12.17.

Before being elevated to the post of CMD Dena Bank he was an Executive Director in Corporation Bank. He was appointed by the Government of India as a Director on the Board of Life Insurance Corporation of India (LIC) where he was a Director for a little more than 5 years. He was also the Chairman Audit Committee and Risk Management Committee, Member of Investment Committee, Executive Committee of LIC. As the Chairman of Indian Banking Association (Sept 2015- Oct 2016), Mr. Kumar effectively liaisoned with the Reserve Bank of India, Government of India and other Statutory bodies to promote sound and progressive banking practices. He was the President of Indian Institute of Banking & Finance (IIBF), Chairman of Institute of Banking Personnel Selection (IBPS). He was also a member of Board of Supervision of NABARD.

Mr. Ashwani 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 number of training programs 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 Societe Generale Paris.

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

Mr. Prashant Kumar Ghose has nearly five decades of experience in finance and industry having worked across sectors including steel, cement, fertilisers, chemicals and consumer products. He worked at Tata Steel, where he became Chief Financial Controller (Corporate) and then Chief of

Strategic Finance, before moving to Tata Chemicals as Chief Financial Officer. In Tata Chemicals he was elevated to the Board as Executive Director & CFO. He has worked on multiple M&A and fund-raising transactions, domestically and internationally, and he was recognised as "CFO of the Year" 3 times, twice by IMA and once by CNBC TV18. Mr. Ghose has held multiple board positions including for Tata Chemicals across Europe, North America and Africa, 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 his joining Tata Chemicals he had been a member of the boards of TAYO (erstwhile Tata Yodogawa), Tata Pigments, Stewart's & Lloyd and others. Mr. Ghose also was advisor to the Group Chairman, Tata Group for over 2 years. He is currently a member of three National Committees of CII, and is a member and trustee of the CFO Board.

He is a BCOM (Hons) graduate, a member of the Institute of Cost & Works Accountants of India and the Institute of Company Secretaries, India, 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 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. Surya Prakash Rao Pendyala **DIN:** 02888802 **Designation:** Chairman and Nominee director of National Investment and Infrastructure Fund II	64	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	March 12, 2019	Aseem Infrastructure Finance Limited
Mr. Rajiv Dhar **DIN:** 00073997 **Designation:** Nominee of National Investment and Infrastructure Fund II	61	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	March 12, 2019	Aseem Infrastructure Finance Limited Hindustan Infralog Private Limited National Investment and Infrastructure Fund Limited
Mr. A K T Chari **DIN:** 00746153 **Designation:** Nominee of National Investment and Infrastructure Fund II	83	3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	March 12, 2019	-

Ms. Rosemary Sebastian **DIN:**05154174 **Designation:** Independent Director	64	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	65	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 LICHFL Asset Management Company Limited
Mr. Prashant Kumar Ghose **DIN: 00034945** **Designation:** Independent Director	72	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.

(ii) 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
Mr. Vikram Limaye **DIN:**00488534 **Designation:** Nominee Director of IDFC Limited.	15/07/2017 Date of cessation due to resignation	07/03/2014 Date of Appointment	-
Mr. Sunil Kakar **DIN:** 03055561 **Designation:** Non-Executive Director	28/10/2015 Date of Resignation	16/01/2015 Date of Appointment	-

Mr. Pavan Pal Kaushal **DIN:**07117387 **Designation:** Non-Executive Director	17/12/2018 Date of Resignation	20/03/2015 Date of Appointment	-
Dr. Rajeev Uberoi **DIN:**01731829 **Designation:** Non-Executive Director	28/10/2015 Date of Resignation	16/01/2015 Date of Appointment	-
Dr. Rajiv Behari Lall **DIN:**00131782 **Designation:** Non-Executive Chairman	24/07/2015 Date of Resignation	07/03/2014 Date of Appointment	-
Late Mr. S H Khan **DIN:**00006170 **Designation:** Non-Executive Chairman	12/01/2016 Date of Cessation due to Death	28/10/2015 Date of Appointment	
Mr. S.S. Kohli **DIN:**00169907 **Designation:** Chairman of the Board- Non-Executive Independent Director	27/10/2018 Date of Retirement	28/10/2015 Date of Appointment	On 25/01/2016 Mr. S S Kohli was appointed as a Chairman of the Board.
Mr. A.K.T Chari **DIN**:00746153 **Designation:** Non-Executive Independent Director	27/10/2018 Date of Retirement	28/10/2015 Date of Appointment	
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. Sunil Kakar **DIN:** 03055561 **Designation:** Nominee Director of IDFC Limited.	30/03/2020 Date of resignation	19/07/ 2017 Date of Appointment -	
Mr. Gautam Kaji **DIN:** 02333127 **Designation:** Independent Director	16/07/2020 Date of Retire	17/07/2018 Date of Appointment	
Mr. Surya Prakash Rao Pendyala **DIN:** 02888802 **Designation:** Nominee of National Investment and Infrastructure Fund II	12/03/2019 Date of Appointment		
Mr. Rajiv Dhar **DIN:** 00073997 **Designation:** Nominee of National Investment and Infrastructure Fund II	12/03/2019 Date of Appointment		
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		-

(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 Directors have been appointed as Executive Director on the Board:

Year	Amount (in Rs.)
Current Year*	20,20,000
FY 2022-23	41,50,000
FY 2021-22	16,50,000
FY 2020-21	11,75,000

***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, Chartered Accountants
6, Karim Chambers, 40, A, Doshi Marg, Hamam Street, Mumbai – 400 001
Contact Person: Hemant Mantri
Email: mumbai@lodhaco.com
Auditors since- September, 2021

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

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

The Company at its 4th Annual General Meeting (AGM) held on June 9, 2017 had appointed Price Waterhouse & Co LLP, Chartered Accountants (FRN: 304026E/E00009) ("**PWC**") for a period of five (5) years, to hold office from conclusion of 4th AGM till the 8th AGM of the Company to be held for the FY 2021-2022. PWC resigned as statutory auditors of the Company in the month of July 2020.

Subsequently, S. R. Batliboi & Co. LLP with PAN No. ACHFS9180N was appointed as the Statutory Auditors of the Company, in place of Price Waterhouse & Co LLP, Chartered Accountants (FRN: 304026E/E00009), vide Board Meeting dated July 23, 2020 which was subsequently approved by shareholders at their Extra Ordinary General Meeting held on September 22, 2020, and who held the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting i.e. for the Financial Year ending March 31, 2021.

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.

(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 June 30, 2023

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 PP10/2018	INE246R07269	5 years 153 days	8.490%	217	22-Mar-18	22-Aug-23	AAA	Secured	
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 5/ 2019	INE246R07327	5 years 42 days	9.120%	12	12-Oct-18	23-Nov-23	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 20% Principal 15-January -30	AAA	Secured	
NIIF IFL PP 7/ 2020	INE246R07418	3 years 317 days	8.150%	150	04-Mar-20	15-Jan-24	AAA	Secured	
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 2021-22	INE246R07541	9 years 2 Month	6.840%	1000	28-Sep-21	27-Nov-26	AAA	Secured	

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 5 2021-22	INE246R07566	2 years	5.955%	300	17-Feb-22	16-Feb-24	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	

*** 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 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 June 30, 2023

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
NIIF IFL 178 CP 1/ 2023-24	INE246R14315	5 Months 25 days	7.950 %	300	26-Jun-23	21-Dec-23	A1+	Unsecured	-	ICRA A1+ CARE A1+

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

Top 10 (Ten) holders non-convertible securities as on June 30, 2023

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	2,975.00	18.67%
2	AXIS BANK LIMITED	Bank	1422.00	8.92%
3	LIFE INSURANCE CORPORATION OF INDIA	Insurance	950.00	5.96%
4	NPS TRUST - A/C SBI PENSION FUND SCHEME	Retirement Benefit Funds	635.00	3.98%
5	BANK OF BARODA	Bank	600.00	3.76%
6	CANARA BANK	Bank	525.00	3.29%
7	IDBI BANK LIMITED	Bank	500.00	3.14%
8	WIPRO SYSTEMS PROVIDENT FUND TRUST	Retirement Benefit Funds	461.00	2.89%
9	TATA AIG GENERAL INSURANCE COMPANY LIMITED	Insurance	455.00	2.85%
10	INFOSYS LIMITED EMPLOYEES PROVIDENT FUND TRUST	Retirement Benefit Funds	454.00	2.85%

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

Top 10 (Ten) holders Commercial Paper as on June 30, 2023

S. No.	Name of holders	Category of Holder	Face Value of holding (Amount in crores)	Holding as a % of total commercial paper of the Issuer
1	NIPPON LIFE INDIA TRUSTEE LTD	Mutual Fund	200	66.67%
2	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED	Mutual Fund	100	33.33%

(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: 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 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 April 01, 2019).

The Company in this regard has filed an application with CBDT for review of the said notification with 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.

(ii) Criminal Proceedings: Nil

(iii) Civil proceedings: Nil

(iv) Litigation by our Company: Nil

(v) Litigation involving our Directors: There is no material 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 Debentures: 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 April 28, 2023 granting approval in relation to issuance of Debentures.
(ii) Consent of Auditors: Please refer to the consent letter issued by Lodha & Co. and M.P. Chitale & Co, dated July 19, 2023.
(iii) Consent of Bankers: NA

(iv) Consent of Debenture Trustee: Please refer to the consent letter issued by the Debenture Trustee dated February 22, 2023 read along with the consent letter issued by the Debenture Trustee dated July 20, 2023.
(v) Consent of Solicitors or Advocates: NA
(vi) Consent of Legal Advisors: Please refer to the consent letter issued by Wadia Ghandy & Co, dated July 20, 2023.
(vii) Consent of Lead Managers: NA
(viii) Consent of Registrar: Please refer to the consent letter issued by MCS Share Transfer Agent Limited, dated July 14, 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.

(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:

The Company has obtained credit rating from the following Rating Agencies, of which the proposed issue forms a part:

ICRA Limited has revalidated /assigned a rating of "**ICRA AAA**" *vide* Press Release dated August 02, 2022 and Rating Letter dated July 03, 2023 and July 19, 2023 by the Rating Agency annexed herewith as **Annexure II (Part C, Part D and Part E)**.

CARE Ratings Ltd. has assigned a rating of "**CARE AAA**" *vide* Press Release dated July 17, 2023 and Rating Letter dated July 13, 2023 and July 14, 2023 annexed herewith as **Annexure II (Part A & Part B)**.

(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 Debentures.

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

The Debentures 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) Other Details:

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

As per Rule 18(7)(b)(iv)(A) of the Companies (Share Capital and Debentures) Rules 2014, Debenture Redemption Reserve is not required to be created for issue of privately placed debentures by Non-Banking Finance Companies registered with Reserve Bank of India under Section 45 IA of the RBI Act, 1934.

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

The Issue of Debentures in terms of this General Information Document and the respective Key Information Documents shall be in conformity with the applicable provisions of 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, as amended from time to time 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 August 10, 2021, 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, and the applicable RBI guidelines including any circular(s) / notifications(s).

The shareholders of the company had approved an overall gross borrowing limit under Section 180(1)(c) of the Companies Act, 2013 ("**the Act**") upto Rs 40,000,00,00,000 (Rupees Forty Thousand Crore only), in the AGM held on September 21, 2021. The Board of Directors, at its meeting held on April 28, 2023 and shareholders at their Extra Ordinary General Meeting held on June 06, 2023 approved borrowing by issue of non-convertible debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on private placement basis upto Rs. 30,000,00,00,000 (Rupees Thirty Thousand Crore only) within the overall borrowing limits. The Board, at the same meeting also authorized the Finance Committee to issue and allot the non-convertible securities on private placement basis in one or more tranches under the General Information Document filed from time to time and to create security to secure the said securities.

The issue to be made under this General Information Document shall be within the approved limits.

(iii) Default in Payment:

In case of default in payment of Coupon/ Interest and/or the Redemption Amounts and/or the Redemption Premium (if any) on the respective due dates, the Company shall pay default interest of 2% (Two Percent) p.a. over the Coupon Rate for the defaulting period.

(iv) Delay in listing:

In case of delay in listing of the relevant Tranche/ Series of Debentures beyond 3 (Three) Business Days from the relevant issue closing date of the relevant Tranche / Series, the Company will: (A) pay penal interest of 1% (One Percent) p.a. over the Coupon Rate from the Deemed Date of Allotment and till the listing of such Debentures, to the relevant investor; and (B) be permitted to utilize the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from the Stock Exchanges.

(v) Delay in Allotment of securities:

The Issuer shall allot the Debentures within the timeline in accordance with Applicable Law and if the Issuer is not able to allot the Debentures within such period, it shall return the application money to the subscribers with additional interest as provided under applicable law.

(vi) Issue Details:

Please refer to **Section VII** of this General Information Document.

(vii) Application Process:

Please refer to **Section VIII** of this General Information Document.

(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 April 28, 2023, authorizing the issue non-convertible debentures on a private placement basis up to an aggregate limit of Rs. 30,000 Crore (Rupees Thirty Thousand Crores only).
3. 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).
4. 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.
5. Resolution passed by the shareholders of the Company on June 06, 2023, 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.
6. Rating Rationale from ICRA Limited dated August 2, 2022 and CARE Ratings Ltd. dated July 17, 2023, assigning the credit rating to the Issue.
7. Tripartite agreement dated September 28, 2015 between the Company, the Registrar & Transfer Agent and CDSL.
8. Tripartite agreement dated September 29, 2015 between the Company, the Registrar & Transfer Agent and NSDL.
9. 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.
10. 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:

Please refer to **Section VI** of this General Information Document

(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

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 FY23	Page no. 55 of audited financials of FY23
Audited Financials of FY22	Page no. 57 of audited financials of FY22
Audited Financials of FY21	Page no. 59 of audited financials of FY21

(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 issue: 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, 2023

(Amt. in Rs. Crores)

0-7 Days	8-14 Days	15-30 Days	31-60 Days	61-90 Days	91-180 Days	181-365 Days	366-1095 Days	1096-1825 Days	>1826 Days
0	0	133.00	182.92	195.89	307.03	694.96	5,759.05	8,034.77	2,531.85

iv. Aggregated exposure to the top 20 (Twenty) borrowers:

Top 20 borrowers as on March 31, 2023 (Based on loan outstanding)

Borrower Name	Loan amount outstanding in Rs. crores
BANGALORE INTERNATIONAL AIRPORT LIMITED	768.40
SUMMIT DIGITEL INFRASTRUCTURE LIMITED	750.00
HPCL MITTAL ENERGY LIMITED	701.30
TORRENT SOLARGEN LIMITED	525.80
JSW STEEL LIMITED	490.00
ALFANAR ENERGY PRIVATE LIMITED	450.12
JSW ISPAT SPECIAL PRODUCTS LIMITED	418.50
TATA POWER RENEWABLE ENERGY LIMITED	400.76
TVS INDUSTRIAL AND LOGISTICS PARKS PRIVATE LIMITED	399.94
INDIANOIL ADANI GAS PRIVATE LIMITED	389.99
RENEW WIND ENERGY (TN2) PRIVATE LIMITED	389.57
ASCEND TELECOM INFRASTRUCTURE PRIVATE LIMITED	368.00
WALWHAN RENEWABLE ENERGY LIMITED	343.00
GREEN INFRA WIND ENERGY LIMITED	320.11
AZURE POWER INDIA PRIVATE LIMITED	314.84
GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED	300.00
KOHIMA-MARIANI TRANSMISSION LIMITED	290.10

GMR AIR CARGO AND AEROSPACE ENGINEERING LIMITED	286.50
ENVIRO SOLAIRE PRIVATE LIMITED	286.40
RENEW SUNWAVES PRIVATE LIMITED	286.19
Total	**8,479.53**

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, 2023

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 2023*
1	Secured	17,839.47

2	Unsecured	0
	Total assets under management (AUM)*	17,839.47

(e) Details of borrowers:

Geographical location wise:

Sl. No.	Top 5 states	Percentage of AUM as on 31-Mar-22	Percentage of AUM as on 31-Mar-2023
1	Karnataka	19.77%	23.24%
2	Gujarat	13.63%	10.33%
3	Rajasthan	7.66%	8.47%
4	Maharashtra	6.32%	8.21%
5	Tamilnadu	4.44%	
	Punjab		5.67%
	Total	**51.83%**	**55.92%**

(f) Details of Gross NPA:

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

(g) Details of Assets and Liabilities:

Residual maturity profile wise into several bucket:

As on March 31, 2023

(Amount in Rs. Crores)

Category	Up to 30/31– days	>1 month - 2 months	>2 months - 3 moths	>3 months - 6 moths	>6 months - 1– year	>1 years - 3 years	>3 years - 5 years	>5 years	Total
Deposit (Inflows)	533.58	0	0	0	0	0	0	0	533.58
Advances	17.46	26.09	200.47	253.99	568.76	2,504.93	2,499.38	11,749.61	17,820.69
Investments	0	0	0	0	0	0	0	0	0
Borrowings	48.55	88.36	33.21	459.20	533.71	2,870.00	9,177.00	1,739.78	14,949.81
FCA*	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
FCL*	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(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-2022	% of total exposure as on 31-Mar-2023
Energy Generation - Solar	31.00%	36.05%
Energy Generation - Other	16.54%	20.83%
Energy Generation - Wind	14.08%	12.26%
Energy Transmission	10.66%	4.19%
Ports, Airports, Railways etc.	8.28%	9.64%
Communication	7.29%	7.17%
Water & Sanitation	0.00%	2.92%
Bulk Material Transportation	3.33%	2.61%
Logistics	2.84%	2.24%
Transport - Roads	2.24%	0.67%
Hospitals	1.76%	1.00%
Other social and commercial infrastructure	1.02%	0.00%
Education Institutions	0.96%	0.41%

(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, 2023, secured borrowing was Rs.15,938 crore (98% of outstanding borrowings) (through issuance of Non-Convertible Debentures only) and unsecured borrowing was Rs. 300 crore (through issuance of Commercial Papers).

(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	17,839.47
2	Unsecured	0.00
	Total assets under management (AUM)*	17,839.47

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

*Issuer is also required to disclose off balance sheet items.

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

S. No.	Percentage of Loan Book as on 31-March-2023
Upto 40%	7.8%
40%-50%	15.7%
50-60%	20.2%
60-70%	18.5%
71-80%	21.8%
80-90%	6.8%
>90%	9.2%
Grand Total	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-22	Percentage of AUM as on 31-Mar -23
1	Upto Rs. 2 lakh	0.00%	0.00%
2	Rs. 2-5 lakh	0.00%	0.00%
3	Rs. 5 - 10 lakh	0.00%	0.00%
4	Rs. 10 - 25 lakh	0.00%	0.00%
5	Rs. 25 - 50 lakh	0.00%	0.00%
6	Rs. -50 lakh - 1 crore	0.00%	0.00%
7	Rs. 1 - 5 crore	0.00%	0.00%
8	Rs. 5 - 25 crore	0.29%	1.07%

9	Rs. 25 - 100 crore	12.19%	14.86%
10	>Rs. 100 crore	87.52%	84.08%

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

(q) Geographical classification of borrowers:

Sl. No.	Top 5 states	Percentage of AUM as on 31-Mar-22	Percentage of AUM as on 31-Mar-2023
1	Karnataka	19.77%	23.24%
2	Gujarat	13.63%	10.33%
3	Rajasthan	7.66%	8.47%
4	Maharashtra	6.32%	8.21%
5	Tamilnadu	4.44%	
	Punjab		5.67%
	Total	**51.83%**	**55.92%**

(r) 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

(s) 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**

(t) Residual maturity profile of assets and liabilities (in line with the RBI format):

As on March 31, 2023

Amount in Rs. crores

Category	**Up to 30/31– days**	**>1 month - 2 moths**	**>2 months - 3 moths**	**>3 months - 6 moths**	**>6 months - 1– year**	**>1 years - 3 years**	**>3 years - 5 years**	**>5 years**	**Total**
Deposit (Inflows)	533.58	0	0	0	0	0	0	0	533.58
Advances	17.46	26.09	200.47	253.99	568.76	2,504.93	2,499.38	11,749.61	17,820.69
Investments	0	0	0	0	0	0	0	0	0
Borrowings	48.55	88.36	33.21	459.20	533.71	2,870.00	9,177.00	1,739.78	14,949.81
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;

SECTION VI

DISCLOSURES UNDER FORM PAS-4 PURSUANT TO SECTION 42 AND RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014.

SUB-PART A
PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

A. General Information

(a) Name, address, website (if any) and other contact details of the company indicating both registered office and corporate office:

i. Name of the Company: NIIF Infrastructure Finance Limited
ii. Website: https://www.niififl.in/
iii. Contact Details: 022-68591300
iv. Registered office of the Company: 3rd floor, UTI tower, North Wing, GN – Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051
v. Corporate Office of the Company: 3rd floor, UTI tower, North Wing, GN – Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051

(b) Date of incorporation of the Company: March 07, 2014

(c) Business carried on by the Company and its subsidiaries with the details of branches or units, if any:

Please refer to **Section IV** of this General Information Document

(d) 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 27 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 built and led a top-notch team in introducing 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 (now 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. Dhananjay Yellurkar (Chief Risk Officer):

Dhananjay joined the company in January 2016. He is the Chief Risk Officer of the company and responsible for developing and implementing NIIF IFL's risk management framework, ensuring a sound risk awareness culture and monitoring the risk management activities in the company, in order to build and safeguard a healthy portfolio of Infrastructure Project assets. He has over three decades of experience in the financial services sector with leading institutions in India in the areas of risk management, project finance and advisory services.

Before moving into his current role, he was Head – Risk and Asset Monitoring Group at L&T Infrastructure Finance Company Ltd. and was responsible for overseeing the risk function for the wholesale finance platform of L&T Financial Services. Prior to his 5 years stint with L&T Infrastructure Finance Company Ltd., he held key positions in the areas of infrastructure advisory and corporate finance with CRISIL Risk & Infrastructure Solutions Limited, Ernst &Young and ICICI Ltd. He holds a Master in Business Administration degree from Northeastern University, Boston and a Bachelor's degree in Electronics & Communications Engineering from Karnataka University, Dharwad.

(iv) 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 side 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.

(v) Mr. V. Narayanan Iyer (Chief Financial Officer)

V. Narayanan joined NIIF IFL in September 2021. He is a finance professional with over 25 years of work experience across diverse organizations & sectors. He has more than 15 years of Leadership & Management experience in creating financial systems, robust internal controls, sound GRC - Governance, Compliance & Risk Management framework.

He has supported scaling up & enabling new businesses rollout, initiated change management & productivity/efficiency improvements in growing organizations. A good technological bent of mind helps him in focusing on automation & streamlining processes. He also has a keen eye for detail with good experience in business planning, financial reporting, budgeting & P&L management.

Before joining NIIF IFL, he served as the CFO of Piramal Foundation for more than four years. His prior experiences include six years with IDFC limited as Senior Director – Finance wherein he was responsible for financial control, reporting, audit, treasury, and loan Operations. Prior to IDFC Ltd, He worked in Deutsche Bank for more than nine years and his last position was Joint Controller – India for the Deutsche Bank group operations across India.

He is a postgraduate in Commerce (M. Com). He is also an associate member of the Institute of Cost Accountants of India and Institute of Company Secretaries of India

(e) Name, addresses, Director Identification Number (DIN) and occupations of the directors:

Please refer to the **Section IV** of this General Information Document.

(f) Management's perception of risk factors:

Please refer to **Section III (Risk Factors)** of this General Information Document

(g) Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:

i. Statutory dues: No Default
ii. Debentures and interest thereon: No Default
iii. Deposits and interest thereon: Not applicable (IDF NBFCs are not permitted to accept deposits)
iv. Loan from any bank or financial institution and interest thereon: Not applicable (IDF NBFCs are not permitted to avail loans from banks/ financial institutions)

(h) Name, designation, address and phone number, email ID of the nodal/ compliance officer of the Company, if any, for the private placement offer process:

i. Name: Mr. Ankit Sheth
ii. Designation: Company Secretary & Compliance Officer
iii. Address: 3rd Floor, UTI Tower, North Wing, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
iv. Phone No.: +91 22 68591300
v. Email: ankit.sheth@niififl.in

(i) Any Default in Annual filing of the Company under the companies Act, 2013 or the rules made there under:

Nil

B. Particulars of Offer:

i) Financial Position of the Company for the last 3 (Three) Financial Year	Please refer to **Annexure IV** of this General Information Document
ii) Date of passing of board resolution	Date of Board Resolution: April 28, 2023. Date of Finance Committee Resolution: June 14, 2023. A copy of the said board resolution is annexed herewith and marked as **Annexure VII** hereto.
iii) Date of passing of resolution in the general meeting, authorizing the offer of securities	Shareholders resolution passed under Section 42 of the Act dated June 6, 2023; and Shareholders resolutions passed under Section 180(1)(c), Section 180(1)(a) of the Act dated September 21, 2021. A copy of the said shareholders resolution (under both Section 42 and Section 180(1)(c) of the Act) is annexed herewith and marked as **Annexure VIII** hereto.
iv) Kinds of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued;	The Debentures being offered in terms of this General Information Document read with the Key Information Document are upto Rs. 6,000,00,00,000/- (Rupees Six Thousand Crores only) senior, secured, rated, listed, redeemable, non-convertible debentures, for cash, at par or premium or discount: (i) each having a face value of Rs. 1,00,000 (Rupees One Lakh) for fresh issuances through new ISINs (including re-issuances, if any) under this General Information Document, and/ or (ii) each having a face value of Rs. 10,00,000 (Rupees Ten Lakhs), for reissuances under the ISINs issued prior to April 19, 2023 pursuant to Chapter V – Denomination of Issuance and Trading of Non-Convertible Securities of the SEBI Master Circular for the Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities And Commercial Paper dated August 10, 2021,

	and in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as may be applicable, and aggregating upto Rs. 6,000,00,00,000/- (Rupees Six Thousand Crores only) which will be issued in multiple Series / Tranches.
v) Price at which the security is being offered including the premium, if any, along with justification of the price	Please refer to the summary term sheet set out in the Key Information Document issued with respect to each Tranche/ Series of Debentures
vi) Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer.	Not Applicable
vii) Relevant date with reference to which the price has been arrived at; (Relevant date means a date at least thirty days prior to the date on which the general meeting of the company is schedule to be held)	Not Applicable
viii) The class or classes of persons to whom the allotment is proposed to be made;	Please refer to **Section VIII** of this General Information Document.
ix) Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [not in case of issue of non-convertible debentures]	The proposed General Information Document is not being made to the Promoters/ Controlling Stakeholders, Directors or key management personnel of the Company
x) The Proposed time within which the allotment shall be completed.	Please refer to the summary term sheet set out in the Key Information Document issued with respect to each Tranche/ Series of Debentures.
xi) The names of the proposed allottees and the percentage of post private placement capital that may be held by them [not required in case of issue of non- convertible debentures];	Not Applicable
xii) The change in control, if any in the company that would occur consequent to the private placement.	Not Applicable
xiii) The number of person to whom allotment on preferential basis / private placement / right issue has already been made during the year, in terms of number of securities as well as price.	Please refer to the summary term sheet set out in the Key Information Document issued with respect to each Tranche/ Series of Debentures
xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable

xv) Amount which the company intends to raise by way of proposed offer of securities	Upto Rs. 6,000,00,00,000/- (Rupees Six Thousand Crores only)
xvi) Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	Please refer to the **Section VII** of this General Information Document and the Key Information Document
xvii) Proposed time schedule for which the Private placement cum application letter is Valid.	Please refer to the summary term sheet set out in the Key Information Document issued with respect to each Tranche/ Series of Debentures
xviii) Purposes and objects of the offer	Please refer to the term sheet as provided in **Section VII** of this General Information Document
xix) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Not Applicable
xx) Principle terms of assets charged as security, if applicable	Please refer to **Section VII** of this General Information Document
xxi) The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations	Nil
xxii) Pre issue and post issue shareholding pattern of the Company: There is no change in the shareholding pattern of the Company post the issuance of the Debentures.	

C. **Mode of Payment for Subscription:** Cheque/ Demand Draft/ Other Banking Channels (NEFT/RTGS)

D. **Disclosures with regard to interest of directors, litigation etc.**

(a) **Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons:**

Nil

(b) **Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last 3 (Three) years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action:**

Nil

(c) **Remuneration of directors (during the current year and the last 3 (Three) financial years):**

Year	Amount (in Rs.)
Current Year*	20,20,000
FY 2022-23	41,50,000
FY 2021-22	16,50,000
FY 2020-21	11,75,000

*Note – Remuneration paid as on date hereinabove

(d) Related party transactions entered during the last 3 (Three) financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided:

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

(e) Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (Five) financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark:

Nil

(f) Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (Three) years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries, and if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (Three) years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries:

Nil

(g) Details of acts of material frauds committed against the company in the last 3 (Three) years, if any, and if so, the action taken by the company:

Nil

E. Financial Position of the Company:

(a) The capital structure of the company in the following manner in a tabular form:

i. The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value): Please refer to **Paragraph (A)(f) of Section IV** of this General Information Document
ii. Size of the present offer: Upto Rs. 6,000,00,00,000/- (Rupees Six Thousand Crores only) under this General Information Document to be issues from time to time in one or more Tranches
iii. Paid up capital: Rs. 1,909.02 Crore

After the Offer	No Change as the offer document is being filed for issuance of Non-Convertible Debentures
After conversion of convertible instruments (if applicable);	Not Applicable

iv. Share premium account: Rs. 547.59 Crores

v. The details of the existing share capital of the issuer company in a tabular form:

Please refer to **Section IV** of this General Information Document.

(b) Profits of the company, before and after making provision for tax, for the 3 (Three) financial years immediately preceding the date of issue of private placement offer cum application letter:

(Amount in Rs. Crores)

Parameters	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
Profit and Loss			
Profit before Tax for the year	325.74	233.25	131.75
Tax Expenses	Nil	Nil	Nil
Profit after Tax for the year	325.74	233.25	131.75

(c) Dividends declared by the company in respect of the said 3 (Three) financial years; interest coverage ratio for last 3 (Three) years (Cash profit after tax plus interest paid/interest paid):

Nil

(d) A summary of the financial position of the company as in the 3 (Three) audited balance sheets immediately preceding the date of issue:

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

(e) Audited Cash Flow Statement for the 3 (Three) years immediately preceding the date of issue:

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

(f) Any change in accounting policies during the last 3 (Three) years and their effect on the profits and the reserves of the company:

Nil

SUB-PART B
APPLICANT DETAILS

A. Name:

B. Father's Name:

C. Complete Address including flat/house number / street, locality, pin code:

D. Phone number, if any:

E. Email Id, if any:

F. Pan:

G. Bank Account Details:

H. Demat Account Details:

I. Tick whichever is applicable:

(a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares: ☐

(b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith: ☐

Signature

____

Initial of the Officer of the Company designated to keep the record

____

SECTION VII

ISSUE DETAILS

A. Issue of Debentures in Demat Form

The Debentures (including any Tranche thereof) shall be issued and alloted in dematerialised form and the Company has entered into depository arrangements with Depository for issue of Debentures in dematerialised form.

The Debentures (or any part thereof) when issued in dematerialised form, shall be subject to the provisions of the Depositories Act, 1996 and the rules notified by the Depository from time to time, and the Company and the Debenture Holder(s) are required to observe and follow the same. Further, the guidelines issued by the Depository shall be followed by the Company, the Debenture Holder(s) and the Debenture Trustee.

B. Transfer of Debentures

The Debentures shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the equity shares of the Company. The provisions relating to transfer and transmission in respect of the equity shares as provided in the articles of association of the Company shall apply mutatis mutandis to the Debentures.

C. Interest on Application Money

Interest on Application Money at the rate specified in the respective Key Information Documents (subject to deduction of income tax under the provisions of the Income Tax Act, 1961 (Please refer to paragraph "Deduction of Tax at Source" as mentioned hereinbelow), or any other statutory modification or re-enactment thereof, as applicable) will be paid to all the Applicants on the application money for the Debentures. Such interest shall be paid from the date of realization of Cheque(s) / Demand Draft(s) upto 1 (One) day prior to the Deemed Date of Allotment. Such interest would be paid on all the valid applications, including the refunds. Where the entire subscription amount has been refunded, the Interest on Application money will be paid along with the Refund Orders (if applicable). Where an Applicant is allotted lesser number of Debentures than applied for, the excess amount paid on application will be refunded to the Applicant along with the interest on refunded money.

The Interest Cheque(s)/ Demand Draft(s) for Interest on Application Money shall be dispatched by the Company within 15 (Fifteen) days from the Deemed Date of Allotment by registered post to the sole/ first Applicant, at the sole risk of the Applicant. The Company may also choose to pay the Interest on Application Money electronically by using the RTGS or NEFT mode of transfers as per the details received from the Investor on the Application Form.

D. Interest Rate/Coupon Rate / Redemption Premium

The Company shall be liable to pay the Debenture Holders interest/ coupon ("**Interest**" / "**Coupon**") or redemption premium ("**Redemption Premium**") or any other payment as mentioned in the Key Information Document, on the Series/Tranche Debentures, at the rate (if any) specified in the relevant Key Information Document ("**Interest Rate**" or "**Coupon Rate**" or "**Redemption Premium Rate**"), and such Coupon Rate / Interest Rate or Redemption Premium shall be payable in such manner as specified in the Key Information Document in respect of the relevant Series / Tranche of the Debentures, and shall be payable on such dates as may be specified in the Key Information Document, in respect of the relevant Tranche.

E. Computation of Interest / coupon

All Interest accruing on the face value of the Debenture shall accrue and be calculated on such day count basis as specified in the Key Information Document in respect of the relevant Tranche.

F. Payment of Interest / coupon

Any payments to be made to the Debenture Holders, including payment of Interest / Coupon shall be made by the Company using the services of electronic clearing services (ECS), real time gross settlement (RTGS), direct credit or national electronic fund transfer (NEFT) into such bank account of a Debenture Holder as may be notified to the Company by such Debenture Holder or the Debenture Trustee (acting on behalf of the Debenture Holder).

