

राष्ट्रीय अवसंरचना वित्तपोषण और विकास बैंक

National Bank for Financing Infrastructure and Development

July 21, 2025

To

BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department Exchange Plaza,
5th floor Plot No. C/1, G,
Block Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Dear Sir/Madam,

Subject: Report on Corporate Governance under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Report on Corporate Governance for the quarter ended June 30, 2025.

Please take the above information on record

Thanking you.

Yours sincerely,

For National Bank for Financing Infrastructure and Development

Aishwarya Mhatre
Company Secretary

General information about company	
Scrip code	974906
NSE Symbol	00000
MSEI Symbol	NOTLISTED
ISIN	INE0KUG08019
Name of the entity	National Bank for Financing Infrastructure and Development
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter	Quarterly
Date of Report	30-06-2025
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Corporate Governance Report of National Bank for Financing Infrastructure and Development for quarter ended June 30, 2025

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. **Name of the Listed Entity:** National Bank for Financing Infrastructure and Development
2. **Quarter ending:** June 30, 2025

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN^s & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	Date of Birth	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Ms.	Aruna Sundararajan	03523267	Non-Executive - Independent Director	10-04-2022	NA	NA	35.22	12-07-1959	3	3	5	1
Mr.	Balasubramanyam Sriram	02993708	Non-Executive - Independent Director	05-06-2022	NA	NA	33.27	20-09-1958	4	4	4	1
Mr.	Thothala Narayanasamy Manoharan	01186248	Non-Executive - Independent Director	10-04-2022	NA	NA	35.22	07-04-1956	2	2	1	1
Mr.	L. V. Prabhakar	08110715	Non-Executive - Independent Director	18-10-2023	NA	NA	17.14	12-12-1962	2	2	1	0
Mr.	N. S. Kannan	00066009	Non-Executive -	18-10-2023	NA	NA	17.14	30-06-1965	1	1	3	2

			Independent Director									
Mr.	Suresh Patel	07202263	Non-Executive - Independent Director	18-10-2023	NA	NA	17.14	25-12-1957	1	1	2	1
Ms.	Gurneet Tej	07047188	Non-Executive - Nominee Director	06-06-2025	NA	NA	NA	15-09-1981	0	0	1	1
Mr.	Manoj Muttathil Ayyappan	10733238	Non-Executive - Nominee Director	06-08-2024	NA	NA	NA	03-10-1974	2	0	1	0
Mr.	Rajkiran Gundyadka Rai	07427647	Executive-Managing Director	08-08-2022	NA	NA	NA	19-05-1962	0	0	0	0
Mr.	Belagatta Sathanarayanjois Venkatesha	08489577	Executive Director	19-09-2022	NA	NA	NA	08-05-1974	0	0	0	0
Ms.	Monika Kalia	08579733	Executive Director	16-11-2022	NA	NA	NA	26-02-1973	0	0	0	0
Mr.	Samuel Joseph Jebaraj	02262530	Executive Director	06-04-2023	NA	NA	NA	22-06-1968	0	0	0	0
Mr.	Rajeev Singh Thakur	02631653	Non-Executive - Nominee Director	26-04-2024	NA	NA	NA	29-06-1969	0	0	0	0
		Whether Regular chairperson Appointed: No. As per The National Bank for Financing Infrastructure and Development Act, 2021 (NaBFID Act 2021), the Chairman is appointed by the Central Government in consultation with the Reserve Bank of India. Shri K.V. Kamath was appointed as Chairperson of NaBFID for a period of 3 years w.e.f October 29, 2021 and hence he ceased to be the Chairperson of NaBFID upon completion of his tenure on October 28, 2024.										
		Whether Chairperson is related to Managing Director or CEO: No										
		<p>\$PAN number of any director would not be displayed on the website of Stock Exchange and hence not provided here. &Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> <p>Note:</p> <ol style="list-style-type: none"> While calculating directorships in listed entities, only directorships in equity listed companies have been considered While calculating the committee positions of the Directors, both listed and unlisted public limited companies have been considered and high value debt listed entities have been excluded. Number of memberships in Audit/Stakeholder Committee includes Chairpersonship, wherever applicable. 										

