

October 15, 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) read with Regulation 62Q of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 27(2) read with Regulation 62Q of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Report on Corporate Governance for the quarter and half year ended September 30, 2025.

Please take the above information on record.

Thanking you.

Yours sincerely,

FOR NATIONAL BANK FOR FINANCING INFRASTRUCTURE AND DEVELOPMENT

Swati Patil Lahiri
Vice President & Company Secretary

General information about company						
Scrp 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	Half Yearly					
Date of Report	30-09-2025					
Risk management committee	Applicable					
Market Capitalisation as per immediate previous Financial Year	Any other					

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							No	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Ms	ARUNA SUNDARARAJAN		03523267	Non-Executive - Independent Director	Not Applicable		12-07-1959
2	Mr	Balasubramanyam Sriram		02993708	Non-Executive - Independent Director	Not Applicable		20-09-1958
3	Mr	Thothala Narayanasamy Manoharan		01186248	Non-Executive - Independent Director	Not Applicable		07-04-1956
	Mr	L. V. Prabhakar		08110715	Non-Executive - Independent Director	Not Applicable		12-12-1962
5	Mr	N.S. Kannan		00066009	Non-Executive - Independent Director	Not Applicable		30-06-1965
6	Mr	Suresh Patel		07202263	Non-Executive - Independent Director	Not Applicable		25-12-1967
7	Ms	Gurmeet Tej		07047188	Non-Executive - Nominee Director	Not Applicable		15-09-1981
8	Mr	Manoj Muttathil Ayyappan		10733238	Non-Executive - Nominee Director	Not Applicable		03-10-1974
9	Ms	Manasa Gangotri Kata		11020392	Non-Executive - Nominee Director	Not Applicable		07-01-1984
10	Mr	Rajikiran Gundyadika Rai		07427647	Executive Director	Not Applicable		19-05-1962
11	Mr	B.S. Venkatesha		08489577	Executive Director	Not Applicable		08-05-1974
12	Ms	Monika Kalia		08579733	Executive Director	Not Applicable		26-02-1973
13	Mr	Samuel Joseph Jebaraj		02262530	Executive Director	Not Applicable		22-06-1968

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active
13	No				Active

I. Composition of Board of Directors						
Disqualification of Directors under section 164 of the Companies Act, 2013						
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	
1	No				Active	
2	No				Active	
3	No				Active	
4	No				Active	
5	No				Active	
6	No				Active	
7	No				Active	
8	No				Active	
9	No				Active	
10	No				Active	
11	No				Active	
12	No				Active	
13	No				Active	

2	NA		2022			1	0	1	0		
13	NA		06-04-2023			1	0	1	0		

Text Block											
		A) Clarification on Whether listed entity has regular Chairman: 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. Kanath was appointed as Chairperson of NaBFID for a period of 3 years w.e.f October 25, 2021 and hence he ceased to be the Chairperson of NaBFID upon completion of his tenure on October 28, 2024. The institution has intimated about the vacant position to the Central Government with request to do needful.									
		B) Government of India, Ministry of Finance, Department of Financial Services appointed Ms. Manasa Gangotri Kata as nominee Director vice Mr. Manoj Muthalil Ayyappa w.e.f. July 24, 2025.									

Text Block	
Textual Information(1)	A) Clarification on Whether listed entity has regular Chairman: 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. Kanath 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. The institution has intimated about the vacant position to the Central Government with request to do needful.
	B) Government of India, Ministry of Finance, Department of Financial Services appointed Ms. Manasa Gangotri Kata as nominee Director vice Mr. Manoj Muttathil Ayyappan w.e.f. July 24, 2025.
	C) Shri. T.N. Manoharan, Independent Director passed away on July 30, 2025.
Note: 1. While calculating directorships in listed entities, only directorships in equity listed companies and HVDLE have been considered 2. While calculating the committee positions of the Directors, both listed and unlisted public limited companies and HVDLE have been considered. 3. Number of memberships in Audit/Stakeholder Committee includes Chairpersonship, wherever applicable.	

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Textual Information(1)	

Annexure 1 Text Block	
Textual Information(1)	

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		
Sr Text Block							
Textual Information(1)			Mr.T.N. Manoharan (DIN:01186248) ceased from the Independent Directorship of the Institution, due to his sad demise on Wednesday, July 30, 2025				

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 SUNDARADAIAN	Non-Executive - Independent Director	Chairperson	10-04-2022		

Sr Text Block	
Textual Information(1)	

Textual Information(1)	
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6	11020392	Manasa Gangotri Kata	Nominee Director	Member	18-08-2025		
Sr Text Block							
Textual Information(1)		Directorship ceased on July 24, 2025					
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	30-07-2025	
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		
	DIN	Name of Executive	Category 2 of	Date of	Date of		

Sr Text Block	
Textual Information(1)	

3	08110715	SUNDARARAJAN L.V. Prabhakar	Independent Director Non-Executive - Independent Director	Member	18-10-2023		
4	07427647	Rajkiran Gundayadka 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

Sr	DIN Number	Name of Committee members	Name of Chair 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	21-04-2025			Yes	12	11	6
2	30-04-2025	8		Yes	12	11	6
3	19-06-2025	49		Yes	12	12	6
4		29-07-2025	39	Yes	12	11	6
5		23-09-2025	55	Yes	11	9	4

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 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 Independent Directors attending the meeting* (other than Board of Directors)
1	21-04-2025				Yes	12	11		6
2	30-04-2025		8		Yes	12	11		6
3	19-06-2025		49		Yes	12	12		6
4		29-07-2025	39		Yes	12	11		6
5		23-09-2025	55		Yes	11	9		4

				(Yes/No)	of the meeting	(Independent Director)	meeting*	(Board of Directors)
1	Audit Committee	30-04-2025		Yes	4	4	4	0
2	Audit Committee	29-07-2025	89	Yes	4	4	4	0
3	Nomination and remuneration committee	23-04-2025		Yes	5	5	4	0

4	Nomination and remuneration committee	16-06-2025	53			Yes	5	4	4	0
5	Nomination and remuneration committee	18-06-2025	1			Yes	5	5	4	0
6	Nomination and remuneration committee	24-06-2025	25			Yes	5	5	4	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			

Sr.	Name of Committee	(Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Directors in the Committee as on date of the meeting	Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	attending the meeting (other than Board of Directors)
7	Risk Management Committee	25-04-2025				Yes	4	4	3	0
8	Risk Management Committee	17-06-2025	52			Yes	4	4	3	0
9	Risk Management Committee	25-07-2025	37			Yes	4	4	3	0