Payment of Interest/ Coupon as payable on the Debenture(s) as per the terms of the Key Information Document will be made to those Debenture Holders whose name(s) appear in the register of debenture holder(s) (or to the first holder in case of joint holders) as on the Record Date fixed by the Company for this purpose and /or as per the list provided by the Depository to the Company of the beneficiaries who hold Debentures in demat form on such Record Date, and are eligible to receive the said payments. Payment will be made by the Company after verifying the bank details of the investors by way of direct credit through Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT) and where such facilities are not available the Company shall make payment of all such amounts by way of cheque(s)/demand draft(s)/interest warrant(s), which will be dispatched to the Debenture Holder(s) by registered post/ speed post/ courier or hand delivery on or before the interest payment dates / coupon payment dates / redemption premium payment date as specified in the Key Information Document.

G. Record Date

The 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, the day falling 15 (Fifteen) calendar days prior to such date.

H. Deduction of Tax at Source

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS exemption/ lower rate of TDS, relevant certificate/document, as issued by the concerned tax authorities, must be provided by the Debenture Holder(s) to the Company at least 30 (Thirty) days before the interest payment becoming due and if required, be submitted afresh annually and/or as and when called upon for the same by the Company. Tax exemption certificate/ declaration of non-deduction of tax at source on interest on application money, should submitted to the Company along with the copy of application form to the satisfaction of the Company.

Failure to comply with the above shall entitle the Company to deduct tax at source as may be advised to it.

I. Tax Benefits

Debenture Holders are advised to consider the tax implications of their respective investment in the Debentures.

J. Security

The Debentures are proposed to be secured by way of: (i) first ranking pari passu floating charge over certain hypothecated properties of the Company ("**Hypothecated Property**") in terms of the deed of hypothecation which shall be executed by the Company in favour of the Debenture Trustee prior to the issuance of the first Key Information Document under this General Information Document ("**Deed of Hypothecation**"), and shall provide security cover as set out in the Key Information Document with respect to particular Tranche of Debentures; and (ii) first ranking pari passu charge over certain immovable properties of the Company ("**Mortgaged Property**") in terms of the mortgage deed which shall be executed by the Company in favour of the Debenture Trustee prior to the issuance of the first Tranche under this General Information Document ("**Mortgage Deed**"), in favour of the Debenture Trustee acting on behalf of and for the benefit of the Debenture Holders.

Debt securities shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee.

In terms of RBI extant regulations, the company shall have to maintain certain unencumbered, high quality liquid assets to maintain sufficient liquidity as stipulated from time to time.

K. Procedure for Redemption

Any payments to be made to the Debenture Holders, including payment of payment of Interest / Coupon /Redemption Premium, (if any), payment upon redemption, shall be made by the Company using the services of electronic clearing services (ECS), real time gross settlement (RTGS), direct credit or national electronic fund transfer (NEFT) into such bank account of a Debenture Holder as may be notified to the Company by such Debenture Holder or the Debenture Trustee (acting on behalf of the Debenture Holder).

Payment of Redemption Amounts / Interest/ Coupon/Redemption Premium as payable on the Debenture(s) as per the terms of the Key Information Document will be made to those Debenture Holders whose name(s) appear in the register of debenture holder(s) (or to the first holder in case of joint holders) as on the Record Date fixed by the Company for this purpose and /or as per the list provided by the Depository to the Company of the beneficiaries who hold Debentures in demat form on such Record Date, and are eligible to receive the said payments. Payment will be made by the Company after verifying the bank details of the investors by way of direct credit through Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT) and where such facilities are not available the Company shall make payment of all such amounts by way of cheque(s)/demand draft(s)/interest warrant(s), which will be dispatched to the Debenture Holder(s) by registered post/ speed post/ courier or hand delivery on or before the interest payment dates / coupon payment dates / redemption premium payment date as specified in the Key Information Document.

L. Effect of Holidays

(a) If the Due Date for payment of Coupon / Interest falls on a day that is not a Business Day, then the Due Date in respect of such payment shall be on the immediately succeeding Business Day, without any liability for making payment of Interest / Coupon for the delayed period.

(b) If the principal payment date or the Redemption Date or the last payment date for payment of Coupon / Interest falls on a day that is not a Business Day, then the due date for principal payment or the Redemption Date or the last payment date for payment of Coupon / Interest shall be paid on the immediately preceding Business Day.

(c) The Company will not be liable to pay any amount from the date of Redemption of the Debenture(s).

(d) In case of any delay in surrendering the Debenture Certificate(s) for Redemption, the Company will not be liable to pay any interest, income or compensation of any kind for the late redemption due to such delay.

M. Register of Debenture Holders

(a) Register of Debenture Holders (for Debentures if transferred/reissued in physical form at a future date):

The Company shall, as required by Section 88 of the Act, keep at its registered office a Register of the Debenture Holders and enter therein the particulars prescribed under the said section. The Debenture Trustee and/or the Debenture Holders or any of them or any other person shall, as provided in Section 94 of the Act, be entitled to inspect the said Register and to take copies of or extracts from the same or any part thereof during usual business hours. The Register may be closed by the Company at such time and for such periods as it may think fit in accordance with the provisions of the Act after giving not less than 7 (Seven) days' previous notice by advertisement in some newspaper circulating in the District in which the Company's registered office is situated. No transfer will be registered during such period when the register of the Debenture Holders remains closed.

(b) In Dematarialised Form:

The Company shall intimate NSDL/ CDSL in this regard and also instruct the NSDL/CDSL to credit the beneficiary account of the allottee(s) with NSDL/CDSL Depository Participant as mentioned in the Application Form, with the number of Debentures allotted, such communication by the Company in favour of NSDL/CDSL shall be in such form and manner, as prescribed by NSDL/CDSL from time to time.

The Company shall request the NSDL and CDSL to provide a list of Debenture Holders on the Record Date. This shall be the list which shall be considered for payment of interest, repayment of principal and amortisation. The 'Record Date' for the Debentures shall be the date as more particularly set out in the General Information Document and/or Key Information Document.

N. Failure to execute the Debenture Trust Deed

The Company shall execute the Debenture Trust Deed prior to the listing of the Debentures on the Stock Exchange issued under the first Key Information Document. In case of a delay in execution of Debenture Trust Deed, the Company will pay penal interest of at least 2% (Two Percent) p.a. over the Coupon Rate till the execution of Debenture Trust Deed.

O. Amendment of the Terms of the Debentures

The Debenture Trustee shall concur with the Company in making any modifications with respect to Debentures issued under each Series/Tranche which in the opinion of the Debenture Trustee shall be expedient to make, by executing necessary deed(s) supplemental to the respective Transaction Documents, with the prior written consent of the Majority Debenture Holders of the respective Tranche / Series. If any modification is required to be made to the Transaction Documents pursuant to any regulatory changes, the Debenture Holders shall be deemed to have given their consent to any such change required to be made to the Transaction Documents and no separate consent of the Debenture Holders would be required to be obtained, provided however if the Applicable Law requires for the consent of the Debenture Holders to be obtained for making the said regulatory changes in such case the consent of the Debenture Holders would be required to be obtained to make the said regulatory changes in the manner required by the Applicable Law. It is clarified that if such Applicable Law requiring for consent of Debenture Holders to be obtained for making such regulatory changes does not specify that the consent of all the Debenture Holders is to be obtained for such regulatory change or does not specify any other majority percentage, in such case, the consent of Majority Debenture Holders may be obtained for the purpose of making such regulatory changes.

P. Further Indebtedness and Encumbrances

(a) The Parties hereby agree that, notwithstanding anything contained under the Debenture Trust Deed, the Company shall be entitled to make further issue(s) of debentures, raise further Financial Indebtedness including by way of loans or advances and/or avail further deferred payment guarantees or other financial facilities from time to time from such persons/banks/financial institutions or body corporate/or any other agency subject to the following conditions: (i) the security cover for the Debentures is maintained at all times at or above the stipulated Security Cover on continuing basis; (ii) no Event of Default has occurred and is continuing; (iii) the Company is not in violation of any rules/regulations/circulars issued by SEBI from time to time which directly affects the rights and interests of the Debenture Holders and Debenture Trustee, (hereinafter referred to as "**Further Financial Indebtedness**").

(b) The Company shall be entitled to:
i. create further security on the Mortgaged Property and/or the Hypothecated Property on same terms as contemplated under the Transaction Documents;
ii. without prejudice to Paragraph (P)(b)(i) above, sell or dispose of any part of the Hypothecated Property;

subject to the following conditions: (i) the security cover for the Debentures is maintained at all times at or above the stipulated Security Cover on continuing basis; (ii) no Event of Default has occurred and is continuing; (iii) the Company is not in violation of any rules/regulations/circulars issued by SEBI from time to time which directly affects the rights and interests of the Debenture Holders and Debenture Trustee; (hereinafter referred to as "**Further Encumbrances**").

Q. Summary term sheet containing brief information pertaining to the Secured Non Convertible debt 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	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Type of Instrument	Senior, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures.
Nature of Instrument	Senior, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures.
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Listing	The Debentures being issued under each Tranche/ Series shall be listed with the Wholesale Debt Market Segment of NSE and/or BSE and the same will be identified in the respective Key Information Document. The Issuer has applied for the in-principle approval with the Stock Exchange. The in-principle approval letter shall be identified in the Key Information Document.

	The Company shall forward the listing application to the relevant Stock Exchanges and procure permission for listing of Debentures from the same within the 3 (Three) days from the issue closing date of the relevant Tranche.
Rating	ICRA Limited, vide its respective press release dated August 02, 2022 revalidated / assigned a rating of "ICRA AAA" (pronounced as "Triple A") and CARE Ratings Ltd. vide its respective press release dated July 17, 2023 assigned a rating of "CARE AAA" (pronounced as "Triple A"), in respect of the Debentures. Further, rating of each Series / Tranche shall be disclosed in the respective Key Information Document to be issued in relation to each Tranche of Debentures.
Issue Size	This General Information Document is being issued for Senior, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures: (i) each having a face value of Rs. 1,00,000 (Rupees One Lakh) for fresh issuances through new ISINs (including re-issuances, if any) under this General Information Document, and/ or (ii) each having a face value of Rs. 10,00,000 (Rupees Ten Lakhs), for reissuances under the ISINs issued prior to April 19, 2023 pursuant to Chapter V – Denomination of Issuance and Trading of Non-Convertible Securities of the SEBI Master Circular for the Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities And Commercial Paper dated August 10, 2021, and in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as may be applicable, aggregating upto Rs. 6,000,00,00,000/- (Rupees Six Thousand Crores only) to be issued in one or more Series/ Tranches. The issue size under the relevant Tranche shall be disclosed in the respective Key Information Document.
Minimum Subscription	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Interest Rate Parameter	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Bid Opening Date and Bid Closing Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Minimum Bid Lot	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Manner of bidding	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Manner of Allotment	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Manner of Settlement in the Issue	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Settlement cycle	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Option to retain oversubscriptions	As may be stipulated in the respective Tranche Issue within the overall Shelf Limit. Issuer can re-issue further Debentures under the above options in future within its overall borrowing limits/program.

Objects of the Issue	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 Debentures, including the granular disclosures as required under the SEBI NCS Regulations shall be disclosed in relation to the relevant Tranche/ Series of Debentures in the Key Information Documents to be issued for the relevant Tranche/ Series.
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 Debentures.
Step Up/Step Down Coupon Rate	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Coupon / Dividend Payment Frequency	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Coupon / Dividend payment dates	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Coupon Type	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
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 Debentures.
Day Count Basis	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Interest on Application Money	Please refer to **Section VII** of this General Information Document
Default Interest Rate	Please refer to **Section IV** of this General Information Document
Tenor	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Redemption Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Redemption Amount	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Redemption Premium /Discount	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Issue Price	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
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 Debentures.
Put and Call option	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Put option Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Put option Price	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.

Call Option Date	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Call Option Price	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Put Notification Time	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Call Notification Time	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Face Value	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Minimum Application and in multiples of Debt securities thereafter	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
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 Debentures.
Settlement mode of the Instrument	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Depository	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Disclosure of interest/ dividend/ redemption dates	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
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, the day falling 15 (Fifteen) calendar days prior to such date;
All covenants of the issue (including side letters, accelerated payment clause, etc.)	Please refer to **Paragraph R of Section VII** of this General Information Document.
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, 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	Please refer to **Paragraph J of Section VII** of the General Information Document
Transaction Documents	Shall mean the documents executed in relation to the issue of the Debentures and the creation of the Security Interest in relation to the Debentures including but not limited to the Debenture Trust Deed, the General Information Document, the Key Information Document to be issued with respect to relevant

	Tranche/ Series of Debentures, the Deed of Hypothecation, Mortgage Deed, Debenture Trustee Agreement and any other document that may be designated by the Debenture Trustee as a Transaction Document, ("**Transaction Documents**").
Conditions Precedent for issuance of first Tranche of Debentures	The Company shall fulfill each of the following conditions precedent prior to issuance of first Tranche of the Debentures (subject to any waiver by the Debenture Trustee), including providing the documents referred to herein below, in the form and substance satisfactory to the Debenture Holders/ Debentures Trustee: (a) A certified true copy of the constitutional documents of the (being its memorandum and articles of association and certificate of incorporation) should have been submitted to the Debenture Trustee; (b) A copy of a resolution of the shareholders of the Company should have been submitted to the Debenture Trustee in relation to approval under Section 42 of the Companies Act, 2013 read with the applicable rules in relation to the private placement contemplated under the Debenture Trust Deed; (c) A copy of a resolution of the shareholders of the Company should have been submitted to the Debenture Trustee in relation to approval under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013 read with the applicable rules in relation to the private placement contemplated under the Debenture Trust Deed; (d) A copy of a resolution of the board of directors of the Company or any committee thereof should have been submitted to the Debenture Trustee: i. Authorising the Company to issue Debentures; ii. Authorising the Company, for creation/ declaration of trust, appointment of the Debenture Trustee and issue of Debentures in accordance with the terms hereof; iii. Authorising the creation of the Security Interest (where applicable) with respect to Debentures; iv. Authorising a specified person, on its behalf, to sign and/or execute and/or stamp and/or get registered and/or despatch all documents and/or notices required so to be done, under or in relation to the issuance of the Debentures; (e) Certified copy of the latest annual report and audited financial statements of the Company for the latest financial year end; (f) Letter of consent for appointment of Debenture Trustee as debenture trustee in relation to the Debenture Trustee; (g) The Company shall have executed the Debenture Trustee Agreement, the Debenture Trust Deed, the Deed of Hypothecation and have issued the General Information Document prior to the issuance of first Tranche of Debentures. (h) Receipt by the Debenture Trustee of copy of in-principle approval obtained by the Company from the BSE/ NSE, for listing the Debentures under the first Tranche on the

	Wholesale Debt Market segment of the BSE/ NSE, where applicable; and (i) Receipt by the Debenture Trustee of the certified copy of the depository arrangements made by Company with NSDL and CDSL for issue of Debentures in dematerialized form. (j) Such other conditions precedent as per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Condition Precedent for issuance of any further / future Tranche of Debentures	In addition to any other conditions as may be set out in the Key Information Document, the Company shall have to fulfil the following conditions to be eligible to issue any further Tranche of Debentures: (a) Debentures under the previous Tranche shall have been issued and allotment letter has been furnished to the Debenture Holders; (b) Receipt by the Debenture Trustee of copy of in-principle approval obtained by the Company from the BSE/ NSE, for listing the Debentures under the relevant Tranche on the Wholesale Debt Market segment of the BSE/ NSE, where applicable; (c) Evidence that all the Conditions Precedent for all previous Tranche of Debentures and all Conditions Precedent applicable to issue of the relevant subsequent Tranche, have been satisfied by the Company to the satisfaction of the Debenture Trustee and the receipt by the Debenture Trustee of a Conditions Precedent compliance certificate in this regard, in a form and manner acceptable to the Debenture Trustee. (d) Such other Conditions Precedent as per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Condition Subsequent	As per the Key Information Document to be issued with respect to relevant Tranche/ Series of Debentures.
Events of Default	Please refer to **Paragraph R(d) of Section VII** of this General Information Document.
Creation of Recovery Expense Fund	The Company shall create a recovery expense fund with respect to the Debentures that are listed with the Stock Exchange, in the manner as may be specified by the SEBI from time to time and shall ensure compliance with the Master Circular for Debenture Trustees dated March 31, 2023, bearing reference no. SEBI/HO/DDHS-PoD1/P/CIR/2023/109, for the requirement of creation of Recovery Expense Fund, as amended/ supplemented from time to time.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	Please refer to **Paragraph R(e) of Section VII** of the General Information Document
Provisions related to Cross Default Clause	Not Applicable.
Role and Responsibilities of Debenture Trustee	Please refer to **Paragraph S(g) of Section VII** of this General Information Document.

Risk factors pertaining to the Issue	Please refer to **Section III** of this General Information Document.
Governing Law and Jurisdiction	The Debentures 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 Debentures. The detailed dispute resolution shall be as set out in the Transaction Documents.

NOTES:

(i) If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change should be disclosed.

(ii) The list of documents which has been executed in connection with the Issue and subscription of debt securities shall be annexed.

(iii) While the debt securities will be secured to the tune of 100% of the amount of principal and interest or as per the terms of the General Information Document and the other Transaction Documents, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained.

(iv) The Issuer shall provide granular disclosures in their General information Document, with regards to the "**Object of the Issue**" including the percentage of the issue proceeds earmarked for each of the "**object of the issue**".

R. KEY TERMS IN RELATION TO DEBENTURES

(a) Affirmative Covenants

The Company undertakes and covenants that, until the final settlement date:

(i) The Company shall keep the following Security which is of an insurable nature adequately insured and in the proper condition:

I. Computers;
II. office equipments;
III. leasehold improvements; and
IV. furnitures.

(ii) The Company shall keep proper books of accounts as required by the Act and therein make true and proper entries of all dealings and transactions and the business of the Company and keep the said books of account and all other books, registers and other documents relating to the affairs of the Company at its registered office or, where permitted by law, at other place or places where the books of account and documents of a similar nature may be kept and the business of the Company shall at all reasonable times be open for inspection of the Debenture Trustee;

(iii) The Company shall give to the Debenture Trustee or to such person or persons as aforesaid such information as they or any of them shall require as to all matters relating to the business, property and affairs of the Company and at the time of the Issue thereof to the shareholders of the Company furnish to the Debenture Trustee copies of every report, balance sheet, profit and loss account, circulars or notices issued to the shareholders and the Debenture Trustee shall be entitled, if it thinks fit, from time to time, to nominate a firm of Chartered Accountant to examine the books of account, documents and property of the Company or any part thereof and to investigate the affairs of the Company and the Company shall allow any such accountant to make such examination and investigation and shall furnish them with all such information as they may require and shall pay all costs, charges and expenses of and incidental to such examination and investigation;

(iv) The Company shall permit the Debenture Trustee and such person as the Debenture Trustee shall, from time to time, in writing for that purpose appoint, to enter into or upon and to inspect the state and condition of books of accounts, records, registers and pay all travelling, hotel and other expenses of any person whom the Debenture Trustee may depute for the purpose of such inspection and if the Debenture Trustee shall, for any reason, decide that it is necessary to employ an expert, to pay the fees and all travelling, hotel and other expenses of such expert;

(v) The Company shall punctually pay all rents, royalties, taxes, rates, levies, cesses, assessments, impositions and outgoings, governmental, municipal or otherwise imposed upon or payable by the Company as and when the same shall become payable and when required by the Debenture Trustee produce the receipts for such payments and also punctually pay and discharge all debts, obligations and liabilities which may have priority over the Security created hereunder and observe, perform and comply with all covenants and obligations which ought to be observed and performed by the Company;

(vi) The Company shall pay all stamp duty, taxes, charges and penalties if and when the Company may be required to pay the same according to the laws for the time being in force and in the event of the Company failing to pay such stamp duty, taxes and penalties as aforesaid, the Debenture Trustee will be at liberty but shall not be bound to pay the same and the Company shall reimburse the same to the Debenture Trustee on demand;

(vii) The Company shall reimburse all sums paid or expenses incurred by the Debenture Trustee or any receiver, attorney, agent or other person appointed by the Trustee for all or any of the purposes mentioned in these presents immediately on receipt of a notice of demand from them in this behalf and all such sums shall carry interest at the rate of interest payable on the Debentures from the date, when the same shall have been paid and until such reimbursement;

(viii) The Company shall punctually pay, or ensure payment of, all rents, rates, taxes and outgoings in connection with any part of Security so as to keep the same free from any other interest, other than the Security or any other interest permitted under the Transaction Documents;

(ix) The Company shall if any penalty or legal costs or any other charges are paid by the Debenture Holder(s)/ Debenture Trustee, (upon the Company's failure to pay or ensuring payment) for the stamping and registration of any of the documents or any supplement or addition thereto or any other additional security documents, pay and reimburse to the Debenture Holder(s)/ Debenture Trustee the amount thereof and also deliver to the Debenture Trustee certified copies of the receipts evidencing payment of stamp duty and other charges in connection with the stamping and registration of the documents;

(x) The Company shall permit the Debenture Trustees and such person, as they shall from time to time in writing for that purpose appoint, to enter into or upon and to view the state and condition of all the Secured Property and pay all such reasonable travelling, hotel and other expenses of any person whom the Debenture Trustees may depute for the purpose of such inspection and if the Debenture Trustees shall, for any reason, decide that it is necessary to employ an expert, to pay the fees and all reasonable travelling, hotel and other expenses of such expert at actuals;

(xi) The Company shall reimburse, up to reasonable limits, all sums paid or expenses incurred by the Debenture Trustees or any receiver, attorney, manager, agent or other person appointed by the Debenture Trustees for all or any of the purposes mentioned in these presents immediately on receipt of a notice of demand from them in this behalf. Until payment or reimbursement of all such sums in connection with the Debentures, the same shall be a charge upon the Secured Property in priority to the charge securing the Debentures.

(xii) The Company shall at the time of allotment of a new Series/Tranche of Debenture, which is proposed to be secured under the Transaction Documents, provide the Debenture Trustee with all such information as set out in the General Information Document and the Key Information Document and Applicable Law and take timely action in its control pursuant to Applicable Law.

(xiii) The Company shall promptly furnish to the Debenture Trustee details of all grievances received from the Debenture Holders and the steps taken by the Company to redress the same. At the request of any Debenture Holders, the Debenture Trustee shall, by notice to the Company call upon the Company to take appropriate steps to redress any grievance(s) and shall, if necessary, at the request of any Debenture Holders call a meeting of the Debenture Holders. The Company shall render all necessary assistance/cooperation and follow the Debenture Trustee' instructions for the purpose of redressal of the Debenture Holders' grievances in true spirit and in accordance with the laws and regulations as may be applicable from time to time.

(xiv) The Company shall duly cause the Security Interest to be registered in all respects so as to comply with the provisions of the Act, and also cause the Mortgage Deed to be registered in conformity with the provisions of the Indian Registration Act, 1908 or any other Act, ordinance or regulation of or relating to any part of India, within which any portion of the Mortgaged Property is or may be situated by which the registration of deeds is required and generally do all other acts (if any) necessary for the purpose of assuring the legal validity of these presents and in accordance with the Company's Memorandum and Articles of Association.

(xv) The Company shall within the timeline as agreed with the prospective holders of Debentures or timelines provided under applicable law, whichever is earlier, make the relevant filings with the ROC/SEBI/CERSAI and provide the details regarding the same to the Debenture Trustee.

(xvi) The Company shall execute all such deeds, documents and assurances and do all such acts and things as the Debenture Trustee may reasonably require for exercising the rights, powers and authorities hereby conferred on the Debenture Trustee.

(xvii) The Company shall carry out and conduct its business with due diligence and efficiency and in accordance with sound engineering, technical, managerial and financial standards and business practices with qualified and experienced management and personnel.

(xviii) The Company shall comply with all guidelines/directions issued by any governmental authority;

(xix) The Company shall disclose all material events to the Debenture Trustee on an ongoing basis;

(xx) The Company shall diligently preserve its corporate existence and status and all consents now held or any rights, licenses, privileges or concessions hereafter acquired by it in the conduct of its business and that it will comply with each and every term of the said consents, rights, licenses, privileges and concessions and comply with all acts, rules, regulations, orders and directions of any legislative, executive, administrative or judicial body. PROVIDED THAT the Company may contest in good faith the validity of any such acts, rules, regulations, orders and directions and pending the determination of such contest may postpone compliance therewith if the rights enforceable under the Debentures or the Security for the Debentures is not thereby materially endangered or impaired. The Company will not do or voluntarily suffer or permit to be done any act or thing whereby its right to transact its business might or could be terminated or whereby payment of the principal of or interest on the Debentures might or would be hindered or delayed;

(xxi) The Company shall provide to the Debenture Trustee a satisfactory title clearance certificate.

(b) Negative Covenant

The Company hereby covenants with the Debenture Trustee that, without the prior written approval of the Debenture Trustee, the Company shall not:

(i) Declare or pay any dividend to its shareholders if the Company is in breach of any of its obligations under the Transaction Documents;

(ii) Sell or dispose of the Secured Property or any part thereof or create thereon any mortgage or other encumbrance of any kind whatsoever save and except the Permitted Encumbrances;

(iii) Undertake or consent to any merger, amalgamation, consolidation, reconstruction, scheme of arrangement or compromise with its creditors or shareholders which has material adverse effect on payment obligations of the Company;

(c) Information Covenant

The Company hereby undertakes the following information covenants:

(i) The Company shall provide/ cause to be provided information in respect of the following promptly and no later than 30 (Thirty) Business Days (unless otherwise specified in the sub-clauses hereinbelow) from the occurrence of such event (unless otherwise specifically provided):

I. Notification to the Debenture Trustee in writing of any proposed change in the nature or scope/conduct of the business or operations of the Company prior to the date on which such action is proposed to be given effect.
II. Notification to the Debenture Trustee in writing of any significant change in the composition of the Company’s Board of Directors.
III. Notification to the Debenture Trustee of any merger, consolidation, reorganisation scheme or arrangement or compromise with its creditors or shareholders or any scheme of amalgamation or reconstruction proposed by the Company.
IV. Notify the Debenture Trustee in writing of any material legal proceeding pending, regulatory notices or judicial orders against the Company, or any litigation between the Company and/ or any other Persons and/or any governmental authority which may have an adverse impact.

(ii) The Company shall furnish to the Debenture Trustee periodical status/performance reports within 7 (Seven) days of the relevant board meeting or within 45 (Forty Five) days of the respective quarter whichever is earlier;

(iii) The Company shall furnish quarterly/annual report to the Debenture Trustee containing the following particulars:

I. updated list of the names and addresses of the Debenture Holders;
II. details of the interest/ coupon/ premium due, but unpaid and reasons thereof;
III. the number and nature of grievances received from debenture holders and (a) resolved by the company unresolved by the company and the reasons for the same;

IV. a statement that the assets of the Company which are available by way of security are sufficient to discharge the claims of the Debenture Holders as and when they become due;

(iv) The Company shall furnish to the Debenture Trustee such other information as required under SEBI (Issue and Listing of the Non-Convertible Securities) Regulations, 2021 and/or SEBI Master Circular for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Debenture Trustee Regulations), 1993, as amended from time to time, and under other Applicable Law and such other information, as required by the debenture trustee.

(v) The Company shall furnish to the Debenture Trustee any other information as may be required by the Debenture Trustee within reasonable time.

(vi) The Company shall furnish to the Debenture Trustee a certificate on a half-yearly basis from the statutory auditor (as required under applicable law) regarding maintenance of the security cover, certifying the value of the receivables charged in favour of the Debenture Trustee for securing the Debentures and compliance with the covenants set out in the General Information Document / Key Information Document, along with the half-yearly financial results.

(vii) The Company shall submit information in relation to the Security Interest that the Debenture Trustee may reasonably request (in a format acceptable to the Debenture Trustee) for the purpose of quarterly diligence by the Debenture Trustee to monitor the security cover.

(viii) The Company shall furnish to the Debenture Trustee, a compliance status with respect to financial covenants of the Debentures, on a quarterly basis, as certified by statutory auditor of the Company.

(ix) The Company shall furnish to the Stock Exchange as well as the Debenture Trustee the un-audited or audited quarterly and year to date standalone financial results (accompanied by limited review report prepared by the statutory auditors) on a quarterly basis in the format as specified by SEBI within 45 (Forty- Five) days from the end of the quarter, provided that for the last quarter of the financial year, the Company shall submit un-audited or audited quarterly and year to date standalone financial results within 60 (Sixty) days from the end of the quarter to the recognised Stock Exchange(s).

(x) The Company shall utilise the monies received upon subscription of the Debentures solely towards its purpose. The Company also agrees to submit to the Debenture Trustee an annual 'end-use certificate' from the statutory auditor of the Company certifying the compliance with the same, at the end of each financial year till the monies received towards subscription of the Debentures have been fully utilized towards the purpose.

(xi) The Company shall submit to the Stock Exchange, along with the quarterly financial results, a statement indicating the utilisation of the issue proceeds of the Debentures, in such format as may be specified by SEBI, till such proceeds of Issue have been fully utilised or the purpose for which the proceeds were raised has been achieved.

(xii) The Company shall submit to the Stock Exchange, along with the quarterly financial results, a statement disclosing material deviation(s) (if any) in the use of issue proceeds of Debentures from the objects of the issue, in such format as may be specified by SEBI, till such proceeds have been fully utilised or the purpose for which the proceeds were raised has been achieved.

(xiii) The Company shall submit to the Stock Exchange disclosures of related party transactions in the format as specified by SEBI from time to time, and publish the same on its website, provided further that, the Company shall make such disclosures every 6 (Six) months on the date of publication of its standalone and consolidated financial results.

(xiv) The Company shall submit a quarterly compliance report on corporate governance in the format as specified by SEBI from time to time to the Stock Exchange, signed either by the compliance officer or the chief executive officer of the Company, within 21 (Twenty One) days from the end of each quarter, together with the details of all material transactions with related parties.

(xv) The Company shall submit a statement of assets and liabilities and statement of cash flows as at the end of every half year, by way of a note, along with the financial results.

(xvi) The Company shall forward/ intimate the following to the Debenture Trustee promptly:

I. a copy of annual report at the same time as it is issued;
II. any revision in the rating assigned to the Debentures;
III. any default in timely payment of Redemption Premium or redemption amounts or both in respect of the Debentures;
IV. failure to create the Security;
V. all covenants of the Issue (including side letters, accelerated payment clause, etc.).

(xvii) The Company shall provide relevant documents/ information, as applicable, to enable the Debenture Trustee(s) to conduct continuous and periodic due diligence and monitoring of Security created, including the following reports/ certification within the timelines mentioned below, on the basis of the Master Circular for Debenture Trustees issued by SEBI dated March 31, 2023, bearing reference no. SEBI/HO/DDHS-PoD1/P/CIR/2023/109:

Reports/Certificates	Timelines for submission requirements by Company to Debenture Trustee	Timeline for submission of reports/ certifications by Debenture Trustee to stock exchange
Security cover certificate (where applicable)	On a quarterly basis within 60 (Sixty) days from end of each quarter or within such timelines as prescribed under Applicable Law.	On a quarterly basis within 75 (Seventy Five) days from end of each financial quarter (save and except the last quarter) and within 90 (Ninety) days from the end of last quarter of a Financial Year or within such timelines as prescribed under Applicable Law.
A statement of value of pledged securities (where applicable)		On a quarterly basis within 75 (Seventy Five) days from end of each financial quarter (save and except the last quarter) and within 90 (Ninety) days from the end of last quarter of a Financial Year or within such timelines as prescribed under Applicable Law.
A statement of value for debt service reserve account or any other form of security offered (where applicable)		
Valuation report and title search report for the immovable/movable assets,	On an annual basis within 75 (Seventy Five) days from end of each Financial Year or within such timelines as	Once in three years within 75 days (Seventy Five) from the end of the Financial Year or within such timelines as

as applicable (where applicable)	prescribed under Applicable Law.	prescribed under Applicable Law

(xviii) The Company shall submit to the Stock Exchange for dissemination, along with the quarterly/ annual financial results, a quarterly/annual communication, along with the Debenture Trustee's letter of noting of the following information:

I. debt equity ratio;
II. debt service coverage ratio;
III. interest service coverage ratio;
IV. Outstanding redeemable preference shares (quantity and value);
V. Capital redemption reserve / Debenture redemption reserve; if applicable
VI. Net worth;
VII. Net profit after tax;
VIII. Earnings per share;
IX. Current ratio;
X. Long term debt to working capital;
XI. bad debts to Account receivable ratio;
XII. current liability ratio;
XIII. total debts to total assets;
XIV. debtors turnover;
XV. inventory turnover;
XVI. operating margin (%); and
XVII. net profit margin (%);

Provided that if the information mentioned in herein above is not applicable to the Issuer, it shall disclose such other ratio/equivalent financial information, as may be required to be maintained under Applicable Laws, if any.

(xix) The Company shall carry out subsequent valuation of the Mortgaged Property, at the request of the Debenture Trustee.

(xx) The Company shall promptly and expeditiously attend to and redress the grievances, if any, of the Debenture Holders. The Company further undertakes that it shall promptly comply with the suggestions and directions that may be given in this regard, from time to time, by the Debenture Trustees and shall advise the Debenture Trustees periodically of the compliance.

(xxi) The Company shall comply with all the provisions, including furnishing of all such information as mentioned in the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Master Circular issued by SEBI in terms of notification dated SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021 (as applicable), the simplified listing agreement issued in terms of notification CIR/CFD/CMD/6/2015, issued by the SEBI and as amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and rules framed thereunder as amended from time to time and/or any other notification, circular, press release issued by the SEBI/Reserve Bank of India/any other governmental authority or other Applicable Laws, from time to time (hereinafter collectively referred to as the "Guidelines") which are/ would be applicable to the Debentures being issued in terms of the Debenture Trust Deed read with the General Information Document and the Key Information Document. The Debenture Trust Deed shall also subject to such guidelines as may be issued by SEBI, Government of India, such other statutory or regulatory authorities from time to time.