Text Block	
Textual Information(1)	<p>No. As per The National Bank for Financing Infrastructure and Development Act, 2021 (NaBFID Act 2021), the Chairman is appointed by the Central Government in consultation with the Reserve Bank of India. Shri K.V. Kamath was appointed as Chairperson of NaBFID for a period of 3 years w.e.f October 29, 2021 and hence he ceased to be the Chairperson of NaBFID upon completion of his tenure on October 28, 2024.</p> <p>Note:</p> <ol style="list-style-type: none"> 1. While calculating directorships in listed entities, only directorships in equity listed companies have been considered 2. While calculating the committee positions of the Directors, both listed and unlisted public limited companies have been considered and high value debt listed entities have been excluded. 3. Number of memberships in Audit/Stakeholder Committee includes Chairpersonship, wherever applicable

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01186248	Thothala Narayanasamy Manoharan	Non-Executive - Independent Director	Chairperson	10-04-2022		
2	03523267	ARUNA SUNDARARAJAN	Non-Executive - Independent Director	Member	10-04-2022		
3	08110715	L.V. Prabhakar	Non-Executive - Independent Director	Member	18-10-2023		
4	00066009	N.S. Kannan	Non-Executive - Independent Director	Member	18-10-2023		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03523267	ARUNA SUNDARARAJAN	Non-Executive - Independent Director	Chairperson	10-04-2022		
2	02993708	Balasubramanyam Sriram	Non-Executive - Independent Director	Member	05-06-2022		
3	01186248	Thothala Narayanasamy Manoharan	Non-Executive - Independent Director	Member	10-04-2022		
4	08110715	L.V. Prabhakar	Non-Executive - Independent Director	Member	17-04-2024		
5	10733238	Manoj Muttathil Ayyappan	Non-Executive - Nominee Director	Member	30-11-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07202263	Suresh Patel	Non-Executive - Independent Director	Chairperson	18-10-2023		
2	01186248	Thothala Narayanasamy Manoharan	Non-Executive - Independent Director	Member	20-07-2023		
3	08579733	Monika Kalia	Executive Director	Member	20-07-2023		
4	02262530	Samuel Joseph Jebaraj	Executive Director	Member	18-10-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02993708	Balasubramanyam Sriram	Non-Executive - Independent Director	Chairperson	05-06-2022		
2	03523267	ARUNA SUNDARARAJAN	Non-Executive - Independent Director	Member	05-06-2022		
3	08110715	L.V. Prabhakar	Non-Executive - Independent Director	Member	18-10-2023		
4	07427647	Rajkiran Gundyadka Rai	Executive Director	Member	08-09-2022		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	29-01-2025				Yes	12	11	6
2	13-03-2025		42		Yes	12	9	6
3	21-03-2025		7		Yes	12	11	6
4		21-04-2025	30		Yes	12	11	6
5		30-04-2025	8		Yes	12	11	6
6		19-06-2025	49		Yes	12	12	6

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	29-01-2025				Yes	4	4	4	0
2	Audit Committee	30-04-2025	90			Yes	4	4	4	0
3	Nomination and remuneration committee	17-01-2025				Yes	5	4	4	0
4	Nomination and remuneration committee	12-02-2025	25			Yes	5	5	4	0
5	Nomination and remuneration committee	24-02-2025	11			Yes	5	5	4	0
6	Nomination and remuneration committee	21-03-2025	24			Yes	5	5	4	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	23-04-2025	32			Yes	5	5	4	0
8	Nomination and remuneration committee	16-06-2025	53			Yes	5	4	4	0
9	Nomination and remuneration committee	18-06-2025	1			Yes	5	5	4	0
10	Risk Management Committee	22-01-2025				Yes	4	4	3	0
11	Risk Management Committee	11-03-2025	47			Yes	4	4	3	0
12	Risk Management Committee	25-04-2025	44			Yes	4	4	3	0

13	Risk Management Committee	17-06-2025	52			Yes	4	4	3	0
14	Stakeholders Relationship Committee	24-04-2025				Yes	4	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Aishwarya Mhatre
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	National Bank for Financing Infrastructure and Development (NaBFID) is a Developmental Financial Institution established by an Act of Parliament, The National Bank for Infrastructure and Development Act, 2021. Further, Reserve Bank of India (RBI) vide its letter dated March 8, 2022 has advised that NaBFID shall be regulated and supervised by RBI as an All India Financial Institution (AIFI) under section 45L and 45N of the RBI Act,1934, respectively. NaBFID has listed its Debt Securities on the Stock Exchanges (i.e. NSE and BSE) on June 20, 2023. Further, the Ministry of Corporate Affairs (MCA) through Gazette Notification dated September 10, 2024 has notified NaBFID as a Public Financial Institution (PFI).

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Aishwarya Mhatre
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	21-07-2025