(xxii) The Company hereby agrees, confirms and undertakes that in the event the Company has failed to make a timely repayment of the outstanding amounts in relation to the

Debentures or to create a charge on the Secured Property or there is a revision of rating assigned to the Debentures, the Debenture Trustee shall, be entitled to disclose the information to the Debenture Holders and the general public by issuing a press release, placing the same on their websites and with the credit rating agencies.

(xxiii) The Company shall submit details of all orders, directions, notices, of any court/Tribunal affecting or likely to affect the Secured Property.

(xxiv) The Company shall submit to the Debenture Trustee, a copy of all notices, resolutions and circulars relating to:

I. new issue of non-convertible debt securities at the same time as they are sent to shareholders/ holders of non-convertible debt securities;
II. the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings.

(xxv) The Company shall notify the Debenture Trustee of any Event of Default (and the steps, if any, being taken to remedy it) promptly upon becoming aware of its occurrence.

(xxvi) In addition to the requirements as specifically set out in the Debenture Trust Deed, the Company shall provide all relevant documents/ information/ reports/ certificates etc., as may be required to be furnished to the Debenture Trustee by the Company and/or as may be required by the Debenture Trustee for furnishing relevant information to SEBI or relevant Stock Exchanges, as per the timelines and requirements set out in the Master Circular for Debenture Trustee dated March 31, 2023 bearing reference number SEBI/HO/DDHS-PoD1/P/CIR/2023/109, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI Master Circular for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021.

(xxvii) The Company shall promptly disclose and furnish to the Debenture Trustee, all documents/ information about or in relation to the Company or the Debentures, as requested by the Debenture Trustee to fulfil its obligations hereunder or to comply with any Applicable Law, including in relation to filing of its reports/ certification to Stock Exchange within the prescribed timelines.

(d) Events of Default

If one or more of the events specified below, have occurred and if in the opinion of the Debenture Holders the same is capable of being cured is not cured at the end of the cure period (as applicable) the same shall be considered as an Event of Default, (hereinafter referred to as "**Event(s) of Default**"):

(i) Default is committed in payment of the principal amount of the Debentures on the Due Date(s). Provided however, if such default is caused on account of any technical issue, a period of 3 (Three) business days shall be available to the Company as cure period;

(ii) Default is committed in payment of any Interest/ Coupon/ Redemption Premium (as applicable) on the Debentures on the Due Date(s) and not rectified within a period 30 (Thirty) days;

(iii) The Company does not perform or comply with one or more of its other material obligations, terms, conditions and covenants in relation to the Debentures under the General Information Document and/or the Key Information Document and/or the Debenture Trust Deed which default is incapable of being remedied or if in the opinion of the Debenture

Trustee capable of remedy, is not remedied within 30 (Thirty) days after written notice of such default given to the Company by the Debenture Trustee and which has a material adverse effect on the ability of the Company to perform its obligations under the said documents;

(iv) The Company is unable to maintain the security cover by charge over the Secured Property in accordance with the terms of the Deed of Hypothecation and / or Mortgage Deed and/ or in the opinion of the Debenture Trustee the security of Debenture Holders is in jeopardy;

(v) The Company ceases or threatens to cease to carry on its business or gives notice of its intentions to do so (save and except any reorganization/demerger of the Company undertaken with prior permission of the Majority Debenture Holders in terms of the Debenture Trust Deed);

(vi) If, without the prior written approval of the Debenture Trustee, the Mortgaged Property or any part thereof is sold, disposed of, charged, encumbered or alienated or any of the buildings, structures, plant and machinery thereto is removed, pulled down or demolished;

(vii) The Company has taken or suffered any action to be taken for its reorganisation, liquidation or dissolution, or any order has been passed by any competent authority, or any resolution has been passed by the members of the Company, for the winding up of the Company;

(viii) Any event or any series of events occur, which the Majority Debenture Holders otherwise determine has or if, adversely determined, could reasonably be expected to have a material adverse effect on the ability of the Company to perform its obligations under the Transaction Documents.

(ix) The Company is (or is deemed by law or a court to be) insolvent or bankrupt or unable to pay (in the opinion of the Debenture Trustee) a material part of its debts, or stops, suspends or threatens to stop or suspend payment of all or (in the opinion of the Debenture Trustee) a material part of (or of a particular type of) its debts;

(x) Any encumbrancer takes possession or an administrative or other receiver or an administrator is appointed of the whole or (in the opinion of the Debenture Trustee) any substantial part of the property, assets or revenues of the Company (as the case may be) and is not discharged within 90 (Ninety) days;

(xi) An attachment or distraint has been levied on the Mortgaged Property and/or the Hypothecated Property and such attachment or distraint has not been raised within 90 (Ninety) days of knowledge thereof by the Company;

(xii) The Company has, voluntarily or involuntarily become the subject of proceedings under any bankruptcy or insolvency law, whether or not a liquidator or receiver is appointed;

(xiii) The Company is unable to or has admitted in writing its inability to pay its debts as they mature;

(xiv) A receiver or a liquidator has been appointed or allowed to be appointed of all or any part of the undertaking of the Company;

(xv) If, any extra-ordinary circumstances have occurred which make it improbable for the Company to fulfill its obligation under these presents and/or the Debentures.

(e) Consequence of an Event of Default

(i) After the occurrence of an Event of Default, and the expiry of cure periods (if any) the Debenture Trustee shall send a notice to the Debenture Holder(s) (along with a copy to the Company) within 3 (Three) days of the Event of Default by registered post/acknowledgement due or speed post/acknowledgement due or courier or hand delivery with proof of delivery and also through email as a text or as an attachment to email with a notification including a read receipt, and proof of dispatch of such notice or email, shall be maintained.

(ii) The notice shall contain the following:

I. request for negative consent for proceeding with the enforcement of security;

II. request for positive consent for signing of the ICA;

III. the time period within which the consent needs to be provided by the Debenture Holder(s), viz. consent to be given within 15 (Fifteen) days from the date of notice or such revised timelines as prescribed under Applicable Law; and

IV. the date of meeting to be convened (which shall be within 30 (Thirty) days of the occurrence of Event of Default).

Provided that in case the Event of Default is cured between the date of notice and the date of meeting, then the convening of such a meeting may be dispensed with.

(iii) The Debenture Trustee shall take necessary action of either enforcing the Security or entering into the ICA or take any other action as decided in the meeting of Debenture Holder(s) based on the decision of the majority of Debenture Holder(s), including the decision of formation of a representative committee of the Debenture Holder(s) to participate in the ICA or to enforce the Security or as may be decided in the meeting of Debenture Holder(s). Such a committee, if decided to be formed, may comprise of the designated members representing the interest of the ISIN level Debenture Holder(s) under the Debentures and be responsible to take decisions which shall be binding on the specific ISIN level Debenture Holder(s) relating to ICA matters, or in relation to enforcement of the Security, or take any other action as may be decided by the Debenture Holder(s), from time to time.

For the purpose of this clause, the consent of the "majority of Debenture Holders" shall mean the approval of not less than 75% (Seventy Five Percent) of the Debenture Holders by value of the outstanding Debentures and 60% (Sixty Percent) of the Debenture Holders by number.

(iv) The Debenture Trustee(s) may in accordance with the decision of the Debenture Holder(s), sign the ICA and consider the resolution plan, if any, on behalf of the Debenture Holder(s)/ Beneficial Owners in accordance with the requirements under the extant RBI guidelines, SEBI circulars, guidelines and other Applicable Laws.

(v) If one or more of the Events of Default occur, the Debenture Trustee may, in their discretion, and shall upon request in writing of the Majority Debenture Holders or by a Special Resolution (as described in the Debenture Trust Deed) duly passed at the meeting of the Debenture Holders convened in accordance with the provisions set out in the Debenture Trust Deed, shall also be entitled to exercise any of the powers mentioned below:

I. By a notice in writing to the Company declare the outstanding amounts in relation to the Debentures to be due and payable forthwith;

II. To enforce any Security created pursuant to the Security Documents in accordance with the terms thereof and the terms of the Transaction Documents, as may be set out therein, towards repayment of the outstanding amounts in relation to the Debentures, if so directed by the majority of the Debenture Holders in accordance with the provisions of this Clause;

III. Appoint one Nominee Director on the Board of Directors of the Company in terms of the SEBI Regulations in accordance with terms of the Transaction Documents;
IV. Exercise such other rights as the Debenture Trustee may deem fit under Applicable Law.

(vi) All expenses incurred by the Beneficial Owners(s)/Debenture Trustee after an Event of Default has occurred in connection with:
I. preservation of the Secured Property (whether then or thereafter existing); and
II. collection of amounts due under the Debenture Trust Deed;
shall be payable by the Company.

S. KEY TERMS IN RELATION TO THE DEBENTURE TRUSTEE

(a) Trustee to the Debenture Holder(s)

The Company has appointed IDBI Trusteeship Services Limited to act as Trustee for the Debenture Holder(s) (hereinafter referred to as the "**Debenture Trustee**" / "**Trustee**"). The Company and the Trustees have entered into a Debenture Trustee Agreement dated May 24, 2023 setting out inter alia the terms of appointment of the Debenture Trustee and a Debenture Trust Deed on June 05, 2023 specifying inter alia, the powers, authorities and obligations of the Trustee and the Company.

The Debenture Trustee shall carry out all its obligations, duties and functions as the debenture trustee in accordance with the terms set out in the Transaction Documents and where the same is silent or contrary to any other provision of the Transaction Documents, on the instructions of the Majority Debenture Holder(s).

(b) Appointment of Debenture Trustee:

(i) The Issuer has appointed IDBI Trusteeship Services Limited as the Debenture Trustee for the benefit of the Debenture Holders, with an overall issue size of Rs. 23,400 Crores (Rupees Twenty Three Thousand Four Hundred Crores only) to be issued by the Issuer and IDBI Trusteeship Services Limited has agreed to act as Debenture Trustee on behalf of and for the benefit of the Debenture Holders, strictly in accordance with the provisions of the Transaction Documents and as more particularly provided in the Debenture Trust Deed.

(ii) Notwithstanding anything to the contrary, the Debenture Trustee shall at all times act on behalf of the Debenture Holders and for their benefit and in accordance with the Debenture Trust Deed.

(c) Remuneration of the Debenture Trustee: The remuneration of the Debenture Trustee shall be as per the letter provided in **Annexure I** of this General Information Document.

(d) Resignation of the Debenture Trustee:

(i) The Debenture Trustee may, at any time, without assigning any reason and without being responsible for any loss or costs occasioned thereby, but after giving not less than 60 (Sixty) days' notice, resign as the trustee, provided that it shall continue to act as Debenture Trustee until a successor trustee is appointed by the Company.

(ii) The Company shall, upon receipt of notice of resignation issued by the Debenture Trustee, take prompt steps to appoint another entity competent to act as trustee for the Debenture Holder(s) in place of the Debenture Trustee. The Company shall appoint the successor trustee within the aforesaid notice period failing which the debenture holders shall appoint the successor trustee with the authority of the Majority Debenture Holders.

(e) Removal of the Debenture Trustee:

(i) The Debenture Holder(s) may for sufficient cause but, after giving not less than 60 (Sixty) days' notice in writing, remove the Debenture Trustee by passing a resolution of the Majority Debenture Holder to that effect, and by the same resolution nominate an entity competent to act as their Debenture Trustee and require the Company to appoint such entity as the successor trustee. the company shall within 15 (fifteen) days of receipt of such resolution passed by the debenture holders take all necessary steps to appoint the entity named in the resolution as the successor trustee and complete all necessary formalities to give effect to such appointment. The Debenture Holders shall provide a copy of such resolution to the Company within 15 (Fifteen) days from the date of passing of such resolution.

(ii) Any entity whether body corporate or otherwise which is registered as a debenture trustee with the Securities and Exchange Board of India may be appointed as Debenture Trustee.

(f) Duties of the Debenture Trustee

In performing its obligations in relation to the Debentures:

(i) The Debenture Trustee shall, subject to these presents, perform its duties and obligations, and exercise its rights and discretions, in keeping with the trust reposed in the Debenture Trustee by the Debenture Holder(s), and shall further conduct itself, and comply with the provisions of the Indian Trusts Act, 1882, SEBI rules and requirements, the requirements provided for under Companies (Share Capital and Debentures) Rules, 2014, and all other Applicable Laws as may be amended and updated from time to time.

(ii) The Debenture Trustee shall carry out all its obligations, duties and functions as the debenture trustee in accordance with the terms set out in the Transaction Documents and where the same is silent or contrary to any other provision of the Transaction Documents, on the instructions of the Majority Debenture Holder(s).

(iii) As required by applicable law or under the Transaction Documents or upon the request of any Debenture Holder, the Debenture Trustee shall provide to the Debenture Holder(s) the details of all information (as well all documents/ certificates/ reports) provided by the Company to the Debenture Trustee in relation to the Tranche Issue or pursuant to the terms of the Transaction Documents.

(iv) The Debenture Trustee shall not do any act, deed or thing which is prejudicial or detrimental to the interest of the Debenture Holder(s).

(v) The Debenture Trustee shall do any act, deed or thing or refrain from doing any act, deed or thing, which may be reasonably expected of the Debenture Trustee under the given circumstances at that point in time, in exercise of its rights and the performance of its duties and obligations under the Debenture Trust Deed and the other Transaction Documents.

(vi) All monies received by the Debenture Trustee hereunder (or pursuant to the other Transaction Documents) for the benefit of the Debenture Holder(s) shall be kept segregated from the other assets of the Debenture Trustee; provided however the Debenture Trustee shall not be liable to make payment of any interest thereon.

(vii) The Debenture Trustee covenants to keep all customary books and records relating to the receipt and distribution of all moneys which it may receive or be entitled to hereunder or under any agreement, document or instrument contemplated hereby. The Debenture Trustee, upon written request of the Debenture Holder(s), will furnish the Debenture Holder(s) with all such information as may be required from the Debenture Trustee in connection with the preparation of tax reports and tax returns with respect to taxes due and payable by the trust created hereby in connection with the transactions contemplated hereby, by the Transaction Documents or any other agreement, document or instrument referred to herein.

(viii) The Debenture Trustee shall keep copies of all reports and returns delivered to it by the Company or filed by it on behalf of the Company, all at the cost of the Company.

(g) Role and Responsibilities of Trustee

In addition to the other powers conferred on the Debenture Trustee and provisions for their protection and not by way of limitation or derogation of anything in these presents contained nor of any statute limiting the liability of the Debenture Trustee, IT IS EXPRESSLY DECLARED as follows:-

(i) The Debenture Trustee may, in relation to these presents, act on the opinion or advice of or any information obtained from any solicitor, counsel, advocate, valuer, surveyor, broker, auctioneer, qualified accountant or other expert whether obtained by the Company or by the Debenture Trustee or otherwise and shall not be responsible for any loss occasioned by so acting. Any such advice, opinion or information and any communication passing between the Debenture Trustee and their representative or Attorney appointed by them may be obtained or sent by letter, telegram, cablegram, telex or telephonic message.

(ii) The Debenture Trustee shall be at liberty to accept a certificate signed by any one of the Directors/authorised signatories of the Company as to any act or matter prima facie within the knowledge of the Company as sufficient evidence thereof and a certificate to the effect that any particular dealing or transaction or step or thing is in the opinion of the Director so certifying expedient as sufficient evidence that it is worth that sum or so suitable and a like certificate to the effect that any particular dealing or transaction or step or thing is in the opinion of the Director so certifying expedient as sufficient evidence that it is expedient and the Debenture Trustee shall not be bound in any such case to call for further evidence or be responsible for any loss that may be occasioned by their failing to do so. However, if the Debenture Trustee has cause to believe that any certificate received has errors and wrongful facts, then the Debenture Trustee shall cause an independent verification of the same.

(iii) The Debenture Trustee shall have the right to rely on notices, communications, advertisement, website information of the Company and any other related party with respect to Debentures etc.,

(iv) Other than as expressly set out in the Transaction Documents, the Debenture Trustee shall not be bound to take any steps to ascertain whether any Event of Default has happened upon the happening of which the rights under the Debentures becomes enforceable.

(v) Save as herein otherwise expressly provided the Debenture Trustee shall, as regards, all trusts, powers, authorities hereby vested in them have discretion, in consultation with the Debenture Holder(s), if required, as to the exercise thereof and to the mode and time of exercise thereof.

(vi) The Debenture Trustee shall not be bound to give notice to any Person of the execution hereof or to see to the performance or observance of any of the obligations hereby imposed on the Company or in any way to interfere with the conduct of the Company's business unless and until an Event of Default shall have occurred and the Debenture Trustee (acting on the instructions of the Majority Debenture Holders) shall have determined to enforce the same.

(vii) The Debenture Trustee shall be at liberty to keep these presents and all deeds at its office in the place where the Debenture Trust Deed is executed or elsewhere or if the Debenture

Trustee so decides with any banker or company whose business includes undertaking the safe custody of documents or with any Advocates or firm of Solicitors and the Debenture Trustee may pay all sums required to be paid on account of or in respect of any such deposit; Provided all such documents shall be kept in the state of where it is executed.

(viii) Save as herein otherwise expressly provided the Debenture Trustee shall, as regards all trusts, powers, authorities and discretions hereby vested in them, have absolute and uncontrolled discretion as to the exercise thereof and to the mode and time of exercise thereof and shall not be responsible for any loss, costs, charges, expenses or inconvenience that may result from the exercise or non-exercise thereof and in particular they shall not be bound to act at the request or direction of the Debenture Holder(s) under any provisions of these presents unless sufficient monies shall have been provided or provision to the satisfaction of the Debenture Trustee made for providing the same and the Debenture Trustee are indemnified to their satisfaction against all further costs, charges, expenses and liability which may be incurred in complying with such request or direction.

(ix) With a view to facilitating any dealing under any provision of these presents the Debenture Trustee shall have full power to consent (where such consent is required) to a specified transaction or class of transactions conditionally.

(x) The Debenture Trustee shall have full power to determine all questions and doubts arising in relation to any of the provisions hereof and every such determination bona fide made (whether or not the same shall relate wholly or partially to the acts or proceedings of the Debenture Trustee) shall be conclusive and binding upon all Persons interested hereunder.

(xi) Subject to the provisions of section 71(7) of the Act and Rule 18 (3) of the Companies (Share Capital and Debentures) Rules, 2014, the Debenture Trustee shall not be responsible for the consequences of any mistake, oversight or error of judgment or forgetfulness or want of prudence on their part or on the part of any attorney, receiver or any person appointed by them and shall not be responsible for any misconduct on account of any person appointed by them or be bound to supervise the proceedings of any such appointee.

(xii) The Debenture Trustee shall be responsible for acts and omissions of its employees performed during the normal course of its business.

(xiii) The Debenture Trustee shall not be responsible for the monies paid by applicants for the Debentures or be bound to see to the application thereof.

(xiv) The Debenture Trustee shall not be responsible for acting upon any resolution purporting to have been passed at any meeting of the Debenture Holder(s)/Beneficial Owner(s) in respect whereof minutes have been made and signed even though it may subsequently be found that there was some defect in the constitution of the meeting or the passing of the resolution or that for any reason the resolution was not valid or binding upon the Debenture-holder(s)/Beneficial Owner(s).

(xv) Without prejudice to the rights to indemnify by law given to the Debenture Trustee, the Debenture Trustee and every receiver, attorney, manager appointed by them shall subject to the provisions of the Act be entitled to be indemnified out of properties charged/to be charged to the Debenture Trustee in respect of all liabilities and expenses incurred by them or him in the execution or purported execution of the powers and trusts thereof and against all actions, proceedings, costs, claims and demands in respect of any matter or thing done or omitted in anywise relating to the properties charged/to be charged to the Debenture Trustee and the Debenture Trustee may retain and pay out of any monies in their hands the amount of any liabilities and expenses necessary to effect such indemnity and also remuneration of the Debenture Trustee as herein provided and the Debenture Trustee shall have a lien on the properties charged/to be charged to the Debenture Trustee for all money payable to them arising out of or in connection with these presents or the issue of the Debentures.

(xvi) The Debenture Trustee and its employees shall not be liable for any default, omission or delay in performing or exercising any of the powers or trusts expressed in these presents or contained or any of them or in enforcing the covenants contained therein or any of them or in giving notice to any person or persons of the execution thereof or in taking any other steps which may be necessary, expedient or desirable for the purpose of perfecting or enforcing the security for the Debentures or for any loss or injury which may be occasioned by reason thereof unless the Debenture Trustee shall have been previously requested by notice in writing to perform, exercise or do any of such steps as aforesaid by the holder(s) representing not less than three-fourths of the nominal amount of the debentures for the time being outstanding or by a special resolution duly passed at a meeting of the Debenture Holder(s)/Beneficial Owner(s) and the Debenture Trustee shall not be bound to perform, exercise or do any such acts, powers or things or to take any such steps unless and until sufficient moneys shall have been provided or provision to the satisfaction of the Debenture Trustee made for providing the same by or on behalf of the Debenture Holder(s)/Beneficial Owner(s) or some of them in order to provide for any costs, charges and expenses which the Debenture Trustee may incur or may have to pay in connection with the same and the Debenture Trustee are indemnified to their satisfaction against all further costs, charges, expenses and liabilities which may be incurred in complying with such request.

PROVIDED NEVERTHELESS that nothing contained in this clause shall exempt the Debenture Trustee and its employees from or indemnify them against any liability for breach of trust nor any liability which by virtue of any rule or law would otherwise attach to them in respect of any negligence, default or breach of trust which they may be guilty of in relation to their duties hereunder as may be determined by court of competent jurisdiction.

The Debenture Trustee do not make any representation and warranty as to the adequacy of the security for the Debentures.

(h) Due Diligence and Terms of carrying out due diligence

(i) The Debenture Trustee shall carry out due diligence on continuous basis to ensure compliance by the Issuer, with the provisions of the Act, the LODR Regulations, the NCS Regulations, the SEBI Listed Debentures Circulars, the Debenture Trustees Regulations, the listing agreement of the stock exchange(s) where the Debentures are listed, the Transaction Documents, and any other regulations issued by SEBI pertaining to the Issue as applicable.

(ii) The Debenture Trustee, either through itself or its agents / advisors / consultants, shall carry out requisite diligence to verify the status of encumbrance and valuation of the assets and whether all permissions or consents (if any) as may be required to create the security as stipulated in the General Information Documents / Key Information Documents / Private Placement Offer Letter and the Applicable Laws, has been obtained. For the purpose of carrying out the due diligence as required in terms of the Applicable Laws, the Debenture Trustee, either through itself or its agents / advisors / consultants, shall have the power to examine the books of account of the Company and to have the Company's assets inspected by its officers and/or external auditors/valuers/consultants/lawyers/technical experts/management consultants appointed by the Debenture Trustee.

(iii) The Issuer shall provide all assistance to the Debenture Trustee to enable verification from the Registrar of Companies, Sub-registrar of Assurances (as applicable), CERSAI, depositories, information utility or any other authority, if applicable, in relation to the Debentures or any part thereof.

(iv) Further, in the event that there are existing charge holders, the Issuer shall ensure that the concerned trustee on behalf of the existing charge holders, have provided conditional consent / permissions to the Issuer to create further charge on the assets, the Debenture Trustee shall also have the power to verify such conditions by reviewing the relevant transaction documents or any other documents executed between existing charge holders and the Issuer. The Debenture Trustee shall also have the power to intimate the existing charge holders about proposal of creation of further encumbrance and seeking their comments/ objections, if any.

(v) Without prejudice to the aforesaid, the Company shall ensure that it provides and procures all information, representations, confirmations and disclosures as may be required in the sole discretion of the Debenture Trustee to carry out the requisite diligence in connection with the issuance and allotment of the Debentures, in accordance with the Applicable Laws.

(vi) In the instance of change / addition of security for the present issuance, Debenture Trustee shall ensure that the guidelines for due diligence which were prescribed for the primary security apply similarly to additional security in compliance with the SEBI Master Circular for Debenture Trustees dated March 31, 2023.

(vii) The due diligence certificate from the Debenture Trustee is provided in **Annexure IX** of this General Information Document.

(i) Other Terms and Conditions

(i) The Issuer shall on or prior to the date of execution of Debenture Trust Deed, provide to the Debenture Trustee, the bank account details from which the Issuer proposes to make the payment of interest and redemption amount due to the Debenture Holders. Further, the Issuer hereby undertakes that it shall preauthorize the Debenture Trustee to seek the interest and redemption amount payment related information from such bank.

(ii) Issuer further confirms that all covenants proposed to be included in Debenture Trust Deed (including any side letter, accelerated payment clause, fees charged by the Debenture Trustee) are/will be disclosed in General Information Document or Key Information Document, as applicable.

(iii) The Issuer confirms that all necessary disclosures shall be made in the General Information Document / Key Information Document, as applicable, including but not limited to statutory and other regulatory disclosures as required under Applicable Law.

(iv) Debenture Trustee ipso facto does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by investors for subscribing to the Debentures.

SECTION VIII

APPLICATION PROCESS

A. WHO CAN APPLY FOR THE DEBENTURES

Only the Eligible Investors who are permitted to receive the General Information Document as per extant regulation and laws, are eligible to apply for the Debentures. No other person may apply.

The Issuer will follow applicable SEBI, RBI and other applicable guidelines issued from time to time for its issuance.

The Application Forms be must accompanied by certified true copies of the following documents (as may be applicable) (1) Memorandum and Articles of Association/Constitution/Bye-laws along with the Certificate of Incorporation (2) resolution authorizing investment and containing operating instructions (3) specimen signatures of authorized signatories along with their identity proof (4) PAN copy of the Applicant (5) necessary forms for claiming exemption from deduction of tax at source on the interest income / interest on application money and (6) any other document as may be required by the Company to comply with the terms of the Issue and the applicable internal and external regulations including FATCA and KYC requirements.

B. APPLICATIONS, UNDER POWER OF ATTORNEY/RELEVANT AUTHORITY

In case of an application made under a Power of Attorney or resolution or authority, a certified true copy thereof along with Memorandum and Articles of Association and/or Bye-laws must be attached to the Application Form at the time of making the application, failing which, the Company reserves full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names, identity proofs and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed application.

C. HOW TO APPLY

NIIF IFL will follow all process as applicable under SEBI guidelines.
This issuance would be as per guidelines of SEBI and under the electronic book mechanism for issuance of debt securities on private placement basis as per the Master Circular and the BSE EBP Guidelines and/or the NSE EBP Guidelines (as applicable).

All applications for the Debenture(s) must be in the prescribed Application Form and is to be completed in block letters in English. Forms must be accompanied by either a Transfer cheque / RTGS Instruction /any other electronic transfer mode or any other mode specifically permitted by the Company. No cash or stock invest will be accepted.

Over and above the aforesaid Terms and Conditions, the said Debenture(s) shall be subject to the Terms and Conditions incorporated in the Key Information Document for an individual tranche.

D. FICTITIOUS APPLICATIONS

In terms of the Section 38 of the Companies Act, 2013, any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447 of the Companies Act, 2013.

E. RIGHT TO ACCEPT OR REJECT APPLICATIONS

The Company reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The rejected Applicants will be intimated along with the refund warrant, if applicable, to be sent.

F. PAN/GIR NUMBER

All Applicants should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1961 and the Income Tax Circle/ Ward/ District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

G. SIGNATURES

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by a Magistrate/ Notary Public under his/her official seal.

H. NOTICES

All notices to the Debenture Holder(s) required to be given by the Company or the Trustee shall have and shall be deemed to have been given if published in 1 (One) English and 1 (One) Hindi language daily National newspaper in Mumbai and may, at the sole discretion of the Company or the Trustee, but without any obligation, be sent by ordinary post to the original sole/first allottees of the Debenture(s) or if notification and mandate has been received by the Company, pursuant to the provisions contained herein above, to the sole/first transferees.

All notices to be given by the Debenture Holder(s), including notices referred to under "Payment of Interest" and "Payment on Redemption" shall be sent by Registered Post/Courier / e-mail or by hand delivery to the Registrars to the Issue or to such persons at such address as may be notified by the Company from time to time.

In addition to the provisions contained in this document, the extant regulations of SEBI, RBI, Companies Act & any other regulations as may be applicable shall be applicable to the proposed Issue.

In case of any discrepancy between contents of this document and extant applicable regulations, the extant applicable regulations shall prevail over this document.

SECTION IX

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 the Securities and Exchange Board of India (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 Debentures are 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 Debentures, 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 Debentures, 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 No SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021, and any amendment thereto.

We are authorized by the Board of Directors of the Company vide resolution dated April 28, 2023 read with Finance Committee Resolution dated June 14, 2023 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

NARAYANAN VENKATRAMAN IYER Digitally signed by NARAYANAN VENKATRAMAN IYER Date: 2023.07.24 15:37:32 +05'30'

SRINIVAS UPADHYAYULA Digitally signed by SRINIVAS UPADHYAYULA Date: 2023.07.24 15:26:31 +05'30'

Mr. V. Narayanan Iyer
Designation: Chief Financial Officer

Mr. Srinivas Upadhyayula
Designation: Chief Compliance Officer & General Counsel

Place: Mumbai
Date: July 24, 2023

ANNEXURES

Annexure I
Copy of Trustee Consent Letter dated July 20, 2023 and February 22, 2023 from IDBI Trusteeship Services Limited

[*Attached separately*]

Annexure II
Copy of Rating Letter & Press Release from Rating Agencies

Part A (Press Release from CARE Ratings Ltd.)

[*Attached separately*]

Part B (Rating Letter from CARE Ratings Ltd.)

[*Attached separately*]

Part C (Press Release from ICRA Limited)

[*Attached separately*]

Part D (Rating Letter dated July 19, 2023 from ICRA Limited)

[*Attached separately*]

Part E (Rating Letter July 03, 2023 from ICRA Limited)

[*Attached separately*]

Annexure III
Credit Policy of the Issuer

[*Attached separately*]

Annexure IV

Audited Financial Statement for last 3 (Three) Financial Year

[*Attached separately*]

Annexure V
Related Party Transactions entered during last 3 (Three) Financial Years

[*Attached separately*]

Annexure VI

ALM statement letter to Stock Exchange

[*Attached separately*]

Annexure VII
Copy of Board Resolution and Finance Committee Resolution

Part A (Board Resolution)

[*Attached separately*]

Part B (Finance Committee Resolution)

[*Attached separately*]

Annexure VIII
Copy of Shareholders Resolution

Part A (Shareholder’s Resolution under Section 42 of the Companies Act, 2013)

[*Attached separately*]

Part B (Shareholder’s Resolution under Section 180 of the Companies Act, 2013)

[*Attached separately*]

Annexure IX
Due Diligence Certificate

[*Attached separately*]

Annexure I

No. 48915/ITSL/OPR/CL/22-23/DEB/1229/01

Date: July 20,2023
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 AGGREGATING UP TO RS.6000 CRORES 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) aggregating upto Rs. 6000 crores 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
GAURAV BHARATKUMAR MODY
Digitally signed by GAURAV BHARATKUMAR MODY
Authorized Signatory

No. 53682/ITSL/OPR/CL/22-23/DEB/1229

February 22, 2023

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

Kind Attn: Mr. Srinivas Upadhyayula

Dear Sir,

Subject: Consent to act as Debenture Trustee for the issue of Secured, Redeemable, Listed, Non-Convertible Debentures (NCDs) including but not limited to Zero Coupon Bonds, Green Debt Securities, Sustainability Bonds aggregating upto INR 23,400 crores (as an umbrella limited by way of DTD) to be raised from time to time.

This is reference to our discussion regarding appointment of IDBI Trusteeship Services Limited ("ITSL") as Debenture Trustee for the NCDs including but not limited to Zero Coupon Bonds, Green Debt Securities, Sustainability Bonds aggregating upto INR 23,400 Crores (as an umbrella limited by way of DTD) to be raised from time to time.

At the request of the Issuer Company, we indicate our trusteeship remuneration for the said assignment as follows:

Charge Heads	Terms
Acceptance Fees	INR 7,95,000/- plus applicable taxes (one- time payment, payable upfront, non-refundable).
Service Charges	INR 9,95,000/- p.a. plus applicable taxes. First such payment would become payable on the date of execution (DOE) for the pro-rata period from DOE till end of financial year; thereafter the Service Charges are payable on an annual basis in post service on 31st March every year till the redemption and satisfaction of charges in full.
Delay Payment Charges	In case the payment of service charges are not received within a period of 30 days from the date of the bill, ITSL reserves the right to charge "delayed payment charges" @ 12% p.a. on the outstanding amount.
Out of pocket expenses & statutory dues	Would be reimbursable on actual basis within 30 days of the claim.
Validity	This consent letter is valid for a period of three (3) months from the date of this letter and shall stand automatically cancelled/ revoked/ withdrawn without any further communication/ reference to the issuer company unless otherwise revalidated by us. This consent letter shall not be construed as giving rise to any obligation on the part of ITSL to act as Debenture Trustee unless the issuer company communicates acceptance to ITSL within 3 months from the date of issuance of this letter and the issuer company also executes trusteeship documents.
Reset Clause	Debenture Trustee shall have the right to reset the above referred service charges on expiry of 3 years from the date of this consent letter.
Any enforcement consequent to the event of default ("EOD") would attract separate charges	

Assuring you of our best services at all times.

Yours faithfully,
For **IDBI Trusteeship Services Limited**

GAURAV BHARATKUMAR MODY
Digitally signed by GAURAV BHARATKUMAR MODY

(**Authorised Signatory**)

We accept the above terms
For **NIIF Infrastructure Finance Limited**

Srinivas Upadhyayula
Digitally signed by Srinivas Upadhyayula
Date: 2023.04.25 16:38:40 +05'30'

(**Authorised Signatory**)

NOTE: ***As per recent GST guidelines, ITSL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.***

Press Release

NIIF Infrastructure Finance Limited

July 17, 2023

Facilities/Instruments	Amount (₹ crore)	Rating[1]	Rating Action
Non-convertible debentures	1,605.00	CARE AAA; Stable	Assigned
Non-convertible debentures	10,739.00	CARE AAA; Stable	Assigned
Non-convertible debentures	586.00	CARE AAA; Stable	Reaffirmed
Non-convertible debentures	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
Zero coupon bonds	5,000.00	CARE AAA; Stable	Reaffirmed
Zero coupon bonds	2,000.00	CARE AAA; Stable	Reaffirmed
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 the strength of its diversified portfolio, experienced management, strong underwriting and risk management systems reflected in sound asset quality with demonstrated track record of zero non-performing assets (NPAs) and Nil stage 2 and stage 3 loan assets since commencement of its operations in 2015, healthy capitalisation, and adequate liquidity supported by fund raising flexibility.

The ratings also take into consideration a well-defined regulatory framework for infrastructure debt funds (IDFs; primarily allowing IDFs to lend only to operational projects with history of at least 1 year of satisfactory operations, thereby reducing execution risks), NIIF IFL's linkages with the Government of India (GoI) directly and through National Investment and Infrastructure Fund Limited (NIIFL, anchored by GoI) and its sponsor Aseem Infrastructure Finance Limited (AIFL - a debt platform company owned by NIIFL; [rated CARE AA+; Stable]). Diversified portfolio growth with maintenance of good asset quality and profitability, however, remain key rating monitorables.

Rating sensitivities: Factors likely to lead to rating actions

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:

- Any regulatory change resulting in increased portfolio vulnerability.
- Increase in gearing (defined as borrowings as per balance sheet/tangible net worth [TNW]) beyond 9x.

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

- Significant and/or sustained deterioration in the asset quality materially impacting profitability, hence capitalisation.
- Substantial dilution, direct or indirect, in strategic linkages with the sponsors and/or key shareholders.

Analytical approach:

CARE Ratings Limited (CARE Ratings) has analysed the 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 the key rating drivers:

Key strengths

Regulatory framework for IDF-NBFCs necessitates lending to operational projects supporting mitigation of overall business risk

The regulatory framework laid down by the Reserve Bank of India (RBI) guidelines provide a well-defined framework for IDF-non-banking finance companies (NBFCs) and support sectoral diversification. Under the RBI guidelines, IDF-NBFCs can invest in in post COD infrastructure projects which have completed at least one year of satisfactory commercial operation that are (i) Public Private Partnership (PPP) projects with Tripartite Agreements with the Concessionaire and the Project Authority, (ii) PPP projects without a Project Authority, in sectors where there is no Project Authority and (iii) non-PPP projects. Even in the absence of a tripartite agreement, investment in projects that have completed at least one year of satisfactory commercial operations mitigate the construction and execution risks, which are otherwise inherent in any greenfield infrastructure projects.

Furthermore, IDF-NBFC can raise resources through issue of either rupee or dollar-denominated bonds of minimum 5-year maturity. The funds through shorter tenor bonds and commercial papers (CPs) from the domestic market are restricted up to 10% of their total outstanding borrowings. CARE Ratings believes that these regulatory guidelines are a credit positive to the overall structure of the IDF-NBFCs, thereby constraining the level of risk that are otherwise inherent in the infrastructure financing space.

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 finance projects with an internal rating below 'BBB-'. As on March 31, 2023, around 83% of the outstanding portfolio has an internal rating of 'A-' or higher. Furthermore, the average internal rating of the portfolio improved from A in FY22 to A+ in FY23. In terms of external rating of the top 20 exposures as on March 31, 2023, 70% exposures belong to AAA and AA band, and the balance 30% exposures are in A band, which gives comfort on NIIF IFL's borrowers. CARE Ratings expects asset quality to remain sound due to the company's risk management policies & practices and since it is financing only operating infrastructure assets with good rating and 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 seasoning of around 5 years of commercial operations. As the company continues its growth trajectory, both in terms of book size and lending to newer sectors, demonstration of sound asset quality on a sustained basis remains a key rating monitorable.

Experienced management team

The company's operations are headed by Mr. Shiva Rajaraman, the Chief Executive Officer (CEO). Mr. Rajaraman has more than 27 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.

Strong shareholders

As on June 06, 2023, on a fully diluted basis, NIIF SOF holds 39.73% stake in NIIF IFL, followed by AIFL (30.83%), GoI (25.09%), and HDFC Bank (erstwhile Housing Development Finance Corporation Limited [4.36%; rated 'CARE AAA; Stable / CARE A1+']). NIIFL is a fund manager, anchored by GoI in collaboration with leading global and domestic institutional investors. NIIF has received around ₹20,000 crore of capital commitments from GoI across the three funds which are, the Master Fund, Fund of Funds and SOF. A similar amount is expected to be raised from external strategic investors such that the GOI's contribution to the corpus of the three funds will reach 49%. NIIFL manages assets over USD 4.3 billion through its three 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. Furthermore, on November 25, 2020, as a part of the *Aatmanirbhar Bharat 3.0*, the GOI had approved the infusion of funds of ₹6,000 crore in NIIFL's debt financing platform comprising NIIF IFL and AIFL. The capital infusion from the GOI in NIIF IFL has come in FY21 and FY22 to the tune of ₹185 crore and ₹700 crore, respectively.

Given the company's performance (including 0% NPAs, diversified portfolio, asset growth, etc) as well as the quasi-sovereign nature of NIIFL, CARE Ratings is expected that NIIF IFL will be able to raise growth capital, as and when required.

Comfortable capitalisation levels

The company's capitalisation levels are comfortable with tangible net worth of ₹3,438.57 crore and reported capital adequacy ratio (CAR) of 20.85% (P.Y.: 23.49%) and Tier-1 CAR of 20.12% (P.Y.: 22.76%) as on March 31, 2023, well above the regulatory requirement of 15% and 10%, respectively. As on March 31, 2023, gearing increased to 4.35x as against 3.96x as on March 31, 2022. 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 AIFL aggregating to ₹1,917.94 crore over past three years. On November 25, 2020, as a part of the *Aatmanirbhar Bharat Package 3.0*, the Union Cabinet had announced an equity infusion of ₹6,000 crore into NIIF debt financing platform comprising NIIF IFL and AIFL. Pursuant to this, GOI had infused ₹885 crore in NIIF IFL and ₹815 crore in AIFL till date.

Equity capital infusion is not expected in FY24 as the company has comfortable capitalisation level which it can leverage and accordingly, growth in the portfolio in FY24 is expected to be funded primarily through borrowings. For a portfolio with relatively high concentration risks, having adequate capital profile is one of the primary risks mitigants and a key monitorable. In this sense, CARE Ratings anticipates that NIIF IFL will maintain adequate capitalisation levels and support from GOI and NIIF SOF will be provided, when necessary to support growth operations and in times of distress.

Tax exempt status and low credit costs support profitability

During FY23, the profitability of the company remained intact. The net interest margin (NIM) declined by 12 bps as the increase in cost of funds outpaced the increase in yields and due to a slight increase in leverage. The cost of funds increased in line with increasing interest rates in the system. Furthermore, the company's operations being wholesale in nature, opex as a percentage of average total assets remained low at 0.21%. The credit costs remained relatively range-bound at 0.7% (including ECL provisions and conservative additional voluntary provisions for standard assets) of closing loan book and are expected to be in sub 1% range in the near term. NIIF IFL reported profit after tax (PAT) of ₹325.74 crore in FY23 as against ₹233.25 crore in FY22, registering a 40% increase. Consequently, return on total assets (ROTA) improved from 1.89% in FY22 to 1.92% in FY23.

The Central Board of Direct Taxes (CBDT) issued notification to NIIF IFL stating that the company is entitled to avail tax exemption from April 01, 2019. CARE Ratings notes that the company has filed an application with CBDT with respect to taxation for previous years, which if decided in the company's favour, 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 moderate to good level of profitability remain key credit sensitivities.

Key weaknesses

Concentration risk

The company being an IDF-NBFC, as per the regulatory requirements, can only invest in 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. The company's concentration risk is managed at the sector/sub-sector level limits, approved by the risk management committee, and reviewed at regular intervals. As on March 31, 2023, the company had sizeable concentration of top 20 accounts at 47.53% of the loan portfolio and 246.60% of the TNW. However, CARE Ratings believes that various contours of the regulatory framework prescribed by RBI for an IDF-NBFC, such as restricting lending to individual non-PPP projects to 25% of net-owned funds, and to PPP projects with project authority to 50% of the capital funds (an additional exposure of 10% only at the discretion of the Board, and up to 15% only with RBI's approval), as well as the company's own risk guardrails that are more stringent than regulatory requirements, mitigate the concentration risk to a large extent. The average ticket size of the company has marginally decreased in FY23 as compared with FY22 despite an increase in the net worth. Nevertheless, the company's ability to withstand the sectoral concentration risks inherent to its nature of business with sustained profitable growth will be the key rating sensitivities going forward.

Liquidity: Adequate

The liquidity profile of NIIF IFL is comfortable. As on March 31, 2023, the asset liability management (ALM) profile of NIIF IFL reflects positive cumulative buckets up to 3 years. The company has cash and bank balances of ₹534 crore as on March 31, 2023, and inflows from advances to the tune of ₹2,444 crore (including interest) in the next one year. Against this, the company has repayments on borrowings to the tune of ₹1,827 crore (including interest) 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, 2023. Additionally, NIIF IFL has satisfactorily managed its assets and liabilities tenors.

Applicable criteria

Policy on default recognition
Factoring Linkages Government Support
Financial Ratios – Non financial Sector
Rating Outlook and Credit Watch
Short Term Instruments
Non Banking Financial Companies

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 7, 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 commenced its business on January 16, 2015. 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. The RBI granted fresh COR to the company consequent to the name change.

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 June 06, 2023, the stake of NIIF SOF in NIIF IFL is 39.73%, while AIFL holds 30.83%, GOI holds 25.09%, and HDFC Bank holds 4.36% in the company. NIIF IFL's loan book increased to ₹17,839 crore as on March 31, 2023, from ₹14,201 crore as on March 31, 2022, registered a growth of 25.62% year-on-year.

AIFL (Sponsor)

AIFL, which is a portfolio company of the NIIF SOF, was incorporated in May 2019 to function as an NBFC-IFC. The RBI granted COR to the company on January 28, 2020, and the company has initiated lending operations in Q2FY21. AIFL was formed with the objective of lending across phases of infrastructure projects 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 and two independent directors. Although the Board has the primary responsibility for the establishment and review of the overall strategy, it does not involve itself in the investment or operational decisions.

NIIF - SOF (Key Shareholder)

NIIF SOF, also referred as NIIF Fund II, is one of the largest India-focused growth equity fund. NIIF SOF is managed by 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 4.5 billion through its three funds encompassing the Master Fund, Fund of Funds and SOF, each of which is registered with SEBI as Category II AIFs. NIIFL has received around ₹20,000 crore of capital commitments from GOI across the three funds, and similar amount will be raised from external strategic investors such that the GOI's contribution to the corpus of the three funds will reach 49%.

NIIF SOF focuses on investing in strategic assets and projects with longer term horizons across various stages of development. It targets to invest in sectors that benefit from the changing business landscape in India, as well as demonstrating intrinsic structural growth. SOF is building a scalable integrated financial services platform by investing equity in NIIF Infrastructure Finance Limited and AIFL, enabling them to become sizeable players in the infrastructure debt financing space.

Brief financials of NIIF IFL

Brief Financials (₹ crore)	March 31, 2021 (A)	March 31, 2022 (A)	March 31, 2023 (A)
Total operating income	715.68	984.31	1,404.23
PAT	131.75	233.25	325.74
Interest coverage (times)	1.25	1.34	1.32
Total Assets	9,253.38	15,452.25	18,405.26
Net NPA (%)	0.00	0.00	0.00
ROTA (%)	1.65	1.89	1.92

A: Audited; Note: 'the above results are latest financial results available'

Status of non-cooperation with previous CRA:

None

Any other information:

Not applicable

Rating history for last three years: Please refer Annexure-2

Covenants of rated instrument / facility: Detailed explanation of covenants of the rated instruments/facilities is given in Annexure-3

Complexity level of various instruments rated: Annexure-4

Lender details: Annexure-5

Annexure-1: Details of instruments/facilities - as on July 11, 2023

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)	-	-	-	-	5000.00	CARE AAA; Stable
Bonds-Zero Coupon Bonds (Proposed)	-	-	-	-	2000.00	CARE AAA; Stable
Commercial Paper-Commercial Paper (Standalone)	INE246R14315	26-Jun-23	7.95%	21-Dec-23	300.00	CARE A1+
Commercial Paper-Commercial Paper (Standalone) (Proposed)	-	-	-	-	2200.00	CARE A1+
Debentures-Non-Convertible Debentures	INE246R07236	28-Nov-17	7.990%	28-Nov-24	115.00	CARE AAA; Stable
Debentures-Non-Convertible Debentures	INE246R07269	22-Mar-18	8.490%	22-Aug-23	217.00	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	INE246R07327	12-Oct-18	9.120%	23-Nov-23	12.00	CARE AAA; Stable
Debentures-Non-Convertible Debentures	INE246R07350	30-Apr-19	9.000%	28-May-24	20.00	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-Convertible Debentures	INE246R07392	23-Dec-19	8.650%	21-Feb-25	600.00	CARE AAA; Stable
Debentures-Non-Convertible Debentures	INE246R07400	15-Jan-20	8.700%	15-Jan-30	500.00	CARE AAA; Stable
Debentures-Non-Convertible Debentures	INE246R07418	04-Mar-20	8.150%	15-Jan-24	150.00	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	INE246R07566	17-Feb-22	5.955%	16-Feb-24	300.00	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	400.00	CARE AAA; Stable
Debentures-Non-Convertible Debentures	INE246R07277	26-Apr-18	8.370%	26-May-23	60.00 *	CARE AAA; Stable
Debentures-Non-Convertible Debentures (Proposed)	-	-	-	-	18,341.00	CARE AAA; Stable

*The amount for this NCD will be adjusted during the next surveillance cycle (as requested by the company).

Annexure-2: Rating history for the 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 2023-2024	Date(s) and Rating(s) assigned in 2022-2023	Date(s) and Rating(s) assigned in 2021-2022	Date(s) and Rating(s) assigned in 2020-2021
1	Debentures-Non Convertible Debentures	LT	-	-	-	1)Withdrawn (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)	1)CARE AAA; Stable (06-Oct-20)
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)	1)CARE AAA; Stable (06-Oct-20)
3	Debentures-Non Convertible Debentures	LT	586.00	CARE AAA; Stable	1)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)	1)CARE AAA; Stable (06-Oct-20)
4	Commercial Paper-Commercial Paper (Standalone)	ST	2500.00	CARE A1+	1)CARE A1+ (06-Jul-23)	1)CARE A1+ (02-Aug-22)	1)CARE A1+ (03-Aug-21)	1)CARE A1+ (06-Oct-20)
5	Debentures-Non Convertible Debentures	LT	1700.00	CARE AAA; Stable	1)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)	1)CARE AAA; Stable (06-Oct-20)
6	Debentures-Non Convertible Debentures	LT	2300.00	CARE AAA; Stable	1)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)	1)CARE AAA; Stable (06-Oct-20)
7	Debentures-Non Convertible Debentures	LT	4000.00	CARE AAA; Stable	1)CARE AAA; Stable (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable (03-Aug-21)	1)CARE AAA; Stable (06-Oct-20)
8	Debentures-Non Convertible Debentures	LT	5000.00	CARE AAA; Stable	1)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 (06-Jul-23)	1)CARE AAA; Stable (02-Aug-22)	1)CARE AAA; Stable	-

CareEdge RATINGS

							(03-Aug-21)	
10	Bonds-Zero Coupon Bonds	LT	2000.00	CARE AAA; Stable	1)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 (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	-	-	-	-
14	Debentures-Non Convertible Debentures	LT	1605.00	CARE AAA; Stable	-	-	-	-

*Long term/Short term.

Annexure-3: Detailed explanation of covenants of the rated instruments/facilities: Not applicable

Annexure-4: Complexity level of the various 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 the lender wise details of bank facilities please click here

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

Contact us

Media Contact	Analytical Contacts
Mradul Mishra Director **CARE Ratings Limited** Phone: +91-22-6754 3596 E-mail: mradul.mishra@careedge.in	Sanjay Agarwal Senior Director **CARE Ratings Limited** Phone: 022- 6754 3500 E-mail: sanjay.agarwal@careedge.in

Relationship Contact	
Relationship Contact Saikat Roy Senior Director **CARE Ratings Limited** Phone: +91-22-67543404 E-mail: saikat.roy@careedge.in	Vineet Jain Senior Director **CARE Ratings Limited** Phone: 022- 6754 3456 E-mail: vineet.jain@careedge.in Shweta Sumeet Agrawal Associate Director **CARE Ratings Limited** Phone: 022- 6754 3528 E-mail: Shweta.Agrawal@careedge.in

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 rais e 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 th e 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

Annexure II (Part B)

No. CARE/HO/RL/2023-24/1919

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

July 14, 2023

Confidential

Dear Sir,

Credit rating for proposed Non-Convertible Debenture issue

Please refer to your request for rating of proposed Non-convertible Debenture (NCD) issue aggregating to Rs.1,605.00 crore of your Company.

2. The following ratings have been assigned by our Rating Committee:

Sr. No.	Instrument	Amount (Rs. crore)	Rating[1]	Rating Action
1.	Non-Convertible Debentures	1,605.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Assigned
	Total Instruments	1,605.00 (Rs. One Thousand Six Hundred Five Crore Only)		

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within a period of **six months** from the date of our initial communication of rating to you (that is July 13, 2023).

4. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.

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

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

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

6. Kindly arrange to submit to us a copy of each of the documents pertaining to the NCD issue, including the offer document and the trust deed.

7. The rationale for the rating will be communicated to you separately. A write-up (press release) on the above rating is proposed to be issued to the press shortly, a draft of which is shared with you. We request you to peruse the annexed document and offer your comments if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible. In any case, if we do not hear from you by July 17, 2023, we will proceed on the basis that you have no any comments to offer.

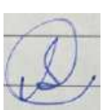
8. CARE Ratings Ltd. reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.

9. CARE Ratings Ltd. reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, 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 bank facilities, CARE Ratings Ltd. shall carry out the review on the basis of best available information throughout the life time of such bank facilities. 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.

10. 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.

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

12. Our ratings are **not** recommendations to buy, sell or hold any securities.



CARE Ratings Limited

4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai
Phone: +91-22-6754 3456 • www.careedge.in

CIN-L67190MH1993PLC071691

13. If you need any clarification, you are welcome to approach us in this regard. We are indeed, grateful to you for entrusting this assignment to CARE Ratings Ltd.

Thanking you,

Yours faithfully,

Khyati Shah	**Shweta Sumeet Agrawal**
Lead Analyst	Associate Director
khyati.shah@careedge.in	shweta.agrawal@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/2023-24/1927

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

July 14, 2023

Confidential

Dear Sir,

Credit rating for proposed Non-Convertible Debenture issue

Please refer to your request for rating of proposed Non-convertible Debenture (NCD) issue aggregating to Rs.10,739.00 crore of your Company.

2. The following ratings have been assigned by our Rating Committee:

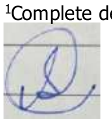
Sr. No.	Instrument	Amount (Rs. crore)	Rating[1]	Rating Action
1.	Non-Convertible Debentures	10,739.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Assigned
	Total Instruments	10,739.00 (Rs. Ten Thousand Seven Hundred Thirty-Nine Crore Only)		

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within a period of six months from the date of our initial communication of rating to you (that is June 30, 2023).

4. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.

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

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



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

6. Kindly arrange to submit to us a copy of each of the documents pertaining to the NCD issue, including the offer document and the trust deed.

7. The rationale for the rating will be communicated to you separately. A write-up (press release) on the above rating is proposed to be issued to the press shortly, a draft of which will be shared with you. We request you to peruse the annexed document and offer your comments if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible. In any case, if we do not hear from you by July 17, 2023, we will proceed on the basis that you have no any comments to offer.

8. 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.

9. CARE Ratings Ltd. reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, 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 bank facilities, CARE Ratings Ltd. shall carry out the review on the basis of best available information throughout the life time of such bank facilities. 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.

10. 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.

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

12. Our ratings are **not** recommendations to buy, sell or hold any securities.

13. If you need any clarification, you are welcome to approach us in this regard. We are indeed, grateful to you for entrusting this assignment to CARE Ratings Ltd.

Thanking you,

Yours faithfully,

Khyati Shah
Lead Analyst
khyati.shah@careedge.in

Shweta Sumeet Agrawal
Associate Director
shweta.agrawal@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/2023-24/1915

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

July 13, 2023

Confidential

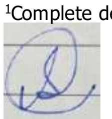
Dear Sir,

Credit rating for Non-Convertible Debenture issue

On the basis of recent developments including operational and financial performance of your Company for FY23 (Audited), our Rating Committee has reviewed the following ratings:

Sr. No.	Instrument	Amount (Rs. crore)	Rating[1]	Rating Action
1.	Non-Convertible Debentures	586.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
2.	Non-Convertible Debentures	1,700.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
3.	Non-Convertible Debentures	2,300.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
4.	Non-Convertible Debentures	4,000.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
5.	Non-Convertible Debentures	5,000.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
6.	Non-Convertible Debentures	8,809.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
7.	Zero Coupon Bonds	5,000.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
8.	Zero Coupon Bonds	2,000.00	CARE AAA; 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 (Rs. crore)	Rating[1]	Rating Action
			(Triple A; Outlook: Stable)	
	Total Instruments	**29,395.00 (Rs. Twenty-Nine Thousand Three Hundred Ninety-Five Crore Only)**		

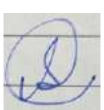
2. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

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

3. The rationale for the rating will be communicated to you separately. A write-up (press release) on the above rating is proposed to be issued to the press shortly, a draft of which is shared with you. We request you to peruse the annexed document and offer your comments if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible. In any case, if we do not hear from you by July 17, 2023, we will proceed on the basis that you have no any comments to offer.

4. 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.

5. CARE Ratings Ltd. reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, 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 bank facilities, CARE Ratings Ltd. shall carry out the review on the basis of best available information throughout the life time of such bank facilities. 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.



CARE Ratings Limited

4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai
Phone: +91-22-6754 3456 • www.careedge.in

CIN-L67190MH1993PLC071691

6. 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.

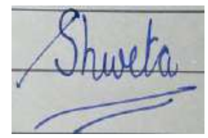
7. Users of this rating may kindly refer our website www.careedge.in for latest update on the outstanding rating.

8. 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

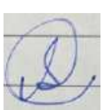
Shweta Sumeet Agrawal
Associate Director
shweta.agrawal@careedge.in

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.



August 02, 2022

NIIF Infrastructure Finance Limited: Ratings reaffirmed and rated amount enhanced

Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Market linked debenture programme	0	1,000	PP-MLD[ICRA]AAA(Stable); assigned
Non-convertible debenture programme (zero coupon bonds)	0	2,000	[ICRA]AAA(Stable); assigned
Non-convertible debenture programme	0	8,809	[ICRA]AAA(Stable); assigned
Commercial paper programme	600	1,000	[ICRA]A1+; reaffirmed/assigned
Non-convertible debenture programme (zero coupon bonds)	5,000	5,000	[ICRA]AAA(Stable); reaffirmed
Non-convertible debenture programme	15,191	15,191	[ICRA]AAA(Stable); reaffirmed
Non-convertible debenture programme^	1,004	0	[ICRA]AAA(Stable); reaffirmed and withdrawn
Total	**21,795**	**33,000**	

**Instrument details are provided in Annexure-1*

^The withdrawal is at the request of the company since the rated instruments have matured and fully repaid

Rationale

The ratings reflect NIIF Infrastructure Finance Limited's (NIIF IFL) demonstrated track record of zero NPAs and Nil stage 2 and stage 3 loan assets since commencement of its operations in 2015 and its parentage. The ratings also reflect the strength of NIIF IFL's diversified portfolio spread across the power, transmission, and other infrastructure sectors. The ratings also consider the relatively tighter regulatory framework necessitating investment/lending only to operational infrastructure projects, the company's comfortable liquidity profile supported by regulatory restrictions on the proportion of short-term debt in the overall borrowing mix, limited interest rate risk and the good capitalisation profile. Company's capitalisation profile also remains comfortable with capital adequacy ratio of 23.5% as against regulatory requirement of 15.0% and gearing of 4.0 times as on March 31, 2022. The ratings also draw comfort from NIIF IFL's experienced management team with expertise in infra finance, stringent underwriting norms reflected in good asset quality indicators and healthy profitability indicators. Further, strength of the company is also reflected in the investors i.e. National Investment and Infrastructure Fund II (NIIF II; Strategic Opportunities Fund) acting through its investment manager National Investment and Infrastructure Limited (NIIFL), which held 39.7% stake in NIIF IFL, 30.8% stake by Aseem Infrastructure Finance Limited, which is the sponsor as per RBI guidelines (AIFL; portfolio company of NIIF II) and ~25.1% stake by GoI as on June 30, 2022 on a fully diluted basis. ICRA expects NIIF IFL to continue to report good asset quality indicators while growing its business volumes. Going forward, the company's ability to grow its loan book while maintaining prudent capitalisation levels and strict underwriting standards and hence good asset quality indicators would be a key monitorable.

Key rating drivers and their description

Credit strengths

Strong parentage and experienced management team - National Investment and Infrastructure Fund II holds significant shareholding in NIIF IFL, both directly and through portfolio company AIFL. As on 30th June 2022 NIIF II holds a 39.7%, AIFL holds 30.8%, the GoI holds 25.1% and Housing Development Finance Corporation Limited holds 4.4% on a fully diluted basis. NIIFL is an investor-owned fund manager, anchored by the GoI in collaboration with leading global and domestic institutional investors. NIIFL is a collaborative investment platform for International and Indian investors who are looking for investment opportunities in infrastructure and other high-growth sectors of the country. GoI's strategic focus on private sector participation in infrastructure funding is also evident from its Rs.20,000 crore capital commitment to NIIF platform across 3 funds currently managed namely, Master Fund, Fund of Funds and Strategic Opportunities Fund (SOF). A similar amount is expected to be raised from external investors. Further, ICRA takes note of the committed equity infusion to the tune of Rs. 6,000 crore by GoI to the - NIIF Debt Financing Platform comprising of NIIF IFL and AIFL, to enable them to catalyse more investments into the infrastructure sector. Out of the proposed Rs. 6000 crore, around Rs. 1,700 crore has been infused till March 31, 2022 across both debt platforms. Given the strong financial flexibility and sovereign linked nature of NIIF, ICRA expects timely growth capital raise by NIIF IFL, as and when required. The rating also draws comfort from NIIF IFL's experienced senior management team with considerable experience in the infrastructure financing space.

Regulatory framework necessitates lending to operational projects supporting overall business risk - NIIF IFL's portfolio grew to Rs. 14,201 crore on March 31, 2022 from Rs. 8,461 crore as on March 31, 2021, registering a healthy YoY growth of ~68% in line with the increase in net worth (67%) and consequently the regulatory exposure limits. NIIF IFL's portfolio is spread across the power, transmission, and other infrastructure sectors. The energy generation segment had the highest share of 62% in the portfolio as on March 31, 2022 followed by transport and logistics (17%), power transmission (11%), communication (7%) and other infrastructure sectors (4%). Within the power sector also, the exposure is diversified (solar constituted around 31% of the total exposure as on March 31, 2022, wind - 14%, captive/open access power ~16% and transmission ~11%) and a large part of the exposure has strong off takers like central government owned entities. As per Board approved Risk and ESG policy, NIIF IFL does not refinance any grid connected thermal power projects. The growth in the loan book was largely driven by the growth in the solar power segment over the past few years, while the share of the road segment has gradually declined. The regulatory framework for Infra Debt Funds (IDFs) necessitates lending/investment only in infrastructure projects with at least one year of satisfactory commercial operations. 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 (post widening of scope in FY2016) would expose the IDFs to the risk associated with the project in the event of termination. Nevertheless, asset quality of these operational projects (including projects without tripartite agreements) is expected to be stable, given lower risks as compared to under construction projects. ICRA notes that NIIF IFL has not witnessed any slippages in its loan portfolio till date as reflected by nil stage 2 and stage 3 assets. However, given the wholesale nature of the loan book, the portfolio remains vulnerable to lumpy slippages in the asset quality.

Good capitalisation profile - The company's capitalisation profile remains comfortable with net worth of Rs. 3,115 crore as on March 31, 2022 and capital adequacy ratio (CRAR) of 23.5% (Tier I – 22.8%) as against the regulatory requirement of 15% (Tier I – 7.5%) and gearing of 4.0 times as on March 31, 2022. The capitalisation profile supported by capital infusion by AIFL worth Rs. 312 crore and ~ Rs. 700 crore by Government of India (GoI) in March 2022. In November 2020, the GoI had approved the infusion of funds up to Rs 6,000 crore in NIIF's Infrastructure Debt Financing Platform comprising NIIF IFL and its sponsor company, AIFL (of which around Rs. 1,700 crore had been infused till March 31, 2022). In ICRA's opinion, prudent capitalisation levels are one of the key risks 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 investors/sponsors will be forthcoming if required.

Profitability supported by tax exemption status enjoyed by IDFs - The net interest margins for NIIF IFL have remained rangebound (2.3%-2.5%) with an upward bias in FY2022 due to more than commensurate decline in cost of funds as compared to decline in yield. Further, due to the wholesale nature of operations, the company's operating expenses remain low at 0.2% of average total assets in FY2022 (0.3% in FY2021); and the provisioning costs continue to be low as the loan portfolio hasn't witnessed delinquencies/slippages. The net profits for NIIF IFL increased to Rs. 233 crore in FY2022 from Rs. 132 crore in FY2021 consequently resulting in improvement in return on assets (RoA) to 1.9% in FY2022 from 1.7% on in FY2021, while RoE remained broadly stable at 9.4% in FY2022 from 9.7% on in FY2021 due to base effect from capital infusion of Rs. 1,012 crore in the month of March 2022. ICRA notes that subject to compliance with the conditions stipulated by the CBDT, an IDF-NBFC's income is exempt from tax, which supports its profitability. ICRA notes that any regulatory changes with respect to tax exemption could have an adverse impact on the profitability of IDF-NBFCs.

Credit challenges

Relatively high concentration risk - Regulations require all IDFs to take exposure only in operational projects with at least one year of commercial operations, which mitigates the construction and execution risk. However, the inherent nature of business of infrastructure financing means that company is exposed to project risks and the exposures are concentrated. Hence, the portfolio of NIIF IFL would remain vulnerable to asset quality shocks in case of slippages in few key exposures, which in turn may adversely affect its profitability. The concentration risk is high, with its top 10 borrowers accounting for ~ 29% of the total portfolio as on March 31, 2022 as against ~26% as on March 31, 2021. Going forward, the company's ability to maintain strict underwriting standards while growing the portfolio would be a key monitorable.

Liquidity position: Strong

The liquidity profile is comfortable as IDFs can raise resources only through issue of bonds of minimum five-year maturity in line with the maturity profile of the assets; shorter tenure bonds and commercial papers are not allowed beyond 10% of the outstanding debt. Since an IDF-NBFC can invest only in projects that have completed at least one year of commercial operations, loan repayments start immediately after disbursement, thereby supporting the ALM profile. The company's ALM as on March 31, 2022 reflected marginal positive cumulative mismatch (including future interest inflows and outflows from assets and liabilities) across all buckets up to 6 months and marginal negative mismatch for one year. As of March 31, 2022, the company had available liquidity in the form of cash and liquid investments up to ~Rs. 1,240 crore, providing comfortable liquidity cover over the principal debt repayments of Rs. 1,855 crore which are due over the next one year. Further, liquidity is supported by expected cash inflow of ~Rs. 802 crore from the advances in the above-mentioned period (excluding prepayments). ICRA also derives comfort from the good financial flexibility of the company and demonstrated support of the sponsors.

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 a 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 deterioration in the credit profile of the sponsors or 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](#) [Rating approach - Implicit support from parent or group](#) [Policy on withdrawal of credit ratings](#)
Parent/Group Support	While the ratings reflect NIIF IFL demonstrated track record of zero NPAs and Nil stage 2 and stage 3 loan assets since commencement of its operations in 2015 and its parentage, the ratings also derive significant strength from NIIF IFL's parentage with 39.7% of the shares held by NIIF II, 30.8% held by AIFL and ~25.1% by GoI as on June 30, 2022 on a fully diluted basis. With the Quasi sovereign ownership of NIIF, which is an investor-owned fund manager anchored by the GoI in collaboration with global and domestic institutional investors, ICRA expects timely growth capital and liquidity support to NIIF IFL either directly or indirectly, if needed.
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 finance 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, its name was changed to NIIF IFL post the change in ownership in March 2019. On March 12, 2019, IDFC Financial Holding Company Limited (IDFC FHCL) transferred 51.48% of shareholding in IDFC IFL to NIIF Fund II. Further, on March 15, 2019, SBI Life Insurance Company Limited transferred its entire holding in IDFC IFL to NIIF Fund II. On March 30, 2020. NIIF IFL announced that AIFL, an NBFC Infrastructure Company (NBFC-IFC), acquired 30% equity stake of NIIF IFL from IDFC FHCL, upon consummation of the 2nd tranche of the transaction in terms of the Share Purchase Agreement (SPA) entered between IDFC FHCL, IDFC Limited and NIIF Fund II on October 30, 2018. Pursuant to the acquisition of 30% stake by AIFL, sponsor of NIIF IFL had been changed from IDFC FHCL to AIFL. As on March 31, 2022 NIIF Fund II holds 39.7% shareholding in the company, while AIFL holds 30.8%, Government of India (GoI) holds 25.1%[1] and HDFC Limited holds 4.4% stake in NIIF IFL.

In FY2022, the company reported a net profit of Rs. 233 crore vis-à-vis Rs. 132 crore reported in FY2021. Its net worth stood at Rs. 3,115 crore as on March 31, 2022. The company's capital structure is characterized by a gearing of 4.0x with a portfolio size of Rs. 14,201 crore as on March 31, 2022 (3.9x gearing with a portfolio of Rs. 8,432 crore as on March 31, 2021).

Aseem Infrastructure Finance Limited

AIFL, portfolio company of NIIF II (SOF) managed by NIIF is registered as NBFC-IFC (Infrastructure Finance Company). AIFL received IFC license from RBI in January 2020 and commenced business in August 2020. It plans to fund infrastructure projects across various phases with a mix of operating, brownfield and greenfield assets within regulatory guidelines. As on March 31, 2022 the company has a book size of Rs. 7,002 crore at a gearing level of 2.2 times.

National Investment & Infrastructure Fund

National Investment and Infrastructure Fund Limited (NIIFL) is a collaborative investment platform for international and Indian investors, anchored by the Government of India, which manages funds with investments in different asset classes and diversified sectors that generate attractive risk-adjusted returns. NIIFL manages over $4.3 billion of equity capital commitments across its three funds – Master Fund, Fund of Funds, and Strategic Opportunities Fund (SOF), each with a distinct

1 Fully diluted basis

investment strategy committed to support the country's growth needs. GoI's aggregate contribution to NIIF is Rs. 20,000 crore and it is proposed that a similar amount will be raised from third party investors such that GoI contribution will be 49% in each fund managed by NIIFL.

Key financial indicators (audited)

NIIF Infrastructure Finance Limited (Rs. crore)	FY2020	FY2021	FY2022
	Ind AS	Ind AS	Ind AS
Net interest income	132	171	300
Profit before tax (PBT)	113	132	233
Profit after tax (PAT)	5	132	233
AUM	6,389	8,432	14,158
Net worth	833	1,870	3,115
Total assets	6,715	9,253	15,453
% Tier I	19.0%	22.7%	22.8%
% CRAR	19.6%	23.4%	23.5%
Gearing[2] (times)	7.0	3.9	4.0
PBT / Average total assets	1.9%	1.7%	1.9%
PAT/Average total assets	0.1%	1.7%	1.9%
PBT/ Average net worth	13.5%	9.8%	9.4%
PAT/ Average net worth	0.5%	9.8%	9.4%
% Gross stage 3	0%	0%	0%
% Net stage 3	0%	0%	0%
Net Stage 3/ Net worth (%)	0%	0%	0%

Source: *Company, ICRA Research; All ratios as per ICRA calculations*

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

[2] *Debt equity ratio*

Rating history for past three years

	Instrument	Current Rating (FY2023)				Chronology of rating history for the past 3 years		
		Type	Amount rated (Rs. crore)	Amount outstanding as on Mar-31-22 (Rs. crore)	Date and rating in FY2023	Date and rating in FY2022	Date and rating in FY2021	Date and rating in FY2020
					Aug-2-22	Aug-27-21	Sep-4-20 Apr-7-20	Nov-29-19 Sep-30-19
1	Non-convertible debenture programme (Zero coupon bonds)	Long Term	5,000.00	0.00	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)		
2	Non-convertible debenture programme	Long Term	15,191.00	11,783.00	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)
3	Non-convertible debenture programme	Long Term	1,004.00	0.00	[ICRA]AAA (Stable); reaffirmed and withdrawn	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)
4	Commercial paper programme	Short Term	1,000.00	-	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+
5	Non-convertible debenture programme (Zero coupon bonds)	Long Term	2,000.00	-	[ICRA]AAA (Stable)			
6	Non-convertible debenture programme	Long Term	8,809.00	-	[ICRA]AAA (Stable)			
7	Market linked debenture programme	Long Term	1,000.00	-	PP-MLD[ICRA]AAA (Stable)			

Source: Company data

Complexity level of the rated instrument

Instrument	Complexity Indicator
Non-convertible debenture programme	Simple
Market linked debenture programme	Moderately Complex
Commercial paper programme	Very Simple

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: www.icra.in

Annexure-1: Instrument details as on March 31, 2022

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate (In %)	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE246R07061	Non-convertible debenture	Mar-22-16	8.88%	Apr-22-21	103	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07079	Non-convertible debenture	Jul-14-16	8.75%	Jul-27-21	209	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07087	Non-convertible debenture	Aug-09-16	8.60%	Aug-25-21	141	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07095	Non-convertible debenture	Aug-29-16	8.5050%	Aug-31-21	136	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07103	Non-convertible debenture	Sep-01-16	8.5050%	Sep-07-21	25	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07111	Non-convertible debenture	Sep-27-16	8.3850%	Oct-12-21	255	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07129	Non-convertible debenture	Nov-17-16	8.10%	Nov-30-21	25	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07137	Non-convertible debenture	Nov-30-16	7.35%	Jan-12-22	60	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07145	Non-convertible debenture	Dec-06-16	7.35%	Jan-18-22	25	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07335	Non-convertible debenture	Jan-10-19	9.05%	Feb-22-22	25	[ICRA]AAA (stable); reaffirmed and withdrawn
INE246R07152	Non-convertible debenture	Feb-01-17	8.00%	Apr-13-22	150	[ICRA]AAA (stable)
INE246R07160	Non-convertible debenture	Mar-22-17	8.25%	May-24-22	81	[ICRA]AAA (stable)
INE246R07186	Non-convertible debenture	Apr-26-17	8.01%	May-26-22	101	[ICRA]AAA (stable)
INE246R07178	Non-convertible debenture	Apr-19-17	8.04%	Jul-19-22	85	[ICRA]AAA (stable)
INE246R07202	Non-convertible debenture	Jul-12-17	7.9350%	Aug-11-22	100	[ICRA]AAA (stable)
INE246R07194	Non-convertible debenture	May-31-17	7.9650%	Aug-18-22	101	[ICRA]AAA (stable)
INE246R07228	Non-convertible debenture	Sep-19-17	7.73%	Nov-10-22	340	[ICRA]AAA (stable)
INE246R07210	Non-convertible debenture	Aug-31-17	7.73%	Nov-24-22	82	[ICRA]AAA (stable)
INE246R07475	Non-convertible debenture	Jan-29-21	5.50%	Jan-27-23	250	[ICRA]AAA (stable)
INE246R07244	Non-convertible debenture	Dec-18-17	8.08%	Feb-14-23	265	[ICRA]AAA (stable)
INE246R07251	Non-convertible debenture	Feb-06-18	8.48%	Feb-21-23	50	[ICRA]AAA (stable)
INE246R07277	Non-convertible debenture	Apr-26-18	8.37%	May-26-23	60	[ICRA]AAA (stable)
INE246R07269	Non-convertible debenture	Mar-22-18	8.49%	Aug-22-23	217	[ICRA]AAA (stable)
INE246R07327	Non-convertible debenture	Oct-12-18	9.12%	Nov-23-23	12	[ICRA]AAA (stable)
INE246R07418	Non-convertible debenture	Mar-04-20	8.15%	Jan-15-24	150	[ICRA]AAA (stable)
INE246R07350	Non-convertible debenture	Apr-30-19	9.00%	May-28-24	20	[ICRA]AAA (stable)
INE246R07319	Non-convertible debenture	Jul-19-18	9.2550%	Aug-14-24	189	[ICRA]AAA (stable)
INE246R07368	Non-convertible debenture	Jun-04-19	9.00%	Aug-19-24	59	[ICRA]AAA (stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate (In %)	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE246R07301	Non-convertible debenture	Jul-05-18	9.21%	Aug-27-24	47	[ICRA]AAA (stable)
INE246R07376	Non-convertible debenture	Jun-20-19	9.00%	Aug-29-24	81	[ICRA]AAA (stable)
INE246R07384	Non-convertible debenture	Sep-27-19	8.60%	Nov-07-24	390	[ICRA]AAA (stable)
INE246R07236	Non-convertible debenture	Nov-28-17	7.99%	Nov-28-24	115	[ICRA]AAA (stable)
INE246R07392	Non-convertible debenture	Dec-23-19	8.65%	Feb-21-25	600	[ICRA]AAA (stable)
INE246R07426	Non-convertible debenture	Apr-23-20	8.25%	May-21-25	500	[ICRA]AAA (stable)
INE246R07285	Non-convertible debenture	Apr-26-18	8.4150%	May-27-25	44	[ICRA]AAA (stable)
INE246R07434	Non-convertible debenture	Jun-01-20	7.50%	Jun-02-25	250	[ICRA]AAA (stable)
INE246R07442	Non-convertible debenture	Jun-12-20	7.50%	Aug-12-25	125	[ICRA]AAA (stable)
INE246R07459	Non-convertible debenture	Sep-29-20	7.25%	Nov-28-25	245	[ICRA]AAA (stable)
INE246R07467	Non-convertible debenture	Dec-31-20	6.45%	Dec-31-25	105	[ICRA]AAA (stable)
INE246R07293	Non-convertible debenture	May-16-18	8.52%	May-15-26	26	[ICRA]AAA (stable)
INE246R07491	Non-convertible debenture	Mar-23-21	7.25%	May-22-26	482	[ICRA]AAA (stable)
INE246R07509	Non-convertible debenture	Mar-30-21	7.25%	May-29-26	560	[ICRA]AAA (stable)
INE246R07400	Non-convertible debenture	Jan-15-20	8.70%	Jan-15-30	500	[ICRA]AAA (stable)
INE246R07483	Non-convertible debenture	Feb-04-21	7.25%	Feb-04-31	244	[ICRA]AAA (stable)
INE246R07517	Non-convertible debenture	Sep-09-21	6.72%	Oct-09-26	650	[ICRA]AAA (stable)
INE246R07525	Non-convertible debenture	Sep-22-21	6.84%	Nov-20-26	625	[ICRA]AAA (stable)
INE246R07533	Non-convertible debenture	Sep-22-21	7.17%	Aug-22-31	255	[ICRA]AAA (stable)
INE246R07541	Non-convertible debenture	Sep-28-21	6.84%	Nov-27-26	1000	[ICRA]AAA (stable)
INE246R07558	Non-convertible debenture	Jan-14-22	6.75%	Feb-23-27	300	[ICRA]AAA (stable)
INE246R07558	Non-convertible debenture	Jan-14-22	6.75%	Feb-23-27	885	[ICRA]AAA (stable)
INE246R07566	Non-convertible debenture	Feb-17-22	5.955%	Feb-16-24	300	[ICRA]AAA (stable)
INE246R07574	Non-convertible debenture	Feb-22-22	7.05%	Feb-25-27	625	[ICRA]AAA (stable)
INE246R07533	Non-convertible debenture	Sep-22-21	7.17%	Aug-22-31	142	[ICRA]AAA (stable)
INE246R07582	Non-convertible debenture	Mar-28-22	7.11%	May-28-27	375	[ICRA]AAA (stable)
NA^	Commercial Paper	NA	NA	7-365 days	1,000	[ICRA]A1+
NA^	Market linked debenture	NA	NA	NA	1,000	PP-MLD[ICRA]AAA (stable)
NA^	Non-convertible debenture	NA	NA	NA	3,408	[ICRA]AAA (stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate (In %)	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
NA^	Non-convertible debenture	NA	NA	NA	8,809	[ICRA]AAA (stable)
NA^	Non-convertible debenture (zero coupon bonds)	NA	NA	NA	5,000	[ICRA]AAA (stable)
NA^	Non-convertible debenture (zero coupon bonds)	NA	NA	NA	2,000	[ICRA]AAA (stable)

Source: *Company; ^Yet to be placed/unutilised*

Annexure-2: List of entities considered for consolidated analysis: Not Applicable

ANALYST CONTACTS

Karthik Srinivasan
+91 22 6114 3444
karthiks@icraindia.com

Manushree Saggar

+91 124 4545 316

manushrees@icraindia.com

Sandeep Sharma
+91 124 4545 380
sandeep.sharma@icraindia.com

Balram Yadav
+91 22 6114 3400
balram.yadav@icraindia.com

RELATIONSHIP CONTACT

L. Shivakumar
+91 22 6114 3406
shivakumar@icraindia.com

MEDIA AND PUBLIC RELATIONS CONTACT

Ms. Naznin Prodhani
Tel: +91 124 4545 860
communications@icraindia.com

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

B-710, Statesman House, 148, Barakhamba Road, New Delhi-110001
Tel: +91 11 23357940-45

Branches

ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

Ref: ICRA/NIIF Infrastructure Finance Limited/19072023/1
July 19, 2023

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: Revalidation of Credit Rating for Rs. 7,000 crore (Nil outstanding as on July 17, 2023) of Non Convertible Debenture programme (zero coupon bonds) of NIIF Infrastructure Finance Limited

This is with reference to your email request for re-validating the rating for the captioned programme.

We hereby confirm that the "**[ICRA]AAA" (pronounced ICRA triple A)** rating with stable outlook assigned to the captioned programme and last communicated to you vide our letters dated August 1, 2022, stands. Instruments with this rating are considered to have the highest degree of safety regarding timely payment of financial obligations. Such instruments carry lowest credit risk.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letters dated August 1, 2022.

With kind regards,

Yours faithfully,
For ICRA Limited

KARTHIK SRINIVASAN
Digitally signed by KARTHIK SRINIVASAN
Date: 2023.07.19 12:13:25 +05'30'

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

ICRA

ICRA Limited

Ref: ICRA/NIIF Infrastructure Finance Limited/19072023/2
July 19, 2023

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: Revalidation of Credit Rating for Rs. 1,000 crore (Nil outstanding as on July 17, 2023) of Market Linked Debenture programme of NIIF Infrastructure Finance Limited

This is with reference to your email request for re-validating the rating for the captioned programme.

We hereby confirm that the "**PP-MLD[ICRA]AAA**" **(pronounced Principal Protected Market Linked Debentures ICRA triple A)** rating with stable outlook assigned to the captioned programme and last communicated to you vide our letters dated August 1, 2022, stands. Instruments with this rating are considered to have the highest degree of safety regarding timely payment of financial obligations. Such instruments carry lowest credit risk.

This rating is in line with ICRA's policy of distinguishing long term market linked debentures from normal long term debentures by assigning a prefix 'PP-MLD' to the rating symbol. According to the terms of the rated instrument, the amount invested, that is the principal, is protected against erosion while the returns on the investment could vary, being linked to movements in one or more variables, such as equity indices, commodity prices, and/or foreign exchange rates. The rating assigned expresses ICRA's current opinion on the credit risk associated with the issuer concerned. The rating does not address the risks associated with variability in returns resulting from adverse movements in the variable(s) concerned. Company has to ensure that it has necessary regulatory approvals for the issuance of such debentures.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letters dated August 1, 2022.

With kind regards,

Yours faithfully,
For ICRA Limited

KARTHIK SRINIVASAN
Digitally signed by KARTHIK SRINIVASAN
Date: 2023.07.19 12:13:50 +05'30'

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

ICRA

ICRA Limited

Ref: ICRA/NIIF Infrastructure Finance Limited/03072023/1
July 3, 2023

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: Revalidation of Credit Rating for Rs. 24,000 crore (Rs. 15,938 crore outstanding as on July 2, 2023) of Non-convertible debenture programme of NIIF Infrastructure Finance Limited

This is with reference to your email request for re-validating the rating for the captioned programme.

We hereby confirm that the "**[ICRA]AAA**" (pronounced ICRA triple A) rating with stable outlook assigned to the captioned programme and last communicated to you vide our letters dated August 1, 2022, stands. Instruments with this rating are considered to have the highest degree of safety regarding timely payment of financial obligations. Such instruments carry lowest credit risk.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letters dated August 1, 2022.

With kind regards,

Yours faithfully,
For ICRA Limited

KARTHIK SRINIVASAN
Digitally signed by KARTHIK SRINIVASAN
Date: 2023.07.03 11:36:50 +05'30'

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

NIIF INFRASTRUCTURE FINANCE LIMITED

CREDIT POLICY

Applicable Regulation

Reserve Bank of India Master Directions Systemically Important Non-Deposit Taking Non-Banking Financial Companies dated September 01, 2016, as amended and updated from time to time.

Reviewing & Approving Authority

Authority	Designation
Prepared By	Chief Business Officer
Reviewed By	Chief Executive Officer
Approved By	Board of Directors
Last Reviewed	November - 2022

CONTENTS OF THE POLICY

NIIF IFL – Credit Policy

1. Introduction

1.1. Preamble

The Credit Policy of NIIF Infrastructure Finance Limited (the "Company") outlines the broad governing principles for the lending function, setting out the risk limits and the boundary parameters. It was initially approved by the Board during its meeting held in January 2015 and thereafter, has been reviewed by the Board on a periodic basis or as and when deemed necessary, and changes, if any, have been duly incorporated in the Credit Policy.

Apart from the Credit Policy, a Credit Operations Manual has been formulated which documents the operational details of the processes, systems, controls, delegation of powers on operational matters relating to the lending function. It has been established within the framework of the Credit Policy that has been previously approved and implemented.

In addition, there are other policy documents, aimed at guiding the operations of various functions of the Company, and adopted with due approval of the Board of Directors. An illustrative list of such other applicable policy documents is presented below:

Sr No	Policies
1	KYC and Anti-Money Laundering Policy
2	Interest Rate Policy
3	Policy for Early Recognition and Resolution of Distressed Assets
4	Delegation of Powers
5	Fair Practices Code
6	Asset Liability Management Policy
7	Risk Management Policy

1.2. Regulatory Guidelines

The operations of the Company are governed by the guidelines/circulars issued by the Reserve Bank of India (RBI) from time to time and extant Government policies on Infrastructure Debt Funds (IDFs) registered as NBFCs. The policies and operating parameters adopted by the Company shall always be compliant with these guidelines/circulars.

1.3. Applicability of this Document

This document is applicable for lending including investments in debt, financing, and/ or refinancing of/ investment in eligible assets by the Company as per the extant guidelines of RBI and Government policies.

2. Review and Approval

This policy document shall be approved by the Board of Directors of the Company. It shall be reviewed and updated on a periodic basis (at least annually) or as and when deemed necessary, in order to ensure continuous alignment with the internal and external environments and the applicable regulatory guidelines and Government policies.

The Board of Directors may delegate monitoring and implementation of the policy document to the Chief Executive Officer.

3. Harmonized List of Infrastructure sub-sectors

In terms of the RBI circular No. RBI/2016-17/242 DNBR.PD.CC.No.085/03.10.001/2016-17 | March 2, 2017, for the purpose of definition of 'Infrastructure Lending', NBFCs may henceforth be guided by the latest Gazette Notifications issued by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India, updated from time to time.

4. Definition of Borrower Group

"Group" would be borrowers having the commonality of shareholding, board representation, and effective management control. The Company would decide the identification of borrowers belonging to specific groups based upon the following parameters in the order of priority as given below:

1. Effective Management control: This will be based on specific management control which shall include (but not be limited to) the right to appoint the majority of the directors or to control the management or policy decisions being given to a group as per the shareholder's agreement. In cases where there is no majority on the board with any single group or no management control has been given to one particular group, it will be based on the right of a group to appoint the managing director/ CEO to the board.

2. Board Representation: This will be based on a right to appoint a majority of the directors on the board.

3. Shareholding: This will be based on which group has the majority shareholding in the borrower.

4. Disclosure: The most recent disclosures made by the borrower or any of its group company to any of the regulators, e.g. SEBI, NSE, RBI etc. will be considered.

   In case any Group identification requires clarity on the above parameters, the specific case would be referred to the Board. With respect to exposure limits for Groups and single borrowers, the Company will follow applicable RBI guidelines.

5. Guidelines for extending facilities

The Company can only extend financial assistance to entities operating in the various infrastructure sub-sectors outlined in paragraph 3 above under the definition of "Infrastructure Loans".

The financial assistance by the Company to any entity in the infrastructure sector shall be as per the prevailing RBI guidelines and Government policies. As per the extant guidelines issued by RBI, IDF-NBFCs can invest in post commercial operations date (COD) infrastructure projects which have completed at least one year of satisfactory commercial operation that are:

I. PPP projects and are a party to a Tripartite Agreement with the Concessionaire and the Project Authority for ensuring a compulsory buyout with termination payment; and

II. Non-PPP projects and PPP projects without a Project Authority, in sectors where there is no Project Authority.

5.1 Products

5.1.1 Rupee Debt Assistance

5.1.1.1 For PPP projects

The Company shall invest by way of Rupee Debt (RD) for those PPP projects which are post COD infrastructure projects and have completed at least one year of satisfactory commercial operation and are a party to a Tripartite Agreement with the Concessionaire and the Project Authority for ensuring a compulsory buyout with termination payment. This will inter alia include refinancing of debt, payment of capex creditors, discounting of future project receivables, refinancing of sponsor contribution, transaction expenses, funded DSRA, etc.

As per extant Government policy/guidelines, the amount of RD will be limited to 85% (in case of PPP projects with a Project Authority) of the quantum of Debt Due forming part of the total project cost and specified in the Tripartite Agreement. This quantum will stand revised sector-wise with changes in policy/guidelines.

Rupee Debt Assistance shall be in the form of:

a) Rupee Term Loans (RTLs) and /or
b) Bonds or Non – Convertible Debentures (NCDs) and other permitted instruments as per RBI regulations

As per the current provisions of the Model Tripartite Agreement (MTA) approved by the Government for IDF NBFC participation in PPP projects, IDF-NBFCs may invest in NCD/ bonds to the Concessionaire for an amount of at least 50% (fifty percent) of IDF's total exposure to the Concessionaire, in case of PPP Projects with Project Authority.

5.1.1.2 For non- PPP projects and PPP projects without a Project Authority:

The Company shall invest by way of Rupee Debt (RD) for those non-PPP projects and PPP projects without a Project Authority, which are post-COD infrastructure projects and has completed at least one year of satisfactory commercial operation. This will *inter alia* include refinancing of debt, payment of capex creditors, discounting of future project receivables, refinancing of sponsor contribution, transaction expenses, funded DSRA, etc.

Rupee Debt Assistance for non-PPP projects and PPP projects without a Project Authority shall be in the form of:

a) Rupee Term Loans (RTLs) and /or
b) Bonds or Non – Convertible Debentures (NCDs) and/or other permitted instruments as per RBI regulations.

a) Rupee Term Loans (RTLs)

- RTLs can have a fixed rate or floating rate of interest linked to a benchmark permitted by regulation. There may be a reset of spreads after defined intervals.

- The interest payable may be monthly/ quarterly/semi-annually/annually and in the form of regular, step-up or accrued interest rate structure.

  Prepayment shall be usually subject to payment of prepayment charge/premium except on interest resets and/or mandatory prepayment events, unless commercially agreed otherwise for competitive reasons.

- The repayment schedules of principal and interest shall be linked to the expected cash flows (from operating, investment or financing activities) of the borrower.

- Instruments can be either secured or unsecured. Generally, for secured instruments, a time period will be specified for the creation of security, and delays, if any, would lead to levy of additional interest. Depending on the reason for the delay, the time period allowed for the creation of security may be extended as per the approved delegation of powers.

b) Non-Convertible Debentures / Bonds (NCDs)

The Company may subscribe to or invest in listed / unlisted NCDs/ permitted instruments of the borrowers for similar purposes as detailed above. NCDs may have fixed or floating rates and shall comply with the guideline issued by regulatory authorities for issuance of Non - Convertible Debentures.

The repayment schedules, prepayments, security, interest rate structures and resets, etc. shall generally be similar to RTLs described above.

6.1.1. Prudential Credit Exposure Norms for PPP projects

i. The maximum exposure that an IDF-NBFC can take on individual projects will be at 50 percent of its Total Capital Funds (Tier I plus Tier II as defined in RBI regulations).

ii. An additional exposure of up to 10 percent could be taken at the discretion of the Board of the IDF-NBFC.

iii. RBI may, upon receipt of an application from an IDF-NBFC and on being satisfied that the financial position of the IDF-NBFC is satisfactory, permit additional exposure up to 15 percent (over 60 percent) subject to such conditions as it may deem fit to impose regarding additional prudential safeguards.

iv. Exposure[1] will include credit exposure (funded and non-funded credit limits) and investment exposure (including underwriting and similar commitments). The sanctioned limits or outstanding, whichever are higher, shall be reckoned for arriving at the exposure limit. However, in the case of fully drawn term loans, where there is no scope for re-drawal of any portion of the sanctioned limit, the outstanding shall be reckoned as exposure.

6.1.2. Prudential Credit Exposure Norms for non - PPP projects and PPP Projects without a Project Authority ("non-PPP projects")

The maximum exposure for non-PPP projects shall be:

- For Single Borrower: 25% of Tier I Capital
- For Single Group of Borrowers: 40% of Tier I Capital

These norms are as per the extant RBI guidelines with regard to credit concentration norms for exposure by IDF NBFCs to assets which are non-PPP projects.

As per RBI guidelines "Tier I Capital" means owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten percent of the owned fund; and perpetual debt instruments issued by a non-deposit taking non-banking financial company in each year to the extent it does not exceed 15 per cent of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year.

As per RBI guidelines, "Owned Funds" means paid up equity capital,

[1] Exposure shall be reckoned only after limits are approved / sanctioned by the designated approval authorities. Any proposed limits pending sanction by the approval authorities shall not be reckoned as exposure. If any approval is for an exposure to be disbursed /utilized subject to/for prepayment /repayment/satisfaction of existing exposure to the group/borrower, the cumulative exposure shall not include the exposure which is subject to/for prepayment/repayment/satisfaction of existing exposure.

preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account and capital reserves representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of asset, as reduced by accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any;

At any point of time, exposure to Single Group of Borrowers with both non-PPP Projects and PPP projects shall not exceed 100% of Total Capital Funds.

As per RBI guidelines, Tier II Capital for an IDF NBFC shall not exceed Tier I.

6.1.3. Restructured Assets

a) The Company may participate in financing a Project which in the past has been a restructured asset due to shift in DCCO, provided the Project is classified as Standard Asset as on date of disbursement.

The Company may participate in financing a project which is classified as restructured asset/NPA, in case there is change in ownership of the Borrower which makes it eligible for being classified as a standard asset as per extant RBI guidelines/regulations in this regard.

Restructuring would normally involve modification of the terms of advances which would generally include alteration of repayment period/security/ amount of instalments/ rate of interest etc., due to stress and for reasons other than competitive reasons.

6.2. Financial Ratios

6.2.1 Debt : Equity Ratio

In general Debt: Equity ratio of 70:30 shall be permitted. However, this may vary on case to case basis keeping in view the risk profile of the sector, and merits of the specific project as approved by the Credit Committee.

6.2.2 Debt Service Coverage Ratio

In general Debt Service Coverage Ratio (DSCR) in any year should not be less than 1.10. However, this may vary on case to case basis keeping in view the risk profile of the sector and the specific project as approved by the Credit Committee.

6.2.3 Loan Life Ratio

In general, Loan Life Coverage Ratio (LLCR) should not be less than 1.10. However, this may vary on case to case basis keeping in view the risk profile of the sector and the specific project as approved by the Credit Committee.

6.3. Pricing of Rupee Debt

The pricing of Rupee Debt must take into account the duration of the facility, and the credit rating of the facility. In turn, the rating of the facility will depend on the quality of sponsors and their track record, borrower's track record, project risk analysis, the financial projections (including coverage ratios), the strength of underlying contracts, credit worthiness of counterparties, extent of sponsor support, security against the loan, etc.

All projects shall be priced with reference to the rating score. However, competition, the breakthrough in new relationships, and strategic/balance sheet/ regulatory considerations may impact the pricing of the product. The pricing shall be guided by a Policy on "Interest Rate Policy" as approved by the Board.

7. Credit Rating Framework

The internal credit rating framework shall broadly comprise of the credit rating scales for Project Loans which shall include

(i) Promoter Risk (including Financial Capability, Management Capability, Credit Track Record etc)

(ii) Project Risk (including Operating Risk, Regulatory Risk, Market Risk, Financial Risk, ESG risk, Financing Risk etc)

Each category and sub-category of risk shall have a weightage, illustratively as shown below:

Particulars	**Weightage**	**Sub-Weightage**	**Score**	**Comments**
Promoter	**35%**			
Financial capability		30%	4	
Management capability		30%	4	
Credit track record		40%	4	
Project	**65%**			
Operating risk		25%	4	
Regulatory risk		10%	4	

Market risk		25%	4	
Financials		25%	4	
Other		15%	4	
Total score	**100%**		4	

Each proposal shall be assigned rating scores and the weighted average score shall be linked to internal credit ratings, as illustrated below:

Score	Internal Rating
>4.0	iAAA
3.91-4.0	iAA+
3.81-3.90	iAA
3.71-3.80	iAA-
3.61-3.70	iA+
3.51-3.60	iA
3.41-3.50	iA-
3.11-3.40	iBBB+
2.81-3.10	iBBB
2.61-2.80	iBBB-
2.25-2.60	iBB+, iBB & iBB-
<2.25	iB, iC & iD

The Company shall not finance Projects below iBBB- rating arrived as per our Board approved rating framework (mapped with an external rating of BBB-). In case of a difference between the Internal Credit rating and the External Credit rating (if available), then the lower out 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 investment grade, but is expected to improve due to various factors (including refinance loan terms), the Credit Committee may approve 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 would be conducted to determine the credit migration and rating of the portfolio.

8. Documentation and Disbursement

8.1 <u>Documentation</u>

The objective of the documentation process is to ensure that the contractual obligations between the Company and the client are established in line with the terms approved by the Board.

Disbursement of the assistance to the client shall be as per the disbursement process to be laid down in the Credit Operations Manual. The primary objective of this process is to ensure compliance with all pre-disbursement conditions, covenants and security creation as mentioned in the Loan agreement.

9. Monitoring & Post-disbursement

9.1 Portfolio Monitoring

Proper 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 of data relating to the physical and financial performance of assisted companies;
- Analysis of the data/information to assess the performance vis-à-vis appraisal estimates;
- 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;

Usually, all transactions approved by the Company shall be subject to the following supervision/monitoring requirements.

- Annual site visits - Site visits in respect of all the outstanding loans should be done in the periodicity of once every year (either by IFL or by the Lenders Agent/Lead Lender/ Lenders' Engineer). In respect of cases where the quality of loan asset is deteriorated, an immediate site visit should be done by IFL. However certain projects, due to dispersed operations over a vast area/length, may not be amenable to site visits. These could include inter-alia projects such as transmission lines, pipelines, power distribution networks, city gas distribution networks, broadband networks, telecom towers. etc.

Site visits may not be considered mandatory for such projects.

- For loans, where the exposures have been sanctioned for multi-location facilities, site visits to be conducted to the extent of 10% of the assets held by the respective borrower(s).
- Progress reports, including those from the borrower/lenders' engineer.
- Auditors'/ Chartered Accountant's certificate for end-use of funds.
- Quarterly / Semi-annual financials / Annual Reports.
- Trust and Retention mechanism as applicable.
- Concurrent Auditor, wherever required.
- Nominee Director, wherever required.

An annual review of all borrowers shall be carried out for monitoring purposes covering inter alia the operational performance (highlighting significant deviations from projections, payment track record, outstanding issues, compliances of covenants) and presented to the Credit Committee.

9.2 Post-disbursement

The activities, post disbursement include the following activities, but not limited to:

- Recovery of dues.
- Ceding of charge over security in favour of other lenders.
- Reset of interest rates.
- Merger/amalgamation /demerger of assisted companies; change of sponsor.
- Cancellation of undisbursed assistance.
- Prepayment of loans.
- Closure of loan and release of security.
- Recall of loan in case of default.

These activities shall be carried out as per the procedures laid out in the Credit Operations Manual.

9.3 Down selling of exposures and syndication

All cases, wherever NIIF IFL intends to sell down part of its exposure, shall be informed to CC and the necessary approvals shall be obtained before such sell down as per Delegation of Powers.

9.4 Lending under Consortium Arrangement/Multiple Banking Arrangement

NIIF IFL shall participate in the consortium lending arrangements, along with other market participants. Credit assessment of the respective transaction shall be carried out independently by NIIF IFL as per its own standards and policies.

9.5 Provisioning

The Company is required to make provisions for the assets on its books based on the asset classification of these assets. This provision shall be as per the Provisioning Policy approved by the Board (as may be amended from time to time).

9.6 Exit Policy

The Company may contemplate exiting from the account and rebalance the portfolio in the below scenarios:

- To limit the sectoral exposure to certain sectors within approved limits.
- To adhere to the group exposure limits in the events of mergers & acquisitions.
- To replace an existing exposure with another exposure providing better risk-adjusted returns within the same Group.
- When the concentration is at a higher level, which exposes the Company to adverse changes in that sector in which credits are

concentrated.

- Where the borrower's profile emits warning signals of probable slippage in asset quality / probable default / operating under stress.
- When the borrower's rating is consistently goes down and falls below investment grade.
- For risk-adjusted pricing related reasons.
- To move towards the desired portfolio balance.

9.7 Stressed Asset Management

NIIF IFL's focus, in the context of stressed asset management, will be to maximize realization from the stressed accounts.

The management of stressed assets will be undertaken in line with the Policy on Early Recognition and Resolution of Stressed Assets.

10. Approving Authority

10.1. Deal Selection Committee (DSC) Matters

Screening of proposals / broad terms.

The DSC will meet subject to the availability of proposals. The constitution of the DSC will be the same as that of the Decision Committee mentioned below.

10.2. Decision Committee (DC)Matters

1. Review of due diligence and investment/lending terms for proposals prior to recommending to Board for approval.

2. Any other matter requiring DC's views.

Constitution of DSC and DC	**Member**
Chairman of DSC/DC	Chief Executive Officer(CEO)
Members of DSC/DC	CEO, Chief Business Officer, Chief Risk Officer(CRO) , Chief Compliance Officer and General Counsel (CCO & GC)
Invitees to DSC	Deal Team members – Business Officer, Credit Officer, Legal Officer, Head of IT, Head – Resources (as may be necessary)
Invitees to DC	Deal Team members – Business Officer, Credit Officer, Legal Officer, , Head of IT, Head – Resources (as may be necessary)
Quorum for DSC/DC	CEO + CRO
Frequency of DSC/DC	The DC/DSC shall generally meet on a weekly basis, subject to availability of proposals.
Preparation of Minutes of DSC/DC	Minutes shall be prepared by Business Officer and signed-off by CRO. DSC minutes of a proposal to be discussed at the time of DC.

10.3. Board / Credit Committee Matters

1. Review and Approval of debt facilities to borrowers.
2. Ratification of major material changes in sanction terms (as per DoP) approved by CEO.
3. Review of stressed cases.

S.R. BATLIBOI & CO. LLP
Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel: +91 22 6819 8000

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 (formerly known as IDFC Infrastructure Finance Limited) (the "Company"), which comprise the Balance sheet as at March 31 2021, the Statement of Profit and Loss, including the statement of 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, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, 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 of the financial statements in accordance with the Standards on Auditing (SAs), as 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules 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 we have obtained 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, 2021. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2"><u>Impairment of financial instruments including provision for expected credit losses):</u>
(Refer notes 2 (H) to accounts of the financial statements and note 35.3 of the notes to the financial statements)</td></tr>
<tr><td>Loans and Investments amount to Rs. 842,342 lacs (net of expected credit loss) at March 31, 2021 as disclosed in the accompanying financial statements.

Ind AS 109 Financial instruments (Ind AS 109) requires the Company to provide for impairment of its financial instruments (designated as amortised cost or fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance
is required to be measured considering the guiding principles mentioned in the standard. In the process of applying such principles and other requirements of the standard, a significant degree of judgement has been applied by the management in respect of following matters:

a) Determining the staging of loans.
b) Determining probability of default (PD) using history of default for long term rated loans by leading credit rating agencies and considering the impact of macroeconomic factors.
c) Estimation of management overlay to determines the forecasted PD
d) Estimation of loss given default (LGD) based on haircuts and recovery percentages as suggested in Basel regulations

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 abovementioned financial assets. The management using certain assumptions and estimates, applied management overlays to arrive at a probable impact of COVID-19 on the ECL</td><td>- Our audit procedures included considering the Company’s board approved policies for impairment of financial instruments and assessing compliance with the policies in terms of Ind AS 109.
- We understood the ECL estimation process and tested the design and operating effectiveness of key controls around data extraction and validation.
- We tested the operating effectiveness of the controls for staging of loans and advances based on their past-due status.
- We, along with the help of auditor’s expert, tested the assumptions used by the Company along with testing of inputs for staging of loan portfolio and default buckets for determining the PD and LGD rates.
- We have checked the completeness and accuracy of the source data used and tested the reasonableness of the key assumptions used along with appropriateness of collateral values basis the latest financial statements available.
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.

- Tested assumptions used by the management in determining the overlay for macro-economic factors (including CoVID-19 pandemic) and assessed the reasonableness thereof.
- We tested the arithmetical accuracy of the computation of ECL provision performed by the Company in spreadsheets.
- We assessed the disclosures included in the financial statements with respect to the ECL</td></tr>
</table>

provision. These assumptions and estimates used have an inherent uncertainty of the actual impact of COVID-19 and the actual impact may be different from these estimates. Given the complexity and significant judgements involved and the uncertain impact of the COVID-19 pandemic in the estimation of ECL on loans and investments, we have considered this area as a key audit matter.	estimate in accordance with the requirements of Ind AS 109 and Ind AS 107 Financial Instruments: Disclosures.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report (which includes the Board's report, CSR report and Secretarial audit report), but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual 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 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 Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the 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, 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.

Those 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 as a whole 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 controls 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 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 Company'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 Company 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.

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 for the financial year ended March 31, 2021 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 year ended March 31, 2020, included in these financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 21, 2020.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (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 I" 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;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of 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 representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure II" to this report;

(g) The provision of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2021; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 position in its financial statements- refer Note 31 to the financial statements;

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

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

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Rutushtra Patell
Partner
Membership No.: 123596
UDIN: 21123596AAAACL3958
Place: Mumbai
Date: May 19, 2021

Annexure I referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements on our report of even date

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) According to the information and explanations given by the management and audit procedures performed by us, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(iii) According to the information and explanations given to us and audit procedures performed by us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (the "Act"). Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Therefore, the provisions of this clause are not applicable to the Company. The Company is registered as a Non-Banking Financial Company – Infra Debt Fund with the RBI. Thus, the provision of Section 186 except sub-section (1) of the Act is not applicable to the Company. In our opinion and according to the information and explanations given to us, during the year, the Company has not made any investments through more than two layers of investment companies as mentioned in sub-section (1) of section 186 of the Act.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act, for the services of the Company.

(vii)(a) Undisputed statutory dues including provident fund, income-tax, good and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in one instance.

(b) According to the information and explanations given to us and audit procedures performed by us, no undisputed amounts payable in respect of provident fund, income-tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions related to employees' state insurance, service tax, sales-tax, duty of custom, duty of excise, value added tax, are not applicable to the Company.

(c) According to the information and explanations given to us, there are no dues of income tax, goods and service tax and cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to debenture holders. The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government during the year.

(ix) In our opinion and according to the information and explanations given by the management and audit procedures performed by us, the Company has utilized the monies raised by way of debt instruments in the nature of Non-Convertible Debentures for the purposes for which they were raised. According to the information and explanations given by the management and audit procedures performed by us, the Company has not raised any money way of initial public offer or further public offer

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud / material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) 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 and hence reporting under clause 3(xi) are not applicable and hence not commented upon.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management and audit procedures performed by us, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given by the management and audit procedures performed by us, the Company has complied with provisions of section 42 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. 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 or partly convertible debentures during the year.

(xv) According to the information and explanations given by the management and audit procedures performed by us, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.

(xvi) According to the information and explanations given to us and audit procedures performed by us, we report that the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Rutushtra Patell
Partner
Membership No.: 123596
UDIN: 21123596AAAACL3958
Place: Mumbai
Date: May 19, 2021

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NIIF INFRASTRUCTURE FINANCE LIMTED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to financial statements of NIIF Infrastructure Finance Limited (formerly known as IDFC Infrastructure Finance Limited) (the "Company") as of March 31, 2021 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 Company's Management 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 components 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 the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these 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, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by 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 these 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 with reference to these 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 these 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 judgement, 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 with reference to these financial statements.

Meaning of Internal Financial Controls with Reference to these Financial Statements

A company's internal financial controls 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 controls 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 company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Rutushtra Patell
Partner
Membership Number: 123596
UDIN: 21123596AAAACL3958
Place of Signature: Mumbai
Date: May 19, 2021

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Balance Sheet as at March 31, 2021

(₹ in lakhs)

	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
I Financial assets			
(a) Cash and cash equivalents	3	74,006	25,730
(b) Loans	4	8,42,342	6,40,744
(c) Other financial assets	5	52	11
		9,16,400	6,66,485
II Non Financial assets			
(a) Current tax assets (Net)	6	8,475	4,243
(b) Property, plant and equipment	7	338	620
(c) Other non-financial assets	8	125	103
		8,938	4,966
Total assets		**9,25,338**	**6,71,451**
LIABILITIES AND EQUITY			
LIABILITIES			
I Financial liabilities			
(a) Payables			
(I) Trade payables	9		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		60	47
(II) Other payables	10		
(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	11	7,36,993	5,86,523
(c) Borrowings (Other than debt securities)	12	242	416
(d) Other financial liabilities	13	440	594
		7,37,735	5,87,580
II Non-Financial liabilities			
(a) Provisions	14	87	19
(b) Other non-financial liabilities	15	518	507
		605	526
EQUITY			
(a) Equity share capital	16A	91,573	54,000
(b) Instruments Entirely Equity in Nature	16A	18,465	-
(c) Other equity	16B	76,960	29,345
		1,86,998	83,345
Total liabilities and equity		**9,25,338**	**6,71,451**

The accompanying notes are an integral part of these financial statements (See notes 1 to 44)

This is the Balance Sheet referred to in our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

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

per Rutushtra Patell
Partner
Membership Number : 123596

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Place : Mumbai
Date : May 19, 2021

Sadashiv S Rao
Chief Executive Officer

Sanjay Ajgaonkar
Chief Financial Officer

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Statement of Profit and Loss for the year ended March 31, 2021

(₹ in lakhs)

		Notes	For year ended March 31, 2021	For year ended March 31, 2020
	Revenue from operations			
	Interest income	17	70,445	51,254
	Net gain on fair value changes	18	-	941
	Net gain on derecognition of financial instruments under amortised cost category	19	1,030	-
I	**Total revenue from operations**		**71,475**	**52,195**
II	Other income	20	93	(65)
III	**Total income (I+II)**		**71,568**	**52,130**
	Expenses			
	Finance costs	21	53,278	38,029
	Fees and commission expense	22	38	41
	Impairement on financial instuments	23	2,764	683
	Employee benefits expenses	24	1,368	1,139
	Depreciation, amortisation and impairement	7 & 25	281	212
	Other expenses	26	664	772
IV	**Total expenses**		**58,393**	**40,876**
V	**Profit before tax (III - IV)**		**13,175**	**11,254**
VI	**Income Tax expense**			
	Current tax		-	10,801
	Deferred tax		-	-
	Total tax expenses		**-**	**10,801**
VII	**Profit for the year (V - VI)**		**13,175**	**453**
VIII	**Other comprehensive income**			
A	(i) Items that will not be reclassified to profit or loss			
	Remeasurements of post-employment benefit obligations		35	(1)
	(ii) 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)		**35**	**(1)**
IX	**Total comprehensive income for the year (VII + VIII) (Comprising profit and other comprehensive income for the year)**		**13,210**	**452**
X	**Earnings per equity share (nominal value of share ₹ 10 each)**			
	Basic (₹)		**1.96**	**0.08**
	Diluted (₹)		**1.96**	**0.08**

The accompanying notes are an integral part of these financial statements (See notes 1 to 44)

This is the Statement of Profit and Loss referred to in our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

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

per Rutushtra Patell
Partner
Membership Number : 123596

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Place : Mumbai
Date : May 19, 2021

Sadashiv S Rao
Chief Executive Officer

Sanjay Ajgaonkar
Chief Financial Officer

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Statement of Changes in Equity for year ended March 31, 2021

A1 Equity Share Capital

(₹ in lakhs)

	Note	Number	Amount
As At March 31, 2019	16A	54,00,00,000	54,000
Issued during the year		-	-
As At March 31, 2020		54,00,00,000	54,000
Issued during the year	16A	37,57,30,161	37,573
As At March 31, 2021		91,57,30,161	91,573

A2 Compulsorily Convertible Preference Share Capital

(₹ in lakhs)

	Note	Number	Amount
As At March 31, 2020		-	-
Issued during the year	16A	8,79,27,757	18,465
As At March 31, 2021		8,79,27,757	18,465

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**	**ESOP contribution from parent**	**Total**
As At March 31, 2019	**-**	**6,050**	**-**	**22,755**	**-**	**88**	**28,893**
Profit for the year	-	-	-	453	-	-	453
Other comprehensive income	-	-	-	(1)	-	-	(1)
Total Comprehensive Income for the year	-	-		452	-	-	452
Share based payments:	-	-	-	-	-	-	-
i) Employee stock option expense for the year	-	-	-	-	-	-	-
ii) Vested options cancelled during the year	-	-	-	-	-	-	-
iii) Options exercised during the year	-	-	-	-	-	-	-
iv) Options lapsed during the year	-	-	-	-	-	-	-
v) Options cancelled during the year	-	-	-	-	88	(88)	-
Transfers to Special reserve u/s. 45-IC of the RBI Act, 1934	-	91	-	(91)	-	-	-
Transfers to Impairment Reserve	-	-	4	(4)	-	-	-
	-	-	-	-		-	-
As At March 31, 2020	**-**	**6,141**	**4**	**23,112**	**88**	**-**	**29,345**
Profit for the period/year	-	-	-	13,175	-	-	13,175
Other comprehensive income	-	-	-	35	-	-	35
Total Comprehensive Income for the period/year	-	-	-	13,210	-	-	13,210
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)
Transfers to Impairment Reserve	-	-	-	-	-	-	-
As at March 31, 2021	**34,437**	**8,783**	**4**	**33,648**	**88**	**-**	**76,960**

The accompanying notes are an integral part of these financial statements (See notes 1 to 44)

This is the Statement of Changes in Equity referred to in our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

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

per Rutushtra Patell
Partner
Membership Number : 123596

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Place : Mumbai
Date : May 19, 2021

Sadashiv S Rao
Chief Executive Officer

Sanjay Ajgaonkar
Chief Financial Officer

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Cash Flow Statement for the year ended 31st March, 2021

(₹ in lakhs)

	Notes	For year ended March 31, 2021	For year ended March 31, 2020
A. Cash flow from operating activities			
Profit before tax		13,175	11,254
Adjustments for:			
Depreciation and amortisation	7 & 25	281	212
Interest on Debt Security - EIR Adjustments		105	30
Interest on Loan - EIR adjustement		(379)	(401)
Net (gain) / loss on sale of property, plant and equipments	20	(2)	65
Interest on Borrowings other than debt securities (Ind AS 116 impact)		42	33
Impairment on financial instruments	23	2,764	683
Operating profit before working capital changes		**15,986**	**11,876**
Changes in working capital:			
(Decrease)/Increase in trade payables	9	(15)	28
(Increase)/Decrease in other financial assets	5	(41)	(11)
(Decrease)/Increase in other financial liabilities	13	(154)	(180)
Increase/(Decrease) in Provision	14	68	10
Increase/(Decrease) in other non financial liabilities	15	11	112
Interest/(Decrease) accrual on debt securities	11	5,031	4,518
(Increase)/Decrease in non-financial assets	8	12	(16)
(Increase)/Decrease in loans	4	(2,03,983)	(1,72,020)
Decrease/(Increase) in Investments at fair value through profit and loss	3	-	6,107
Cash flow generated from/(used in) operations		**(1,83,085)**	**(1,49,576)**
(Payment) of tax (net)	6	(4,232)	(7,546)
Net Cash flow generated from/(used in) operations (A)		**(1,87,317)**	**(1,57,122)**
B. Cash flows from investing activities			
Purchase of property, plant and equipment/intangible assets	8	(10)	(234)
Sale of property, plant and equipments		2	-
Net cash flow generated from/(used in) investing activities (B)		**(8)**	**(234)**
C. Cash flows from financing activities			
Proceeds from issuance of equity share capital		72,000	-
Proceeds from issuance of CCPS	16A-16B	18,500	-
Share Issue expense		(29)	-
Proceeds from debt securities issued (Net of arranger fees)		2,25,835	1,79,840
Repayment of debt securities		(80,500)	
Cash payment for the lease liablitiy	12	(205)	(154)
Net cash generated from/(used in) financing activities (C)		**2,35,601**	**1,79,686**
Net Increase in cash and cash equivalents (D) = (A + B + C)		**48,276**	**22,330**
Cash and cash equivalents at the beginning of the period (E)	3	25,730	3,400
Cash and cash equivalents at the end of the period (F) = (D) + (E)		**74,006**	**25,730**
Cash and cash equivalents include the following			
Balances with banks in current account	3	1,003	2,419
Fixed deposits with maturity less than 3 months	3	73,003	23,311
Total cash and cash equivalents		**74,006**	**25,730**

The accompanying notes are an integral part of these financial statements (See notes 1 to 44)

This is the Cash Flow Statement referred to in our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

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

per Rutushtra Patell
Partner
Membership Number : 123596

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Place : Mumbai
Date : May 19, 2021

Sadashiv S Rao
Chief Executive Officer

Sanjay Ajgaonkar
Chief Financial Officer

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

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) 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) 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. re-financing existing debt of infrastructure companies, thereby creating fresh headroom for banks to lend to new infrastructure projects.

The financial statement for the year ended March 31, 2021 were authorised for issue in accordance with a resolution of the directors on May 19, 2021.

As per RBI regulations, the Sponsor of the Company is M/s Aseem Infrastructure Finance Limited, which is 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.

B Policy on segment

The Company operates in a single reportable segment i.e. financing, since the nature of the loans are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company 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).

C 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.

<u>Depreciation methods, estimated useful lives and residual value</u>

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).

D Leases

Until FY 2018-19, leases of property, plant and equipment were classified as either finance leases or operating leases. From April 1, 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company.

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.

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. 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 filed a letter 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 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 Rs. 10,801 lakhs was provided for in the financials of year ended March 31, 2020.

This is one time provision pertaining to the past period and given the CBDT notification, the Company is entitled to avail tax exemption from the Financial Year commencing April 01, 2019. No provision for tax & deferred tax asset / liabilities have been recognised since that date.

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 Principle 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.

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.

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). 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.

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.

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 eliglible input tax credit in line with applicable Goods and Services Tax laws.

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

(₹ in lakhs)

3 Cash and cash equivalents

	As at March 31, 2021	As at March 31, 2020
Balance with bank:		
In current account	1,003	2,419
In deposit account	73,003	23,311
Total	**74,006**	**25,730**
Bank fixed deposit (Maturity exceeding three month)	-	-
Total	**74,006**	**25,730**

The Company has not taken bank overdraft, therefore the cash and cash equivalents for the cash flow statement is same as cash and cash equivalents given above.

4 Loans
(At amortised costs)

		As at March 31, 2021	As at March 31, 2020
	Term loans	6,60,864	4,65,281
	Debentures and Bonds	1,82,311	1,73,642
	Total Loans (*)	**8,43,175**	**6,38,923**
	Interest accrued on loans	499	1,935
	Interest accrued on debentures	3,996	2,449
	Receivable on loans	-	-
	Total Gross Loans	**8,47,670**	**6,43,307**
	Less: Impairement loss allowance	(5,328)	(2,563)
	Total Net Loans	**8,42,342**	**6,40,744**
(*)	The loans outstaning before adjustment of Effective Interest Rate, Premium Amortisation and Discount Accretion	8,46,120	6,40,722
(a)	**The above amount includes:**		
(i)	Secured by tangible assets	7,69,710	6,04,719
(ii)	Secured by intangible assets	77,960	32,696
(iii)	Covered by Bank / Government guarantees	-	5,892
	Total- Gross	**8,47,670**	**6,43,307**
	Less: Impairement loss allowance	(5,328)	(2,563)
	Total- Net	**8,42,342**	**6,40,744**
(b)(I)	**Loans in India**		
(i)	Public Sector	-	-
(ii)	Others		
	Electricity Generation	5,05,517	3,54,939
	Roads	73,018	76,488
	Hospitals	62,350	77,048
	Electricity Transmission	88,860	64,462
	Other social and commercial infrastructure	14,761	9,128
	Ports, Airports, Railways etc. (without tripartite)	40,640	23,164
	Bulk Material Transportation	7,468	15,120
	Communication	24,264	11,289
	Education Institutions	30,792	11,669
	Total- Gross	**8,47,670**	**6,43,307**
	Less: Impairement loss allowance	(5,328)	(2,563)
	Total- Net	**8,42,342**	**6,40,744**
(b)(III)	**Loans outside India**	-	-
	Less: Impairement loss allowance	-	-
	Total- Net	-	-
	Total [b(I)+b(II)]	**8,42,342**	**6,40,744**

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

(₹ in lakhs)

5 Other financial assets

	As at March 31, 2021	As at March 31, 2020
Receivables from Group Company	52	11
Total	**52**	**11**

6 Current tax assets (Net)

	As at March 31, 2021	As at March 31, 2020
Advance payment of income tax	8,475	4,243
(Net of current year provision for tax is ₹ 10,924 lakhs, Previous year: March 31, 2020 ₹ 10,924 lakhs)		
Total	**8,475**	**4,243**

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

7 Property, plant and equipment

As at March 31, 2021 **(₹ in lakhs)**

	Gross block				Accumulated depreciation				Net block	
	Balance as at April 1, 2020	Additions	Disposals	Balance as at March 31, 2021	Balance as at April 1, 2020	Depreciation charge for the year	On disposals	Balance as at March 31, 2021	Balance as at March 31, 2021	Balance as at March 31, 2020
Freehold Land (Refer note below)	4	-	-	4	-	-	-	-	4	4
(Previous year)	(4)	-	-	(4)	-	-	-	-	(4)	-
Right of use Assets	537	-	12	525	135	189	-	324	201	402
(Previous year)	-	(537)	-	(537)	-	(135)	-	(135)	(403)	-
Vehicles (owned)	142	-	47	95	107	20	47	80	15	35
(Previous year)	(135)	(14)	(7)	(142)	(93)	(21)	(7)	(107)	(35)	-
Computers	50	8	-	58	13	10	-	23	35	37
(Previous year)	(10)	(40)	-	(50)	(6)	(7)	-	(13)	(37)	-
Office Equipments	10	3	-	13	6	2	-	8	5	5
(Previous year)	(6)	(5)	-	(10)	(4)	(2)	-	(6)	(5)	-
Leasehold Improvements	176	-	-	176	42	59	-	101	75	134
(Previous year)	(84)	(176)	(84)	(176)	(22)	(48)	(28)	(42)	(134)	-
Furniture and Fixtures	4	-	-	4	1	0	-	1	3	3
(Previous year)	(14)	-	(10)	(4)	(1)	(1)	(1)	(1)	(3)	-
Total tangible assets	**923**	**11**	**59**	**875**	**303**	**281**	**47**	**537**	**338**	**620**
(previous year)	**(253)**	**(771)**	**(101)**	**(923)**	**(126)**	**(212)**	**(35)**	**(303)**	**(620)**	

Note: The free hold land has been mortgaged in favour of Debenture Trustees against the secured debentures issued by the Company.

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

(₹ in lakhs)

8 Other non-financial assets

	As at March 31, 2021	As at March 31, 2020
Prepaid expenses	61	77
Supplier Advance	32	26
Deposits	25	-
Other Advance	7	-
	125	**103**

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

9 Trade payables

(₹ in lakhs)

	As at March 31, 2021	As at March 31, 2020
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	60	47
Total	**60**	**47**

(₹ in lakhs)

	As at March 31, 2021	As at March 31, 2020
10 Other payables		
Total outstanding dues of micro enterprises and small	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	-	-

The information as required under the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
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.	-	-

11 Debt Securities

(₹ in lakhs)

	As at March 31, 2021	As at March 31, 2020
At Amortised cost		
Debentures (Secured, non convertible) (*)	7,12,642	5,67,203
Interest accrued but not due on debt securities	24,351	19,320
Total (A)	**7,36,993**	**5,86,523**
(*) The borrowings outstanding before adjustment of unamortised fees under Effective Interest Rate	7,13,300	5,67,400
Debt securities in India	7,36,993	5,86,523
Debt securities outside India	-	-
Total (B)	**7,36,993**	**5,86,523**
Face value per debenture	10,00,000	10,00,000

NIIF INFRASTRUCTURE FINANCE LIMITED
Notes forming part of financial statements as at and for the year ended March 31, 2021

(a) Interest and repayment terms of debenture and bonds (non convertible) (secured):

(₹ in lakhs)

Series Name	Issuance date	Maturity date	As at March 31, 2021	As at March 31, 2020	No. of NCD (units)	Coupon rate	Payment frequency-Interest	Payment frequency-Principal
IDFC IFL PP 7/2019	27-Mar-2019	27-May-2020	-	10,000	-	8.68%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 1/2016	29-Sep-2015	29-Oct-2020	-	15,000	-	8.85%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 2/2016	21-Oct-2015	20-Nov-2020	-	15,500	-	8.65%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 3/2016	16-Nov-2015	1-Dec-2020	-	7,500	-	8.64%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 4/2016	9-Dec-2015	8-Jan-2021	-	7,500	-	8.55%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 5/2016	8-Jan-2016	28-Jan-2021	-	25,000	-	8.65%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 6/2016	22-Mar-2016	22-Apr-2021	10,300	10,300	1030	8.88%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 1/2017	14-Jul-2016	27-Jul-2021	20,900	20,900	2090	8.75%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 2/2017	9-Aug-2016	25-Aug-2021	14,100	14,100	1410	8.60%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 3/2017	29-Aug-2016	31-Aug-2021	13,600	13,600	1360	8.51%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 4/2017	1-Sep-2016	7-Sep-2021	2,500	2,500	250	8.51%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 5/2017	27-Sep-2016	12-Oct-2021	25,500	25,500	2550	8.39%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 6/2017	17-Nov-2016	30-Nov-2021	2,500	2,500	250	8.10%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 7/2017	30-Nov-2016	12-Jan-2022	6,000	6,000	600	7.35%	Annually and on maturity	Bullet repaymet at maturity
IDFC IDF PP 8/2017	6-Dec-2016	18-Jan-2022	2,500	2,500	250	7.35%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 6/2019	10-Jan-2019	22-Feb-2022	2,500	2,500	250	9.050%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 9/2017	1-Feb-2017	13-Apr-2022	15,000	15,000	1500	8.00%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 10/2017	22-Mar-2017	24-May-2022	8,100	8,100	810	8.25%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 2/2018	26-Apr-2017	26-May-2022	10,100	10,100	1010	8.01%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 1/2018	19-Apr-2017	19-Jul-2022	8,500	8,500	850	8.04%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 4/2018	12-Jul-2017	11-Aug-2022	10,000	10,000	1000	7.94%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 3/2018	31-May-2017	18-Aug-2022	10,100	10,100	1010	7.97%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 6/2018	19-Sep-2017	10-Nov-2022	34,000	34,000	3400	7.73%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 5/2018	31-Aug-2017	24-Nov-2022	8,200	8,200	820	7.73%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 6 / 2021	29-Jan-2021	27-Jan-2023	25,000		2500	5.50%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 8/2018	18-Dec-2017	14-Feb-2023	26,500	26,500	2650	8.08%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 9/2018	6-Feb-2018	21-Feb-2023	5,000	5,000	500	8.48%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 1/2019-Option I	26-Apr-2018	26-May-2023	6,000	6,000	600	8.37%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 10/2018	22-Mar-2018	22-Aug-2023	21,700	21,700	2170	8.49%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 5/2019	12-Oct-2018	23-Nov-2023	1,200	1,200	120	9.120%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 7/2020	4-Mar-2020	15-Jan-2024	15,000	15,000	1500	8.150%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 1/2020	30-Apr-2019	28-May-2024	2,000	2,000	200	9.000%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 4/2019	19-Jul-2018	14-Aug-2024	18,900	18,900	1890	9.255%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 2/2020	4-Jun-2019	19-Aug-2024	5,900	5,900	590	9.000%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 3/2019	5-Jul-2018	27-Aug-2024	4,700	4,700	470	9.21%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 3/2020	20-Jun-2019	29-Aug-2024	8,100	8,100	810	9.00%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 4/2020	27-Sep-2019	7-Nov-2024	39,000	39,000	3900	8.60%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 7/2018	28-Nov-2017	28-Nov-2024	11,500	11,500	1150	7.99%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 5/2020	23-Dec-2019	21-Feb-2025	60,000	60,000	6000	8.65%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 1 / 2021	23-Apr-2020	21-May-2025	50,000		5000	8.25%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 1/2019-Option II	26-Apr-2018	27-May-2025	4,400	4,400	440	8.415%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 2 / 2021	1-Jun-2020	2-Jun-2025	25,000		2500	7.50%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 3 / 2021	12-Jun-2020	12-Aug-2025	12,500		1250	7.50%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 4 / 2021	29-Sep-2020	28-Nov-2025	24,500		2450	7.25%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 5 / 2021	31-Dec-2020	31-Dec-2025	10,500		1050	6.45%	Annually and on maturity	Bullet repaymet at maturity
IDFC IFL PP 6/2020	15-Jan-2020	15-Jan-2026	50,000	50,000	5000	8.700%	Annually and on maturity	20% anually starting 15-Jan-26
IDFC IFL PP 2/2019	4-May-2018	15-May-2026	2,600	2,600	260	8.52%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 8 / 2021	22-Mar-2021	22-May-2026	12,500		1250	7.25%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 9 / 2021	30-Mar-2021	29-May-2026	56,000		5600	7.25%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 7 / 2021	4-Feb-2021	4-Feb-2031	7,500		750	7.25%	Annually and on maturity	Bullet repaymet at maturity
NIIF IFL PP 7 / 2021-reissuance	18-Feb-2021	18-Feb-2031	2,900		290	7.25%	Annually and on maturity	Bullet repaymet at maturity
Total NCDs issued			**7,13,300**	**5,67,400**				
Less: Unamortised arranger fees			**658**	**197**				
Net outstanding NCDs			**7,12,642**	**5,67,203**				

(b) Ratings assigned by credit rating agencies and migration of ratings during the year

Particulars	As at March 31, 2021		As at March 31, 2020	
	CARE Rating Limited	ICRA Limited	CARE Rating Limited	ICRA Limited
Rating assigned	AAA	AAA	AAA	AAA
Date of rating	October 06, 2020	September 04, 2020	September 30, 2019	September 23, 2019
Rating valid upto	October 06, 2021	September 03 2021	September 29, 2020	September 22 2020

The validity of the rating is subject to periodical revalidation by rating agencies.

(c) There is no Debenture Redemption Reserve (DRR) created as the Non Banking Financial Companies registered with Reserve Bank of India are not required to create DRR for the privately placed debentures.

(d) Details about the nature of the security

The above debt securities are secured by way of mortgage of freehold land and a first floating pari passu charge by way of hypothecation of receivables of the company arising out of its investments, loans, current assets, loans and advances, both present and future, excluding investments in and other receivables from subsidiaries and affiliates of the IDFC group and lien marked assets.

In terms of the RBI circular (Ref No. DNBR .PD. 008 / 03.10.119 / 2016-17 dated September 01, 2016) no borrowings remained overdue as on March 31, 2021 (previous year - Nil).

NIIF INFRASTRUCTURE FINANCE LIMITED

(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

(₹ in lakhs)

12 Borrowings (other than Debt Securities)

Particulars	As at March 31, 2021	As at March 31, 2020
Finance Lease Obligations	242	416
Total	**242**	**416**

13 Other financial liabilities (₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Advance receipts from borrowers	440	594
Total	**440**	**594**

14 Provisions (₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for expenses	18	19
Ptovision for compensated absences	35	-
Provision for long term incentive plan	34	-
Total	**87**	**19**

15 Other non-financial liabilities (₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory dues	165	122
Payable to gratuity fund	-	32
Payable to NPS/Superannuation fund	2	-
Other liabilities	351	353
Total	**518**	**507**

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

16A Share capital

	As at March 31, 2021		As at March 31, 2020	
	Number	**(₹ in lakhs)**	**Number**	**(₹ in lakhs)**
Authorised shares				
Equity shares of ₹ 10 each	1,81,50,00,000	1,81,500	80,00,00,000	80,000
Compulsorily convertible preference shares of ₹ 21 each	8,80,95,238	18,500	-	-
Issued, subscribed & fully paid-up shares				
Equity shares of ₹ 10 each	91,57,30,161	91,573	54,00,00,000	54,000
Compulsorily convertible preference shares of ₹ 21 each	8,79,27,757	18,465	-	-
Total		1,10,038		54,000

(a) Movements in equity share capital.

	As at March 31, 2021		As at March 31, 2020	
	Number	**(₹ in lakhs)**	**Number**	**(₹ in lakhs)**
Outstanding at the beginning of the year	54,00,00,000	54,000	54,00,00,000	54,000
Issued during the year (*)	37,57,30,161	37,573	-	-
Outstanding at the end of the period/year	**91,57,30,161**	**91,573**	**54,00,00,000**	**54,000**

(b) Movements in preference share capital.

	As at March 31, 2021		As at March 31, 2020	
	Number	**(₹ in lakhs)**	**Number**	**(₹ in lakhs)**
Outstanding at the beginning of the year	-	-	-	-
Issued during the year (*)	8,79,27,757	18,465	-	-
Outstanding at the end of the year	**8,79,27,757**	**18,465**	**-**	**-**

(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 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 Company has issued Compulsorily Convertible Preference Shares (CCPS). 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.

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 holding entity

	As at March 31, 2021		As at March 31, 2020	
	Number	**% of Holding**	**Number**	**% of Holding**
National Investment and Infrastructure Fund II and its nominees	54,63,50,979	59.66%	31,80,00,000	58.89%

(f) Details of shareholders holding more than 5% of the shares in the Company

Equity shares	As at March 31, 2021		As at March 31, 2020	
	Number	**% of Holding**	**Number**	**% of Holding**
National Investment and Infrastructure Fund II and its nominees	54,63,50,979	59.66%	31,80,00,000	58.89%
Aseem Infrastructure Finance Limited	30,93,79,182	33.79%	16,20,00,000	30.00%
Housing Development Finance Corporation Limited	6,00,00,000	6.55%	6,00,00,000	11.11%
0.001% Compulsorily Convertible Preference Shares				
President of India (*)	8,79,27,757	100.00%	-	0.00%

(*) Represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

16B Other Equity (₹ in lakhs)

		As at March 31, 2021	As at March 31, 2020
(a)	Surplus in the statement of profit and loss	33,648	23,112
(b)	Securities premium (*)	34,437	-
(c)	General Reserves	88	88
(d)	Special reserve u/s. 45-IC of the RBI Act, 1934	8,783	6,141
(e)	Impairment Reserve	4	4
	Total	**76,960**	**29,345**

		As at March 31, 2021	As at March 31, 2020
(a)	**Surplus in the Statement of Profit and Loss**		
	Opening balance	23,112	22,755
	Net profit for the year	13,175	453
	Items of other comprehensive income recognised directly in retained earnings	-	-
	- Remeasurements of post-employment benefit obligations, net of tax	35	(1)
	Transfer to Special Reserve u/s. 45-IC of RBI Act, 1934	(2,642)	(91)
	Transfer to Impairment Reserve	-	(4)
	ESOP cost reversed to reserves	-	-
	Share capital issue expenses	(32)	
	Closing balance	**33,648**	**23,112**

		As at March 31, 2021	As at March 31, 2020
(b)	**Securities Premium**		
	Opening balance	-	-
	Changes during the year (*)	34,462	-
	Share capital issue expenses	(25)	
	Closing balance	**34,437**	**-**

		As at March 31, 2021	As at March 31, 2020
(c)	**General Reserve**		
	Opening balance	88	88
	ESOP cost reversed to reserves	-	-
	Closing balance	**88**	**88**

		As at March 31, 2021	As at March 31, 2020
(d)	**Special Reserve u/s. 45-IC of RBI Act,1934**		
	Opening balance	6,141	6,050
	Appropriations during the period/year	2,642	91
	Closing balance	**8,783**	**6,141**

		As at March 31, 2021	As at March 31, 2020
(e)	**Impairment Reserve**		
	Opening balance	4	-
	Appropriations during the period/year	-	4
	Closing balance	**4**	**4**
Total		**76,960**	**29,345**

(*) During the year, the Company has received equity share capital of ₹ 72,000 lakhs (including serurities premium) from existing shareholders and compulsorily convertible preference shares capital (CCPS) of ₹ 18,500 lakhs (including securities premium) from President of India (Represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India). The CCPS infusion from Government of India is the first tranche subscribed against its commitment to make direct investment in the Company as announced in the Union Budget for FY 2020-21 and Atmanirbhar Bharat Scheme 3.0.

16C 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 Statement of Profit and Loss and before any dividend is declared. No appropriation of any sum from the reserve fund shall be made by the non-banking financial company.

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' , also refer Note 38(o).

Notes forming part of financial statements as at and for the year ended March 31, 2021

17 Interest Income

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
On financial assets measured at amortised costs		
Interest on loans (refer note no.41)	68,237	50,633
Interest on deposit	2,208	621
Total	**70,445**	**51,254**

18 Net gain on fair value changes

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
Net gain on financial instruments at FVTPL		
On trading portfolio		
- Investments	-	941
Total	**-**	**941**

19 Net gain on derecognition of financial instruments under amortised cost category

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
Net gain on derecognition of financial instruments under amortised cost category		
- Loans	1,030	-
	1,030	**-**

20 Other Income

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
Shared Service Cost Recovery	91	-
Profit/(loss) on sale of asset	2	(65)
Total	**93**	**(65)**

21 Finance Costs

On financial liabiities measured at amortised costs

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
Interest expense		
(i) Debt securities	53,114	37,874
(ii) Borrowings (Other than debt securities)	43	33
Other borrowing cost (Rating fee & Other expenses)	121	122
Total	**53,278**	**38,029**

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)

Notes forming part of financial statements as at and for the year ended March 31, 2021

22 Fees and commission expense

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
Guarantee Commission paid to NHAI	38	41
	38	**41**

23 Impairment on financial instruments

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
On financial instruments measured at amortised costs		
Term loans	2,364	496
Debentures and Bonds	400	187
Total	**2,764**	**683**

24 Employee benefits expense

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
Salaries, wages and bonus	1,257	1,016
Contribution to gratuity fund {Refer note 28(c)}	28	31
Contribution to provident and other funds {Refer note 28(b)}	78	75
Staff welfare expenses	5	17
Total	**1,368**	**1,139**

25 Depreciation, amortisation and impairment

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
Depreciation of property, plant and equipment	281	212
Total	**281**	**212**

26 Other expenses

	For the year ended March 31, 2021	For the year ended March 31, 2020
		(₹ in lakhs)
Professional fees	125	134
Rates and taxes	114	99
Repairs & maintenance	48	40
Insurance charges	23	17
Electricity charges	13	14
Travelling and conveyance	-	51
Printing and stationery	1	2
Communication costs	8	6
Stamp duty and registration fees	7	0
Directors' sitting fees	12	7
Shared service cost [see note (a) below]	-	96
Contribution towards corporate social responsibility (CSR) [see note (c) below]	211	218
Donations	-	-
Auditor's remuneration [see note (b) below]	29	30
Advertising & publicity	12	12
Miscellaneous expenses	61	46
Total	**664**	**772**

Notes forming part of financial statements as at and for the year ended March 31, 2021

(a) Shared service cost includes amount paid to fellow associates towards a Service Level Agreement - Nil (previous year amount ₹ 96 lakhs).

(₹ in lakhs)

(b) Breakup of Auditors' remuneration	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
Audit fees	18	22
Tax audit fees	1	1
Other Services	9	6
Out-of-pocket expenses	1	1
	29	**30**

(c) Contribution for corporate social responsibility (CSR)

Amount required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year ₹ 211 lakhs (previous year ₹ 183 lakhs). Amount spent towards CSR during the year and recognised as expense in the statement of profit and loss on CSR related activities is ₹ 211 lakhs (previous year ₹ 183 lakhs), which comprise of following:

(₹ in lakhs)

	For the year ended March 31, 2021	**For the year ended March 31, 2020**
Amount spent during the year on:		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	211	183
(iii) On purposes other than (i) above- unspent balance for FY 2018-19	-	35
Total	**211**	**218**

27 Income tax

a) The components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are:

(₹ in lakhs)

	For the year ended March 31, 2021	**For the year ended March 31, 2020**
Current tax	-	10,801
Deferred tax	-	-
Total	**-**	**10,801**

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, 2021 and March 31, 2020 is, as follows:

(₹ in lakhs)

	For the year ended March 31, 2021	**For the year ended March 31, 2020**
Accounting profit before tax	13,175	11,254
Tax at India’s statutory income tax rate of 29.12% (previous year 29.12%)		
Tax effect of the amount which are not taxable in calculating taxable income :		
- Income exempted under section 10(47) of Income Tax Act, 1961 {Refer note (c) below}	13,175	11,254
- Other	-	-
Income tax expense at effective tax rate	-	-
Effective tax rate	0%	0%

c) 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. 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 filed a letter 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 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 was provided for in the financial statements for the year ended March 31, 2020.

This is one time provision pertaining to the past period and given the CBDT notification, the Company is entitled to avail tax exemption from the Financial Year commencing April 01, 2019, no provision for tax & deferred tax asset / liabilities have been recognised since that date.

28. Employee benefit obligations **(₹ in lakhs)**

a) Labour Law

The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and rules thereunder. The Ministry of Labour and Employment has also released draft rules thereunder on November 13, 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will evaluate the rules, assess the impact, if any and account for the same once the rules are notified and become 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	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
Provident fund	49	47
Pension fund	-	1
Superannuation fund	28	27

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, 2019	345	345	-
Current service cost	33	-	33
Interest expense/(income)	18	-	18
Return on plan assets	-	19	(19)
Remeasurements due to actual return on plan assets less interest on plan assets	-	23	(23)
Actuarial loss / (gain) arising from change in financial assumptions	11	-	11
Actuarial loss / (gain) arising from change in demographic assumptions	-	-	-
Actuarial loss / (gain) arising on account of experience changes	12	-	12
Reversal of the liability	(1)	-	(1)
Employer contributions	-	-	-
Benefit payments	(2)	(2)	-
Assets acquired	-	-	-
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)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Present value of plan liabilities	434	416
Fair value of plan assets	441	384
Plan liability net of plan assets	**(7)**	**32**

ii) **Statement of profit and loss** (₹ in lakhs)

Particulars	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
Employee benefit expense	-	-
Losses on acquisition	-	-
Current service cost	33	33
Total	33	33
Finance costs	1	(1)
Gains/(losses) on settlements	(6)	-
Net impact on the profit before tax	**28**	**33**

Particulars	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
Remeasurements of the net defined benefit liability:		
Opening amount recognized in OCI outside profit and loss account	10	10
Return on plan assets excluding amounts included in interest expense/income	(5)	(23)
Actuarial loss / (gain) arising from change in financial assumptions	2	11
Actuarial loss / (gain) arising from change in demographic assumptions	-	(1)
Actuarial loss / (gain) arising on account of experience changes	(32)	12
Actuarial gains/(losses) arising from changes in experience	-	-
Net impact on the other comprehensive income before tax	(25)	10

iii) **Defined benefit plan assets**

Category of assets (% allocation)		**As at March 31, 2021**	**As at March 31, 2020**
Insurer managed funds		441	384
Total		**441**	**384**

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, 2021**	**As at March 31, 2020**
Discount rate		6.35%	6.50%
Salary escalation rate*		9.00%	9.00%

* takes into account the inflation, seniority, promotions and other relevant factors

vi) **Sensitivity** (₹ in lakhs)

Gratuity

As at March 31, 2021	**Change in assumption**	**Impact on defined benefit**	
		Increase	**Decrease**
Discount rate	0.50%	(8)	8
Salary escalation rate	0.50%	8	(8)

As at March 31, 2020	**Change in assumption**	**Impact on defined benefit**	
		Increase	**Decrease**
Discount rate	0.50%	(8)	9
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	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
Within the next 12 months (next annual reporting period)	198	190
Between 2 and 5 years	160	92
Between 5 and 10 years	83	132
Beyond 10 years	148	168
Total expected payments	**589**	**582**

The weighted average duration of the defined benefit obligation is 3.75 years (previous year - 4.03 years)

vii) **Provision for long term incentive plan (LTIP)** (₹ in lakhs)

Particulars	**March 31, 2021**	**March 31, 2020**
Liability for long term incentive plan	34	-

viii) **Provision for leave encashment** (₹ in lakhs)

Particulars	**March 31, 2021**	**March 31, 2020**
Liability for compensated absences	35	-

29. 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, 2021**	**Year ended March 31, 2020**
Segment revenue		
- India	71,475	52,195
- Outside India	-	-
Total	**71,475**	**52,195**

* 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, 2021**	**As at March 31, 2020**
Segment assets			
- India		9,25,338	6,71,451
- Outside India		-	-
Segment liabilities			
- India		9,25,338	6,71,451
- Outside India		-	-

30. Earnings per share (EPS)

a) The basic earnings per share has been calculated based on the following: **(₹ in lakhs)**

Particulars	**Year ended March 31, 2021**	**Year ended March 31, 2020**
Net profit after tax available for equity shareholders	13,210	452
Weighted average number of ordinary shares for basic earnings per share	67,27,00,820	54,00,00,000
Effect of dilution on account of compulsorily convertible preference shares (CCPS)	4,81,796	-
Weighted average number of ordinary shares adjusted for the effect of dilution	67,31,82,616	54,00,00,000

b) The reconciliation between the basic and the diluted earnings per share is as follows:

Particulars	**Year ended March 31, 2021**	**Year ended March 31, 2020**
Basic earnings per share	1.96	0.08
Diluted earnings per share	1.96	0.08

There is no impact of dilution of no of shares on account of compulsorily convertible preference shares (CCPS) on net profit after tax available for equity shareholders.

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)
Notes forming part of financial statements as at and for the year ended March 31, 2021

31. Capital commitments

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	
Undisbursed commitments	41,738	-
Total	41,738	-

Contingent liabilities	For the year ended March 31, 2021	For the year ended March 31, 2020
Claims not acknowledged as debts in respect of :		
Income-tax demands under appeal (Refer note 27(c) & note (i) below)	-	-
	-	-

(i) The Company has filed two appeals with Commissioner of Income Tax (Appeals) agsint disallowance of income from liquid investments involving tax demand of ₹ 149 lakhs for Financial year 2014-2015 & ₹ 1,039 lakhs for Financial year 2015-2016, as the income of Company was considered as exempt under Section 10(47) of the Income Tax Act. However, subsequently, on October 21, 2019, the Company was notified as Infrastructure Debt Fund (IDF) with prospective effect, from the period starting Financial year 2019-2020. As such all the income of Company (including income from liquid investments) from Financial year 2014-2015 till Financial year 2018-2019 became taxable. 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 it received RBI registration as NBFC-IDF). As such the appeal filed against disallowance of income from liquid investments for Financial year 2014-2015 and Financial year 2015-2016 is subject to the outcome of the application for revision of the CBDT notification from prospective effect to retrospective effect. In the interim, the entire tax liability from Financial year 2014-15 till financial year 2018-19 amounting to ₹ 10,801 lakhs was provided for in the financial statements for the year ended March 31, 2020 & paid off and as such there is no contingent liability required to be disclosed.

Provident Fund: The Company is in the process of evaluating the impact of the recent Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-I/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. In the assessment of the management which is supported by legal advice, the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been made in these Financial Statements.

32 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, 2021	For the year ended March 31, 2020
Tier I capital	1,86,994	83,341
Tier II capital	5,328	2,563
Total capital	**1,92,322**	**85,904**
Risk weighted assets		
CRAR (%)	23.38%	15.06%
CRAR - Tier I capital (%)	22.73%	14.61%
CRAR - Tier II capital (%)	0.65%	0.45%
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.

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)
Notes forming part of financial statements as at and for the year ended March 31, 2021

Maturity analysis of assets and liabilities

33 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, 2021			As at March 31, 2020		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets						
Cash and cash equivalents	74,006	-	74,006	25,730	-	25,730
Loans	64,911	7,77,431	8,42,342	48,298	5,92,446	6,40,744
Investments	-	-	-	-	-	-
Other financial assets	52	-	52	11	-	11
Non-financial assets						
Income tax assets (Net)	-	8,475	8,475	-	4,243	4,243
Property, plant and equipment	-	338	338	-	620	620
Other non-financial assets	100	25	125	103	-	103
Total assets	1,39,069	7,86,269	9,25,338	74,142	5,97,309	6,71,451
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	60	-	60	47	-	47
(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	1,24,751	6,12,242	7,36,993	99,820	4,86,703	5,86,523
Borrowings (Other than debt securities)	191	51	242	175	241	416
Other financial liabilities	440	-	440	594	-	594
Non-financial Liabilities						
Provisions	28	59	87	19	-	19
Other non-financial liabilities	518	-	518	507	-	507
Total liabilities	1,25,988	6,12,352	7,38,340	1,01,162	4,86,944	5,88,106
Net	13,081	1,73,917	1,86,998	(27,020)	1,10,365	83,345

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)
Notes to financial statement for the year ended March 31, 2021

34 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, 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)	-	-	242
Trade payables	-	-	60
Other financial liabilities	-	-	440
Total financial liabilities	**-**	**-**	**7,37,735**

As at March 31, 2020	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Investments			
- Mutual fund units	-	-	-
Loans			
- Term loans	-	-	4,65,281
- Debentures and bonds	-	-	1,73,642
- Accrued interest on loans, debentures and bonds			4,384
Cash and Cash Equivalents	-	-	25,730
Other financial assets	-	-	11
Total financial assets	**-**	**-**	**6,69,048**
Financial Liabilities			
Debt Securities			
- Debentures and bonds	-	-	5,67,203
- Commercial paper	-	-	-
- Accrued interest on borrowings			19,320
Borrowings (Other than Debt securities)	-	-	416
Trade payables	-	-	47
Other financial liabilities	-	-	594
Total financial liabilities	**-**	**-**	**5,87,580**

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, 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**

As at March 31, 2020 **(₹ 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	-	-	4,63,413	4,63,413
- Debentures and bonds	4	-	-	1,72,947	1,72,947
- Accrued interest on loans, debentures and bonds	4			4,384	4,384
Total financial assets		**-**	**-**	**6,40,744**	**6,40,744**
Financial liabilities					
Debt securities					
- Debentures and bonds	11	-	-	5,67,203	5,67,203
- Commercial papers	11	-	-	-	-
	11			19,320	19,320
Total financial liabilities		**-**	**-**	**5,86,523**	**5,86,523**

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, 2021		As at March 31, 2020	
	Carrying Value	**Fair Value**	**Carrying Value**	**Fair Value**
Financial assets				
Loans				
Rupee loans	6,56,632	6,56,632	4,63,413	4,63,413
Debentures and Bonds	1,81,215	1,81,215	1,72,947	1,72,947
Accrued interest on loans, debentures and bonds	4,495	4,495	4,384	4,384
Total financial assets	**8,42,342**	**8,42,342**	**6,40,744**	**6,40,744**
Financial liabilities				
Loans				
Debt securities				
Debentures	7,12,642	7,60,363	5,67,203	5,67,203
Commercial papers	-	-	-	-
Total financial liabilities	**7,12,642**	**7,60,363**	**5,67,203**	**5,67,203**

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.

35 Financial risk management

35.1. 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.

35.2. 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.

35.3. 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.

35.3.1. 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, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Energy Generation - Wind	25%	25%	12.11%	19.21%
Energy Generation - Solar	45%	40%	33.94%	17.16%
Energy Generation - Hydro	15%	25%	0.97%	2.20%
Energy Generation - Other	25%	25%	14.52%	16.67%
Energy Transmission	25%	40%	9.97%	10.02%
Transport - Roads	-	-	8.20%	11.85%
Ports, Airports, Railways etc. (without tripartite)	25%	25%	4.59%	5.95%
Bulk Material Transportation	15%		0.84%	
Other social and commercial infrastructure	25%	40%	1.66%	1.42%
Hospitals	25%	25%	7.02%	11.97%
Education Institutions	25%	25%	3.46%	1.79%
Communication	15%	15%	2.73%	1.76%
Total			100.00%	100.00%

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, 2021	**As at March 31, 2020**	**As at March 31, 2021**	**As at March 31, 2020**
iAAA	0%	1%	0%	0%
iAA+, iAA, iAA-	40%	28%	36%	26%
iA+, iA, iA-	35%	44%	35%	44%
iBBB+	14%	15%	19%	19%
iBBB	6%	9%	9%	11%
iBBB-	4%	2%	1%	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 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.

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, 2021.

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	0.07%	0.03%	0.28%
High Safety	iAA+	0.10%	0.03%	0.37%
	iAA	0.10%	0.03%	0.37%
	iAA-	0.10%	0.03%	0.37%
Adequate Safety	iA+	0.39%	0.11%	1.23%
	iA	0.39%	0.11%	1.23%
	iA-	0.39%	0.11%	1.23%
Moderate Safety	iBBB+	2.09%	0.79%	4.85%
	iBBB	2.09%	0.79%	4.85%
	iBBB-	2.09%	0.79%	4.85%
Moderate Risk	iBB+	7.98%	4.37%	13.47%
	iBB	7.98%	4.37%	13.47%
	iBB-	7.98%	4.37%	13.47%
High Risk	iB	16.23%	10.30%	24.02%
Very High Risk	iC	34.10%	24.62%	44.72%
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.

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.

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, 2021

ECL Scenario	Assigned probabilities %	2020	2021	2022	2023	2024
Base case	50%	-10.30%	8.80%	8.00%	7.60%	7.40%
Best case	20%	-8.80%	10.30%	9.40%	9.10%	8.90%
Worst case	30%	-11.75%	7.30%	6.50%	6.20%	5.90%

Year ended March 31, 2020

ECL Scenario	Assigned probabilities %	2019	2020	2021	2022	2023
Base case	50%	1.90%	7.40%	8.20%	9.00%	9.00%
Best case	20%	4.40%	10.00%	10.70%	11.50%	11.50%
Worst case	30%	-0.66%	4.89%	5.65%	6.47%	6.47%

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 calendar years & not financials years

	Year ended March 31, 2021			Year ended March 31, 2020		
	Base case	Best case	Worst case	Base case	Best case	Worst case
Assigned probabilities %	50%	20%	30%	50%	20%	30%
ECL (₹ in lakhs)	3,558.24	1,267.13	9,052.90	1,002.64	154.80	6,756.67

Scenario weighted ECL as on March 31, 2021 is ₹ 4,748 lakhs (March 31, 2020 ₹ 2,559 lakhs).

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, 2021	As at March 31, 2020
Less than 1 year	7.73%	17.76%
More than 1 year	92.27%	82.24%

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, 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**

Term loans and debentures	As at March 31, 2020			Total
	Stage 1	Stage 2	Stage 3	
Performing				
Highest Safety	426	-	-	426
High Safety	1,69,258	-	-	1,69,258
Adequate Safety	2,83,714	-	-	2,83,714
Moderate Safety	1,89,909	-	-	1,89,909
Non- performing				
Moderate Risk	-	-	-	-
High Risk/ Very High Risk/ Default	-	-	-	-
Total	**6,43,307**	**-**	**-**	**6,43,307**

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	Fair value of collateral held
As at March 31, 2021						
Loans to corporate entities/individuals:						
- Term loans	7,05,364	4,212	41,738	2,661	6,56,752	12,29,665
- Debentures and bonds	1,82,311	1,089		101	1,81,122	3,23,625
- Accrued interest on loans, debentures and bonds	4,495	27	-	-	4,468	4,495
Total	**8,92,170**	**5,328**	**41,738**	**2,762**	**8,42,342**	**15,57,785**
As at March 31, 2020						
Loans to corporate entities/individuals:						
- Term loans	4,65,281	1,854	-	-	4,63,427	9,39,047
- Debentures and bonds	1,73,642	692	-	-	1,72,950	3,09,120
- Accrued interest on loans, debentures and bonds	4,384	17	-	-	4,366	4,384
Total	**6,43,307**	**2,563**	**-**	**-**	**6,40,744**	**12,52,551**

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 tor the same portfolio as discussed below:

(₹ in lakhs)

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**

Term loans and debentures	Year ended March 31, 2020			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	4,72,313	-	-	4,72,313
New assets originated or purchased	2,49,110	-	-	2,49,110
Assets derecognised or repaid	(78,116)	-	-	(78,116)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	**6,43,307**	**-**	**-**	**6,43,307**

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, 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**

Term loans and debentures	Year ended March 31, 2020			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	1,880	-	-	1,880
New assets originated or purchased	995	-	-	995
Assets derecognised or repaid	(313)	-	-	(313)
Net remeasurement of loss allowance	1	-	-	1
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
Closing balance	**2,563**	**-**	**-**	**2,563**

The origination of new loan assets is the primary factor that contributed to the change in the loss allowance during the period.

35.3.2. 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.

35.4. 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
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]	0.30
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.

NIIF Infrastructure Finance Limited
(Formerly known as IDFC Infrastructure Finance Limited)
Notes to financial statement for the year ended March 31, 2021

(₹ in lakhs)

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**

As at March 31, 2020	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	5,418	2,462	6,975	11,769	21,674	1,02,355	1,24,855	3,65,236	6,40,744
Total undiscounted financial assets	**5,418**	**2,462**	**6,975**	**11,769**	**21,674**	**1,02,355**	**1,24,855**	**3,65,236**	**6,40,744**
Financial liabilities									
Debt securities	2,389	10,207	1,685	10,289	75,250	2,35,900	1,94,000	56,803	5,86,523
Total undiscounted financial liabilities	**2,389**	**10,207**	**1,685**	**10,289**	**75,250**	**2,35,900**	**1,94,000**	**56,803**	**5,86,523**

NIIF Infrastructure Finance Limited
(Formerly known as IDFC Infrastructure Finance Limited)
Notes to financial statement for the year ended March 31, 2021

(₹ in lakhs)

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 deposits	% of Total Liabilities
1	22	5,18,480	Not Applicable	70.22%

(ii) Top 20 large deposits - Nil

(iii) Top 10 borrowings: ₹ 3,72,810 lakhs (represent 52.00% 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	7,36,993	99.82%

(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	Nil	Nil	Nil
(b)	Non Convertible Debentures (original maturity <1 year)	Nil	Nil	Nil
(c)	Other short term liabilities	18%	17%	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 Head Business. 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 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.

NIIF Infrastructure Finance Limited
(Formerly known as IDFC Infrastructure Finance Limited)
Notes to financial statement for the year ended March 31, 2021

(₹ 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-21		31-Dec-20		30-Sep-20		30-Jun-20	
1	Total High Quality Liquid Assets (HQLA)1	21,061	21,061	27,622	27,622	45,374	45,374	50,922	50,922
Cash Outflows									
2	Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
3	Unsecured wholesale funding			-	-	-	-	-	-
4	Secured wholesale funding	9,502	10,928	22,675	26,076	9,743	11,204	5,743	6,604
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	14,159	16,282	5,240	6,026	4,755	5,468	127	146
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	Total Cash Outflows	23,661	27,210	27,915	32,102	14,498	16,672	5,870	6,750
Cash Inflows									
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	28,048	21,036	16,597	12,448	10,925	8,194	8,235	6,176
11	Other cash inflows	23	17	22	17	33	25	50	38
12	Total Cash Inflows	28,071	21,054	16,619	12,464	10,958	8,219	8,285	6,214
			Total Adjusted Value		Total Adjusted Value		Total Adjusted Value		Total Adjusted Value
13	Total HQLA		21,061		27,622		45,374		50,922
14	Total Net Cash Outflows (Higher of inflow less outflows or 25% of outflows		6,803		19,638	3,624	8,453		1,688
15	LIQUIDITY COVERAGE RATIO (%)		310%		141%		537%		3017%

*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

35.5. 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, 2021 and March 31, 2020, 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, 2021**	**As at March 31, 2020**
Variable rate lending portfolio	65,189	1,13,471
Fixed rate loans	7,77,985	5,25,452
Total	8,43,175	6,38,923

As at the end of the reporting period, the Company had the following variable rate lending portfolio outstanding:

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%

As at March 31, 2020	**Weighted average interest rate**	**Balance**	**% of total loans**
Loans	9.76%	1,13,471	17.8%
Net exposure interest rate risk	9.76%	1,13,471	17.8%

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, 2021	**Year ended March 31, 2020**
Interest rates – increase by 100 basis points	652	1,135
Interest rates – decrease by 100 basis points	(652)	(1,135)

* 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.

35.6. 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.

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)
Notes to financial statement for the year ended March 31, 2021

36 Related party transactions

a) Holding entity

National Investment and Infrastructure Fund II

b) Associate companies

IDFC Asset Management Company Limited (till March 29, 2020)
IDFC Limited (till March 29, 2020)
Aseem Infrastructure Finance Limited (Sponsor from March 30, 2020)

c) Key management personnel

Sadashiv S. Rao - Chief Executive Officer
Sanjay Ajgaonkar - Chief Financial Officer
Amol Ranade - Company Secretary (till February 12, 2021)

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
Mr. Suresh Menon - Nominee Director, HDFC Ltd (till March 30, 2021)
Mr. Gautam Kaji - Independent Director (till July 16, 2020)

e) Transactions with related parties

The nature and volume of transactions carried out with the above related parties in the ordinary course of business is as follows:

Name of related party , nature of relationship and particulars

(₹ in lakhs)

		Year ended March 31, 2021	Year ended March 31, 2020
A	**Holding entity**		
1	**National Investment and Infrastructure Fund II**		
i	**Liabilities/Transactions**		
	Outstanding equity share capital	54,635	31,800
	Outstanding equity share premium	20,537	-
	Proceeds from issue of equity share capital during year	22,835	-
	Proceeds from issue of equity share premium during year	20,537	-

(₹ in lakhs)

		Year ended March 31, 2021	Year ended March 31, 2020
B	**Associate**		
1	**IDFC Limited (from March 12, 2019 till March 29, 2020)**		
i	**Expense**		
	Shared services cost expense (*)	-	70

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)
Notes to financial statement for the year ended March 31, 2021

(₹ in lakhs)

		Year ended March 31, 2021	Year ended March 31, 2020
2	**IDFC Asset Management Company Limited (from March 12, 2019 till March 29, 2020)**		
i	**Expense**		
	Shared services cost expense (*)	-	26
3	**Aseem Infrastructure Finance Limited (from March 30, 2020)**		
i	**Income**		
	Shared services cost recovery (*)	91	-
ii	**Reimbursement**		
	Deputation Cost (*)	15	
iii	**Liabilities/Transactions**		
	Outstanding equity share capital	30,938	16,200
	Outstanding equity share premium	13,890	-
	Proceeds from issue of equity share capital during year	14,738	-
	Proceeds from issue of equity share premium during year	13,890	-
iv	**Assets/Transactions**		
	Dues against reimbursement of costs (*)	5	7
	Recovery against Shared Service Cost (*)	41	-

(*) The amounts exclude Goods and Services tax expensed out in the statement of profit and Loss

C Remuneration to Key management personnel: (₹ in lakhs)

Particulars of Remuneration to Key management	**Year ended March 31, 2021**	**Year ended March 31, 2020**
Sadashiv S Rao - Chief Executive Officer	325	243
Sanjay Ajgaonkar - Chief Financial Officer	101	100
Amol Ranade - Company Secretary (till February 12, 2021)	36	28
Total	**462**	**371**

D Director sitting fees: (₹ in lakhs)

Particulars of Director sitting fees	**Year ended March 31, 2021**	**Year ended March 31, 2020**
Ms. Ritu Anand - Independent Director	7	5
Mr. Ashwini Kumar - Independent Director	3	-
Mr. Gautam Kaji - Independent Director (till July 16, 2020)	2	2
Total	**12**	**7**

37 The outbreak of COVID–19 virus which was declared a global pandemic by the World Health Organisation on March 11, 2020 continues to spread across the globe including India, resulting in significant volatility in financial markets and a significant decrease in global and India's economic activities.

The pandemic has impacted lending business, fee income, collection efficiency etc. which in turn may impact customer defaults and consequently impairment allowance. Amongst the various measures announced to mitigate the economic impact arising from the pandemic, the Reserve Bank of India issued circulars dated March 27, 2020 and May 23, 2020 allowing lending institutions to offer a moratorium to borrowers on payment of instalments falling due between March 01, 2020 and August 31, 2020. The Company's Board of Directors approved a policy to offer moratorium to its borrowers in accordance with RBI circular dated August 06, 2020 - "Resolution Framework for Covid-19 related stress". 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 as the Company has not experienced any significant disruptions due to this pandemic and has considered any 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, results of operations, financial position and cash flows will depend on future developments which remains highly uncertain, including, among other things, any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of the financial assets.. The Company is closely monitoring any material changes to future economic conditions and resultant impacts, if any, on the expected credit loss provisions.

In order to mitigate the burden of debt servicing brought about by disruptions on account of COVID-19 pandemic and to ensure the continuity of viable businesses, RBI through its circulars dated March 27, 2020 and April 17, 2020, permitted lending institutions to grant a moratorium, on the payment of instalments and / or interest, falling due between March 1, 2020 and May 31, 2020, to their borrowers classified as standard even If overdue, as on February 29, 2020. This period was extended by RBI till August 31, 2020 through its circular dated May 23, 2020. The Company accordingly extended the moratorium option to its borrowers in accordance with its Board approved polices. For all such accounts where the moratorium is granted, the asset classification shall remain standard during the moratorium period .

Particulars	**As at March 31, 2021**
Amounts in SMA/overdue categories, where the moratorium/deferment was extended	-
Amount where asset classification benefits are	-
Provision created*	-
Less: Provisions adjusted against slippages*	-
Residual provisions*	-

(*) As per Ind AS 109

38 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, 2021	As at March 31, 2020
i) CRAR (%)	23.38%	15.06%
ii) CRAR - Tier I Capital (%)	22.73%	14.61%
iii) CRAR - Tier II Capital (%)	0.65%	0.45%
iv) Amount of Subordinated Debt considered as Tier-II Capital	-	-
v) Amount raised by issue of Perpetual Debt Instruments	-	-

Capital adequacy as of 31 March 2020 has been restated based on the revised classification of PPP loan assets

(b) Details of Investments are set out below:

			As at March 31, 2021	As at March 31, 2020
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, 2021		As at March 31, 2020	
	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, 2021 and as at March 31, 2020.

(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, 2021 and as at March 31, 2020.

(i) Details of Single Borrower Limit and Borrower Group Limit exceeded by the Company

During the years ended March 31, 2021 and March 31, 2020, 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, 2021 net of provision (*)	As at March 31, 2020 net of provision (*)
1	Related parties		
(a)	Subsidiaries	-	-
(b)	Companies in the same group	-	-
(c)	Other related parties	-	-
2	Other than related parties	8,42,342	6,40,744
	Total	**8,42,342**	**6,40,744**

(*) 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, 2021 there was no penalty imposed by the RBI and other regulators (Previous Year ₹ Nil).

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)
Notes to financial statement for the year ended March 31, 2021

	As at March 31, 2021	(₹ in lakhs) As at March 31, 2020
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	5,328	2,563
	5,328	**2,563**

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	8,47,670	5,328	8,42,342	3,391	1,937
	Stage 2	-	-	-	-	-
Subtotal		**8,47,670**	**5,328**	**8,42,342**	**3,391**	**1,937**
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**	**8,47,670**	**5,328**	**8,42,342**	**3,391**	**1,937**
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	**8,47,670**	**5,328**	**8,42,342**	**3,391**	**1,937**

(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

	As at March 31, 2021	(₹ in lakhs) As at March 31, 2020
Total Advances to twenty largest borrowers/ customers	3,74,942	3,06,032
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	44.23%	47.9%

(q) Concentration of Exposures

	As at March 31, 2021	(₹ in lakhs) As at March 31, 2020
Total Exposure to twenty largest borrowers / customers	3,82,989	3,06,032
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	42.92%	47.9%

(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, 2021

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, 2020

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, 2021	For the year ended March 31, 2020
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.

39 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.

40 Comparative numbers of March 2020 is audited by another firm of Chartered Accountants.

41 In accordance with the instructions as per RBI circular dated April 07, 2021, the Company shall refund/adjust "Interest on interest" to all borrowers during the moratorium period, irrespective of whether moratorium has been fully or partially availed , or not availed. Pursuant to this instructions, and as per the methodology for calculation of the amount such "interest on interest", the Company has recognised a charge in its Statement of Profit and Loss for the year ended March 31, 2021 and provided for amount of ₹ 45.24 lakhs to be credited or adjusted against customer balance, in case customers account has been closed with the Company, the same shall be refunded to the customers in due course of time.

42 Frauds reported during the year- Nil (Previous year Nil)

43 There are no contingent liabilities as of March 31, 2021 (Previous year Nil)

44 Previous year figures have been regrouped/reclassified wherever necessary to correspond with those of the current year's classification/disclosure.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

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

per Rutushtra Patell
Partner
Membership Number : 123596

Surya Prakash Rao Pendyala
Chairman

Rajiv Dhar
Director

Place : Mumbai
Date : May 19, 2021

Sadashiv S Rao
Chief Executive Officer

Sanjay Ajgaonkar
Chief Financial Officer

LODHA
&CO
CHARTERED ACCOUNTANTS

6, Karim Chambers, 40, A, Doshi Marg, (Hamam Street),
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.

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

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.

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

(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.

LODHA & CO. MUMBAI-01 Chartered Accountants

(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.

(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

(₹ in lakhs)

	Note No.	As at March 31, 2022	As at March 31, 2021
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

NIIF Infrastructure Finance Limited Mumbai

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.

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.

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).

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)	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.

LODHA & CO. MUMBAI-01 Chartered Accountants

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, 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

LODHA & CO. MUMBAI-01 Chartered Accountants

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.

NIIF Infrastructure Finance Limited
Mumbai

LODHA & CO.
MUMBAI-01
Chartered Accountants

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes forming part of financial statements as at and for the year ended March 31, 2022

1 Cash and cash equivalents

	As at March 31, 2022	As at March 31, 2021
		(₹ in lakhs)
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)

	As at March 31, 2022	As at March 31, 2021
		(₹ in lakhs)
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**

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

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.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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

Intangible assets under development	**March 31,2022**	**March 31,2021**
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	-	-	-	-	-

NIIF INFRASTRUCTURE FINANCE LIMITED

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

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

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**

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, 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%
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

(*) Represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

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'

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, 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**

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, 2022

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**

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

(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

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

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

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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

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, 2022

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

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

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.

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, 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

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes to financial statement for the year ended March 31, 2022

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**

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

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%

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

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.

Infrastructure Finance Limited Mumbai NIIF

LODHA & CO. MUMBAI-01 Chartered Accountants

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.

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

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.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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).

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

Notes to financial statement for the year ended March 31, 2022

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**

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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.

NIIF Infrastructure Finance Limited ☆ Mumbai

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

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.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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.

NIIF Infrastructure Finance Limited ☆ Mumbai

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

(₹ 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**

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

NIIF Infrastructure Finance Limited ☆ Mumbai

NIIF Infrastructure Finance Limited

Notes to financial statement for the year ended March 31, 2022

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.

MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

NIIF Infrastructure Finance Limited

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

MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

NIIF Infrastructure Finance Limited Mumbai

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

NIIF INFRASTRUCTURE FINANCE LIMITED

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.	-	-

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

Infrastructure Finance Limited NIIF Mumbai

NIIF INFRASTRUCTURE FINANCE LIMITED

Notes to financial statement for the year ended March 31, 2022

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).

LODHA & CO. MUMBAI-01 Chartered Accountants

Infrastructure Finance Limited Mumbai

(₹ 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)

LODHA & CO. MUMBAI-01 Chartered Accountants

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

Place: Mumbai
Date: 6th May,2022

Ankit Sheth
Company Secretary

NIIF Infrastructure Finance Limited ★ Mumbai

LODHA & CO. ★ MUMBAI-01 ★ Chartered Accountants

Annexure IV

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

	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.

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

- 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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

(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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

(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.

LODHA & CO. MUMBAI-01 Chartered Accountants

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

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

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. MUMBAI 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

M. P. CHITALE & CO. MUMBAI C.A.

Place: Mumbai
Date: April 28, 2023

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 Pendya
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: 26th 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

Infrastructure Finance Limited Mumbai NIIF

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**	**184.65**	-	-
Issued during the year	14	-	-	25,70,69,408	694.09
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**

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	-	45.62	-	(45.62)	-	-
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**	**522.95**	**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**	**1,630.71**

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

LODHA & CO. MUMBAI-01 Chartered Accountants

Place: Mumbai
Date: 28th April,2023

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.

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

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2023

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.

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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.

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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

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 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**

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 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.

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 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	0.06	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	0.39	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 Improvements	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	-	0.41	4.85	3.23	1.61	-	4.85	-
Total	5.25	-	0.41	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	-	0.85
Risk Assessment Software	0.28	-
Total Intangible assets under development	0.28	0.85

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	0.85	-	-	-	0.85
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	-	-	-	-	-	-	-	-	-

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 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**

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 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**

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 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

Equity shares	As at March 31, 2023		As at March 31, 2022	
	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%
(*) 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%	25,70,69,408	100.00%
(*) Represented by and acting through the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India				

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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	762.78	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	**762.78**	**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'

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 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**

(₹ in Crs)

18 Fees and commission expense	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**

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 for the year ended March 31, 2023

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

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

(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.

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

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

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

v) Sensitivity (₹ in Crs)

Gratuity

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

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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**	-

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

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

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

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.

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

LODHA & CO. MUMBAI-01 Chartered Accountants

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

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

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**

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI

NIIF Infrastructure Finance Limited Mumbai

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%	8.26%	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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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.

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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).

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%	11.06%	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).

LODHA & CO. MUMBAI-01 Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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

LODHA & CO. MUMBAI-01 Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

NIIF Infrastructure Finance Limited Mumbai

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.

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

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.

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

(₹ in Crs)

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**

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

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.

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

(₹ In Crs)

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	396.69	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

M. P. CHITALE & CO. MUMBAI C.A.

LODHA & CO. MUMBAI-01 Chartered Accountants

Infrastructure Finance Limited Mumbai

Notes forming part of financial statements as at and for the year ended March 31, 2023

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	-	-	-	-	-	-	-	183.86	-	-	-	-	-	-	-	-	-	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	502.56

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

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

			As at March 31, 2023	As at March 31, 2022
(b)	**Details of investments are set out below:**			
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.

		As at March 31, 2023 net of provision	As at March 31, 2022 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	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

Notes forming part of financial statements as at and for the year ended March 31, 2023

(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, 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)

Name of the Joint Venture/ Subsidiary	For the year ended March 31, 2023		
	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, 2022		
	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

Annexure V

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	-	-	-	-	-	-	-	183.66	-	-	-	-	-	-	-	-	-	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	4.65	-	-	0.41	0.16	-	-	7.65	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 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	18,366	-

(*) 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

NIIF INFRASTRUCTURE FINANCE LIMITED
(Formerly known as IDFC Infrastructure Finance Limited)
Notes to financial statement for the year ended March 31, 2021

36 Related party transactions

a) Holding entity

National Investment and Infrastructure Fund II

b) Associate companies

IDFC Asset Management Company Limited (till March 29, 2020)
IDFC Limited (till March 29, 2020)
Aseem Infrastructure Finance Limited (Sponsor from March 30, 2020)

c) Key management personnel

Sadashiv S. Rao - Chief Executive Officer
Sanjay Ajgaonkar - Chief Financial Officer
Amol Ranade - Company Secretary (till February 12, 2021)

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
Mr. Suresh Menon - Nominee Director, HDFC Ltd (till March 30, 2021)
Mr. Gautam Kaji - Independent Director (till July 16, 2020)

e) Transactions with related parties

The nature and volume of transactions carried out with the above related parties in the ordinary course of business is as follows:

Name of related party , nature of relationship and particulars

(₹ in lakhs)

	Year ended March 31, 2021	Year ended March 31, 2020
A Holding entity		
1 National Investment and Infrastructure Fund II		
i Liabilities/Transactions		
Outstanding equity share capital	54,635	31,800
Outstanding equity share premium	20,537	-
Proceeds from issue of equity share capital during year	22,835	-
Proceeds from issue of equity share premium during year	20,537	-

(₹ in lakhs)

	Year ended March 31, 2021	Year ended March 31, 2020
B Associate		
1 IDFC Limited (from March 12, 2019 till March 29, 2020)		
i Expense		
Shared services cost expense (*)	-	70

DNBS4BIRS - Statement of Interest Rate Sensitivity (IRS)

Annexure VI

All Monetary Items present in this return shall be reported in ₹ Lakhs Only

Table 3: Statement of Interest Rate Sensitivity (IRS)

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	Non-sensitive	Total
		X010	X020	X030	X040	X050	X060	X070	X080	X090	X100	X110	X120
A. Liabilities (OUTFLOW)													
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	0.00	1,90,901.92	1,90,901.92
(i) Equity	Y020	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,90,901.92	1,90,901.92
(ii) Perpetual 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	0.00
(iii) Non-perpetual 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	0.00
(iv) Others (Please furnish, if any)	Y050	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2.Reserves & surplus (i+ii+iii+iv+v+vi+vii+viii+ix+x+xi+xii+xiii)	Y060	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,53,071.33	1,53,071.33
(i) Share Premium Account	Y070	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	54,759.30	54,759.30
(ii) General Reserves	Y080	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	87.57	87.57
(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	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	0.00	19,941.11	19,941.11
(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	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	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	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	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	0.00
(x) Revaluation Reserves	Y160	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
viii.1 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	0.00
viii.2 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	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	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	0.00	3.95	3.95
(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	0.00	78,279.40	78,279.40
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	0.00
4.Bonds & Notes (a+b+c)	Y230	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a) Fixed rate plain vanilla including zero coupons	Y240	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Instruments with embedded options	Y250	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Floating rate instruments	Y260	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5.Deposits	Y270	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Term Deposits/ Fixed 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	0.00
(a) Fixed rate	Y290	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b)Floating rate	Y300	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6.Borrowings (i+ii+iii+iv+v+vi+vii+viii+ix+x+xi+xii)	Y310	0.00	0.00	0.00	6,000.00	0.00	21,700.00	46,200.00	2,87,000.00	9,17,700.00	1,73,978.10	42,403.15	14,94,981.25
(i) Bank borrowings	Y320	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a) Bank Borrowings in the nature of Term money borrowings	Y330	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
I. Fixed rate	Y340	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
II. Floating rate	Y350	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Bank Borrowings in the nature of WCDL	Y360	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
I. Fixed rate	Y370	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
II. Floating rate	Y380	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Bank Borrowings in the nature of Cash Credits (CC)	Y390	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
I. Fixed rate	Y400	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
II. Floating rate	Y410	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Bank Borrowings in the nature of Letter of Credits(LCs)	Y420	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
I. Fixed rate	Y430	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
II. Floating rate	Y440	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Bank Borrowings in the nature of ECBs	Y450	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
I. Fixed rate	Y460	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
II. Floating rate	Y470	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Inter Corporate Debts (other than related parties)	Y480	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
I. Fixed rate	Y490	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
II. Floating rate	Y500	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Loan from Related Parties (including ICDs)	Y510	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
I. Fixed rate	Y520	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
II. Floating rate	Y530	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Corporate Debts	Y540	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
I. Fixed rate	Y550	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
II. Floating rate	Y560	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(v) Commercial Papers	Y570	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Of which; (a) Subscribed by Mutual Funds	Y580	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Subscribed by Banks	Y590	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Subscribed by NBFCs	Y600	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Subscribed by Insurance Companies	Y610	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Subscribed by Pension Funds	Y620	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Subscribed by Retail Investors	Y630	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y640	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Non - Convertible Debentures (NCDs) (A+B)	Y650	0.00	0.00	0.00	6,000.00	0.00	21,700.00	46,200.00	2,87,000.00	9,17,700.00	1,73,978.10	42,403.15	14,94,981.25
A. Fixed rate	Y660	0.00	0.00	0.00	6,000.00	0.00	21,700.00	46,200.00	2,87,000.00	9,17,700.00	1,73,978.10	42,403.15	14,94,981.25
Of which; (a) Subscribed by Mutual Funds	Y670	0.00	0.00	0.00	0.00	0.00	0.00	27,500.00	11,200.00	5,000.00	0.00	652.49	44,352.49
(b) Subscribed by Banks	Y680	0.00	0.00	0.00	0.00	0.00	500.00	17,500.00	1,68,670.00	5,50,900.00	0.00	20,992.77	7,58,562.77
(c) Subscribed by NBFCs	Y690	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Subscribed by Insurance Companies	Y700	0.00	0.00	0.00	6,000.00	0.00	4,500.00	0.00	64,500.00	1,63,500.00	56,168.41	7,993.15	3,02,661.56
(e) Subscribed by Pension Funds	Y710	0.00	0.00	0.00	0.00	0.00	10,660.00	1,200.00	35,620.00	1,88,990.00	1,02,610.61	11,782.57	3,50,863.18
(f) Subscribed by Retail Investors	Y720	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y730	0.00	0.00	0.00	0.00	0.00	6,040.00	0.00	7,010.00	9,310.00	15,199.08	982.17	38,541.25
B. Floating rate	Y740	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Of which; (a) Subscribed by Mutual Funds	Y750	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Subscribed by Banks	Y760	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Subscribed by NBFCs	Y770	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Subscribed by Insurance Companies	Y780	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Subscribed by Pension Funds	Y790	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

(f) Subscribed by Retail Investors	Y800	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y810	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vii) Convertible Debentures (A+B)	Y820	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
A. Fixed rate	Y830	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Of which; (a) Subscribed by Mutual Funds	Y840	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Subscribed by Banks	Y850	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Subscribed by NBFCs	Y860	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Subscribed by Insurance Companies	Y870	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Subscribed by Pension Funds	Y880	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Subscribed by Retail Investors	Y890	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y900	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
B. Floating rate	Y910	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Of which; (a) Subscribed by Mutual Funds	Y920	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Subscribed by Banks	Y930	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Subscribed by NBFCs	Y940	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Subscribed by Insurance Companies	Y950	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Subscribed by Pension Funds	Y960	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Subscribed by Retail Investors	Y970	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) Others (Please specify)	Y980	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(viii) Subordinate Debt	Y990	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ix) Perpetual Debt Instrument	Y1000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(x) Borrowings From Central Government / State Government	Y1010	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xi) Borrowings From Public Sector Undertakings (PSUs)	Y1020	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xii) Other Borrowings	Y1030	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
7.Current Liabilities & Provisions (i+ii+iii+iv+v+vi+vii+viii)	Y1040	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,580.72	13,580.72
(i) Sundry creditors	Y1050	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Expenses payable	Y1060	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	568.13	568.13
(iii) Advance income received from borrowers pending adjustment	Y1070	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	237.79	237.79
(iv) Interest payable on deposits and borrowings	Y1080	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(v) Provisions for Standard Assets	Y1090	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,487.63	12,487.63
(vi) Provisions for NPAs	Y1100	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vii) Provisions for Investment Portfolio (NPI)	Y1110	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(viii) Other Provisions (Please Specify)	Y1120	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	287.17	287.17
8.Repos / Bills Rediscounted	Y1130	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9.Statutory Dues	Y1140	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
10.Unclaimed Deposits (i+ii)	Y1150	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Pending for less than 7 years	Y1160	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Pending for greater than 7 years	Y1170	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11.Any other Unclaimed Amount	Y1180	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12.Debt Service Realisation Account	Y1190	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13.Others	Y1200	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	594.59	594.59
14. Total Outflows account of OBS items (OO)(Details to be given in Table 4 below)	Y1210	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
A. TOTAL OUTFLOWS (1 to 14)	Y1220	0.00	0.00	0.00	6,000.00	0.00	21,700.00	46,200.00	2,87,000.00	9,17,700.00	1,73,978.10	4,00,551.71	18,53,129.81
A1. Cumulative Outflows	Y1230	0.00	0.00	0.00	6,000.00	6,000.00	27,700.00	73,900.00	3,60,900.00	12,78,600.00	14,52,578.10	18,53,129.81	18,53,129.81
B. INFLOWS													
1. Cash	Y1240	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2. Remittance in transit	Y1250	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3.Balances with Banks (i+ii+iii)	Y1260	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	53,358.26	53,358.26
(i) Current account	Y1270	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,140.86	1,140.86
(ii) In deposit accounts, and other placements	Y1280	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	52,217.40	52,217.40
(iii) Money at Call & Short Notice	Y1290	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4.Investments (net of provisions) (i+ii+iii+iv+v+vi+vii) (Under various categories as detailed below)	Y1300	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Fixed Income Securities	Y1310	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a)Government Securities	Y1320	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Zero Coupon Bonds	Y1330	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Bonds	Y1340	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Debentures	Y1350	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Cumulative Redeemable Preference Shares	Y1360	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Non-Cumulative Redeemable Preference Shares	Y1370	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g) Others (Please Specify)	Y1380	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Floating rate securities	Y1390	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a)Government Securities	Y1400	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Zero Coupon Bonds	Y1410	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Bonds	Y1420	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Debentures	Y1430	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Cumulative Redeemable Preference Shares	Y1440	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Non-Cumulative Redeemable Preference Shares	Y1450	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g) Others (Please Specify)	Y1460	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Equity Shares	Y1470	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Convertible Preference Shares	Y1480	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(v) In shares of Subsidiaries / Joint Ventures	Y1490	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vi) In shares of Venture Capital Funds	Y1500	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vii) Others	Y1510	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5.Advances (Performing)	Y1520	0.00	0.00	1,746.11	2,609.39	20,046.88	25,398.70	56,875.84	2,50,492.99	2,49,938.23	11,74,961.15	0.00	17,82,069.29
(i) Bills of exchange and promissory notes discounted & rediscounted	Y1530	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Term loans	Y1540	0.00	0.00	1,746.11	2,609.39	20,046.88	25,398.70	56,875.84	2,50,492.99	2,49,938.23	11,74,961.15	0.00	17,82,069.29
(a) Fixed Rate	Y1550	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Floating Rate	Y1560	0.00	0.00	1,746.11	2,609.39	20,046.88	25,398.70	56,875.84	2,50,492.99	2,49,938.23	11,74,961.15	0.00	17,82,069.29
(iii) Corporate loans/short term loans	Y1570	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(a) Fixed Rate	Y1580	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Floating Rate	Y1590	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6.Non-Performing Loans (i+ii+iii)	Y1600	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Sub-standard Category	Y1610	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Doubtful Category	Y1620	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Loss Category	Y1630	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
7.Assets on Lease	Y1640	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	27.50	27.50
8.Fixed assets (excluding assets on lease)	Y1650	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	623.10	623.10
9.Other Assets (i+ii)	Y1660	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,051.66	17,051.66
(i) Intangible assets & other non-cash flow items	Y1670	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Other items (e.g. accrued income, other receivables, staff loans, etc.)	Y1680	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,051.66	17,051.66
10.Statutory Dues	Y1690	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

11.Unclaimed Deposits (i+ii)	Y1700	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Pending for less than 7 years	Y1710	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Pending for greater than 7 years	Y1720	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12.Any other Unclaimed Amount	Y1730	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13.Debt Service Realisation Account	Y1740	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14.Total Inflow account of OBS items (OI)(Details to be given in Table 4 below)	Y1750	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
B. TOTAL INFLOWS (B) (Sum of 1 to 14)	Y1760	0.00	0.00	1,746.11	2,609.39	20,046.88	25,398.70	56,875.84	2,50,492.99	2,49,938.23	11,74,961.15	71,060.52	18,53,129.81
C. Mismatch (B - A)	Y1770	0.00	0.00	1,746.11	-3,390.61	20,046.88	3,698.70	10,675.84	-36,507.01	-6,67,761.77	10,00,983.05	-3,29,491.19	0.00
D. Cumulative mismatch	Y1780	0.00	0.00	1,746.11	-1,644.50	18,402.38	22,101.08	32,776.92	-3,730.09	-6,71,491.86	3,29,491.19	0.00	0.00
E. Mismatch as % of Total Outflows	Y1790	0.00%	0.00%	0.00%	-56.51%	0.00%	17.04%	23.11%	-12.72%	-72.76%	575.35%	-82.26%	0.00%
F. Cumulative Mismatch as % of Cumulative Total Outflows	Y1800	0.00%	0.00%	0.00%	-27.41%	306.71%	79.79%	44.35%	-1.03%	-52.52%	22.68%	0.00%	0.00%

DNBS4BStructuralLiquidity - Statement of Structural Liquidity

Annexure VI

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	1,90,901.92	1,90,901.92	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	1,90,901.92	1,90,901.92	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+xiii)	Y060	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,53,071.33	1,53,071.33	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	54,759.30	54,759.30	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	19,941.11	19,941.11	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	3.95	3.95	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	78,279.40	78,279.40	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	4,854.77	8,835.52	3,321.33	45,920.16	53,371.35	2,87,000.00	9,17,700.00	1,73,978.12	14,94,981.25	Audited		1,212.45	0.00	14,528.26
(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	4,854.77	8,835.52	3,321.33	45,920.16	53,371.35	2,87,000.00	9,17,700.00	1,73,978.12	14,94,981.25	Audited		1,212.45	0.00	14,528.26
A. Secured (a+b+c+d+e+f+g)	Y530	0.00	0.00	4,854.77	8,835.52	3,321.33	45,920.16	53,371.35	2,87,000.00	9,17,700.00	1,73,978.12	14,94,981.25	Audited		1,212.45	0.00	14,528.26
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	3,682.55	1,650.82	2,158.77	11,028.70	20,471.93	1,68,670.00	5,50,900.00	0.00	7,58,562.77	Audited		0.00	0.00	6,783.90
(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	193.82	0.00	0.00	162.15	27,796.52	11,200.00	5,000.00	0.00	44,352.49	Audited		1,212.45	0.00	0.00
(e) Subscribed by Insurance Companies	Y580	0.00	0.00	467.80	6,330.16	331.13	8,745.82	2,618.21	64,500.00	1,63,500.00	56,168.44	3,02,661.56	Audited		0.00	0.00	3,008.14
(f) Subscribed by Pension Funds	Y590	0.00	0.00	510.60	779.84	831.43	19,154.51	2,366.20	35,620.00	1,88,990.00	1,02,610.60	3,50,863.18	Audited		0.00	0.00	3,810.05
(g) Others (Please specify)	Y600	0.00	0.00	0.00	74.70	0.00	6,828.98	118.49	7,010.00	9,310.00	15,199.08	38,541.25	Audited		0.00	0.00	926.17
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	168.57	0.00	237.79	686.73	0.00	0.00	0.00	0.00	0.00	12,487.63	13,580.72	Audited		64.67	0.00	0.00
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	168.57	0.00	0.00	399.56	0.00	0.00	0.00	0.00	0.00	0.00	568.13	Audited		64.67	0.00	0.00
(c) Advance income received from borrowers pending adjustment	Y960	0.00	0.00	237.79	0.00	0.00	0.00	0.00	0.00	0.00	0.00	237.79	Audited		0.00	0.00	0.00
(d) Interest payable on deposits and borrowings	Y970	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) Provisions for Standard Assets	Y980	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,487.63	12,487.63	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	287.17	0.00	0.00	0.00	0.00	0.00	0.00	287.17	Audited		0.00	0.00	0.00
8.Statutory Dues	Y1020	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
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	594.59	0.00	0.00	594.59	Audited		0.00	0.00	0.00
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	168.57	0.00	5,092.56	9,522.25	3,321.33	45,920.16	53,371.35	2,87,594.59	9,17,700.00	5,30,439.00	18,53,129.81	Audited		1,277.12	0.00	14,528.26
A1. Cumulative Outflows	Y1260	168.57	168.57	5,261.13	14,783.38	18,104.71	64,024.87	1,17,396.22	4,04,990.81	13,22,690.81	18,53,129.81	18,53,129.81	Audited		1,277.12	1,277.12	15,805.38
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		0.00	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	22,935.63	30,422.63	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	53,358.26	Audited		50,258.91	10,131.80	0.00
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	1,140.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,140.86	Audited		1,336.66	0.00	0.00
b) Deposit Accounts /Short-Term Deposits (As per residual maturity)	Y1310	21,794.77	30,422.63	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	52,217.40	Audited		48,922.25	10,131.80	0.00

4.Investments (i+ii+iii+iv+v)	Y1320	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)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	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) Current	Y1350	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) 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		0.00	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		0.00	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	0.00	0.00	1,746.11	2,609.39	20,046.88	25,398.70	56,875.84	2,50,492.99	2,49,938.23	11,74,961.15	17,82,069.29	Audited		0.00	0.00	19,162.99
(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	0.00	0.00	1,746.11	2,609.39	20,046.88	25,398.70	56,875.84	2,50,492.99	2,49,938.23	11,74,961.15	17,82,069.29	Audited		0.00	0.00	19,162.99
(a) Through Regular Payment Schedule	Y1450	0.00	0.00	1,746.11	2,609.39	20,046.88	25,398.70	56,875.84	2,50,492.99	2,49,938.23	11,74,961.15	17,82,069.29	Audited		0.00	0.00	19,162.99
(b) Through Bullet Payment	Y1460	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) Interest to be serviced through regular schedule	Y1470	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) Interest to be serviced to be in Bullet Payment	Y1480	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.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	0.00	0.00	27.50	27.50	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	623.10	623.10	Audited		0.00	0.00	0.00
9. Other Assets :	Y1580	0.00	2,286.67	0.00	0.00	0.00	0.00	0.00	0.00	14,764.99	0.00	17,051.66	Audited		0.00	6,130.50	0.00
(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	0.00	0.00	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	2,119.25	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,119.25	Audited		0.00	5,898.39	0.00
(c) Others	Y1610	0.00	167.42	0.00	0.00	0.00	0.00	0.00	0.00	14,764.99	0.00	14,932.41	Audited		0.00	232.11	0.00
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	22,935.63	32,709.30	1,746.11	2,609.39	20,046.88	25,398.70	56,875.84	2,50,492.99	2,64,703.22	11,75,611.75	18,53,129.81	Audited		50,258.91	16,262.30	19,162.99
C. Mismatch (B - A)	Y1820	22,767.06	32,709.30	-3,346.45	-6,912.86	16,725.55	-20,521.46	3,504.49	-37,101.60	-6,52,996.78	6,45,172.75	0.00	Audited		48,981.79	16,262.30	4,634.73
D. Cumulative Mismatch	Y1830	22,767.06	55,476.36	52,129.91	45,217.05	61,942.60	41,421.14	44,925.63	7,824.03	-6,45,172.75	0.00	0.00	Audited		48,981.79	65,244.09	69,878.82
E. Mismatch as % of Total Outflows	Y1840	13506.00%	0.00%	-65.71%	-72.60%	503.58%	-44.69%	6.57%	-12.90%	-71.16%	121.63%	0.00%	Audited		3835.33%	0.00%	31.90%
F. Cumulative Mismatch as % of Cumulative Total Outflows	Y1850	13506.00%	32909.98%	990.85%	305.86%	342.14%	64.70%	38.27%	1.93%	-48.78%	0.00%	0.00%	Audited		3835.33%	5108.69%	442.12%

NIIF IFL INFRASTRUCTURE FINANCING

Annexure VII (Part A)

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 APRIL 28, 2023, AT 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 SHELF PLACEMENT MEMORANDUM:

"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") be and is hereby 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. 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 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 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 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 to the Finance Committee of the Company to issue the securities on private placement basis, 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 and do all such activities which are required to be done with respect to issuance of NCDs on private placement basis.

RESOLVED FURTHER THAT the consent of the Board is hereby granted to the Finance Committee of the Company or the officials of the Company authorized by Finance Committee of the Company 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.

NIIF Infrastructure Finance Limited Mumbai

NIIF IFL INFRASTRUCTURE FINANCING

RESOLVED FURTHER THAT the consent of the Board is hereby granted to the Finance Committee of the Company or officials of the Company as may be authorized by the Finance Committee of the Company from time to time to negotiate, execute, file, register, and deliver any documents, agreements , instruments, deeds (including mortgage deed), 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 any of the Directors of the Company, Chief Executive Officer of the Company, Company Secretary of the Company are hereby severally authorized to take all necessary steps to give effect to the above resolution and also to inform about the above to the statutory/ regulatory authority/ies and to file requisite forms and returns with the Registrar of Companies (ROC), Stock Exchange(s) and to do all such acts, deeds and things as may be necessary proper and expedient to give effect to this resolution."

For NIIF Infrastructure Finance Limited

Ankit Sheth
Company Secretary
Membership No.: A27521

NIIF Infrastructure Finance Limited * Mumbai

June 14, 2023

NIIF IFL INFRASTRUCTURE FINANCING

Annexure VII (Part B)

CERTIFIED TRUE COPY OF THE CIRCULAR RESOLUTION NO. 03/2023-24 PASSED BY THE FINANCE COMMITTEE OF NIIF INFRASTRUCTRE FINANCE LIMITED ("NIIFIFL" & "THE COMPANY") ON WEDNESDAY, JUNE 14, 2023.

DELEGATION OF POWER TO AUTHORIZED REPRESENTATIVES OF THE COMPANY FOR ISSUANCE OF DEBT SECURITIES ON A PRIVATE PLACEMENT BASIS:

"**RESOLVED THAT** pursuant to the resolution passed by the Board April 28, 2023 and the Extra-ordinary General Meeting of the Company held on June 6, 2023, the consent of the 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 and file shelf prospectus/offer documents, for an amount of upto Rs. 30,000 Crores (Rupees Thirty Thousand Crores Only).

RESOLVED FURTHER THAT any two of the following authorized representatives:

1. Mr. Shiva Rajaraman, Chief Executive Officer;
2. Mr. Debabrata Mukherjee, Chief Business Officer;
3. Mr. Srinivas Upadhyayula, Chief Compliance Officer & General Counsel
4. Mr. Dhananjay Yellurkar, Chief Risk Officer;
5. Mr. V. Narayanan Iyer, Chief Financial Officer;
6. Mr. Amit Ruparelia, 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 resolution including appointments of Rating Agencies, Registrars and transfer agents, Arranger, appointments of depositories and approving buyback of Debentures.

RESOLVED FURTHER THAT any one of the following authorized representatives:

1. Mr. Shiva Rajaraman, Chief Executive Officer;
2. Mr. Debabrata Mukherjee, Chief Business Officer;
3. Mr. Srinivas Upadhyayula, Chief Compliance Officer & General Counsel;
4. Mr. Dhananjay Yellurkar, Chief Risk Officer;
5. Mr. V. Narayanan Iyer, Chief Financial Officer;
6. Mr. Amit Ruparelia, Director-Resources;
7. Mr. Atul Kulkarni, Director–Business;
8. Mr. Sourabh Shrivastava, Director–Business;
9. Mr. Ankit Sheth – Company Secretary;
10. 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, 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 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 and deal with regulatory authorities including but not limited to filing of security

NIIF Infrastructure Finance Limited Mumbai

NIIF IFL INFRASTRUCTURE FINANCING

creation documents with the concerned 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 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 Debentures, security creation, dematerialization of the Debentures 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 Debentures 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

Ankit Sheth
Company Secretary
Membership No. A27521

NIIF Infrastructure Finance Limited * Mumbai

Dated: June 14, 2023

NIIF IFL INFRASTRUCTURE FINANCING

Annexure VIII (Part A)

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF NIIF INFRASTRUCTRE FINANCE LIMITED ("NIIFIFL" & "THE COMPANY") AT THEIR EXTRA-ORDINARY GENERAL MEETING HELD ON JUNE 6, 2023, 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, 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 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 (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on a private placement basis, for an amount of Rs. 30,000 Crores (Rupees Thirty Thousand Crore Only).

RESOLVED FURTHER THAT the abovementioned issuances of NCDs 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 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 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, be and are hereby severally authorised 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 be and 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

NIIF Infrastructure Finance Limited Mumbai

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 any of the Directors or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company or any official authorized by the Board or 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 Registrar of Companies or any other Regulator, statutory or non-statutory body to give effect to this resolution."

For NIIF Infrastructure Finance Limited

Ankit P Sheth

NIIF Infrastructure Finance Limited * Mumbai

Ankit Sheth
Company Secretary
Membership No. A27521

June 14, 2023

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 6, 2023 THORUGH VIDEO CONFERENCING ON MS TEAMS APPLICATION.

Item No. 2

The Company at its Extra Ordinary General Meeting (EGM) held on June 8, 2022, had sought approval from the members to borrow funds by way of issuance of Non-Convertible Debentures (NCDs) 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 8, 2022.

Considering the period of validity of earlier Shareholder's resolution passed at the EGM held on June 8, 2022 in relation to issue of NCD's is of one year i.e. till June 7, 2023 and in view of the budgeted business growth and current leverage program, the Board of Directors at its meeting held on April 28, 2023 had passed a resolution to allow the Company to offer non-convertible debentures (NCDs) 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 (NCDs) 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 NCDs 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 NCDs 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. 2, within the overall borrowing limits of the Company.

The Board recommends the Special Resolution set out in item No. 2 of the Notice for approval by the members.

NIIF Infrastructure Finance Limited Mumbai

NIIF IFL INFRASTRUCTURE FINANCING

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 in item No. 2 of the Notice.

For NIIF Infrastructure Finance Limited

Ankit Sheth
Company Secretary
Membership No. A27521

June 14, 2023

Annexure VIII (Part B)

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

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**

Infrastructure Finance Limited Mumbai NIIF

Ankit Sheth
Company Secretary and Compliance Officer
ACS: A27521

September 14, 2022

IDBI Trusteeship Services Ltd
CIN : U65991MH2001GOI131154

IDBI trustee

Annexure IX

49026/ITSL/OPR/2023-24

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 AGGREGATING UP TO RS.6000 CRORES 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: 20.07.2023

For IDBI Trusteeship Services Limited
GAURAV BHARATKUMAR MODY
Digitally signed by GAURAV BHARATKUMAR MODY
Authorised Signatory

NIIF IFL INFRASTRUCTURE FINANCING

Annexure X

Details of Controlling Shareholder

Sr. No	Name of the Controlling Shareholder	Address	Permanent Account Number	Bank Account details
1	National Investment and Infrastructure Fund II	3rd Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi – 110001	AACTN8564C	Bank Name: Kotak Mahindra Bank Branch Address: Ground Floor,Deenar Bhavan, 44, Nehru Place, New Delhi-110019 Account number: 1612974093 IFSC code: KKBK0000201 Account type: Current Account

Details of Directors

Sr. No.	Name	Designation	Permanent Account Number
1	Mr. Surya Prakash Rao Pendyala Age: 63 years	Chairman and Nominee director of National Investment and Infrastructure Fund II	AFAPP8409F
2	Mr. Rajiv Dhar Age: 60 years	Nominee Director of National Investment and Infrastructure Fund II	AADPD2221P
3	Mr. A K T Chari Age: 82 years	Nominee Director of National Investment and Infrastructure Fund II	ABJPC5571E
4	Mr. Ashwini Kumar Age: 64 years	Independent Director	AGSPK8448A
5	Ms. Rosemary Sebastian Age: 63 years	Independent Director	AABPS1500J
6	Mr. Prashant Kumar Ghose Age: 72 Years	Independent Director	ACLPG2397M

For NIIF Infrastructure Finance Limited

NARAYANAN VENKATRAMAN IYER Digitally signed by NARAYANAN VENKATRAMAN IYER Date: 2023.07.24 15:38:15 +05'30'

SRINIVAS UPADHYAYULA Digitally signed by SRINIVAS UPADHYAYULA Date: 2023.07.24 15:27:30 +05'30'

Narayanan Iyer
Chief Financial Officer

Srinivas Upadhyayula
Chief Compliance Officer & General Counsel