

July 20, 2024

BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400001  
Security Code: **543859**  
Symbol: **DIGIFIBRE**

Dear Sirs,

**Sub: Compliance Report on Corporate Governance for Digital Fibre Infrastructure Trust  
(the "Trust") for the quarter ended June 30, 2024**

Pursuant to Regulation 26K of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 read with SEBI Master Circular dated May 15, 2024, we are enclosing the quarterly compliance report on Corporate Governance of the Trust for the quarter ended June 30, 2024.

We request you to take the above on your record.

Thank you.

Yours faithfully,

**For and behalf of Digital Fibre Infrastructure Trust**  
*(acting through its Investment Manager Infinite India Investment Management Limited)*

**Adi Patel**  
Director

Encl: as above

## REPORT ON CORPORATE GOVERNANCE AS ON JUNE 30, 2024

Name of the InvIT: **Digital Fibre Infrastructure Trust**

Name of the Investment manager: **Infinite India Investment Management Limited**

Quarter ended: June 30, 2024

<b>I. Composition of Board of Directors</b>											
Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category <sup>&amp;</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of Directors (in months) <sup>*</sup>	No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager <sup>@</sup>	No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager <sup>@</sup>	Number of memberships in Audit/Stakeholder Committee(s) in all Managers /Investment Managers of REIT/InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit/ Stakeholder Committee(s) in all Managers/Investment Managers of REIT/InvIT and listed entities, including this Investment Manager <sup>^</sup> (Refer Regulation 26G of InvIT Regulations)
Ms.	Dipti Neelakantan	00505452	Non-Independent Director	19-10-2007	28-07-2023	-	N.A.	2	-	3	1
Mr.	Shailesh S. Vaidya	00002273	Independent Director	20-02-2019	20-02-2024	-	64.11	3	3	2	2
Mr.	Rajendra Hingwala	00160602	Independent Director	20-02-2019	20-02-2024	-	64.11	3	3	4	3
Mr.	Vaidyanadhan Sridhar	03303448	Non-Independent Director	01-04-2023	-	-	N.A.	1	-	1	-
Ms.	Riddhi Bhimani	10072936	Independent Director	01-04-2023	-	-	15	2	2	4	-
Mr.	Adi Rusi Patel	02307863	Non-Independent Director	26-04-2023	-	-	N.A.	4	-	2	-
		Whether Regular chairperson appointed – No									
		Whether Chairperson is related to managing director or CEO - No									
		<sup>§</sup> PAN of any director would not be displayed on the website of Stock Exchange. <sup>&amp;</sup> 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. <sup>*</sup> 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.									

Notes: <sup>^</sup> Inclusive of memberships of the Committees.

<sup>@</sup> For the purpose of calculating no. of directorships / independent directorships, both equity listed entity as well as high value debt listed entities have been considered.

<b>II. Composition of Committees</b>					
<b>Name of the Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category<sup>&amp;</sup></b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	1. Mr. Rajendra Hingwala 2. Ms. Dipti Neelakantan 3. Ms. Riddhi Bhimani	<b>Chairperson</b> - Independent Non-Independent Independent	01-04-2023 01-04-2023 01-04-2023	- - -
2. Nomination & Remuneration Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Rajendra Hingwala 3. Ms. Riddhi Bhimani	<b>Chairperson</b> - Independent Independent Independent	01-04-2023 01-04-2023 30-06-2023	- - -
3. Risk Management Committee	Yes	1. Mr. Sridhar Vaidyanadhan 2. Ms. Riddhi Bhimani 3. Ms. Janisha Shah	<b>Chairman</b> - Non-Independent Independent Compliance Officer	01-04-2023 01-04-2023 01-04-2023	- - -
4. Stakeholder Relationship Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Sridhar Vaidyanadhan 3. Ms. Dipti Neelakantan	<b>Chairperson</b> - Independent Non-Independent Non-Independent	01-04-2023 01-04-2023 01-04-2023	- - -
5. InvIT Committee	Yes	1. Ms. Dipti Neelakantan 2. Mr. Shailesh Vaidya 3. Mr. Rajendra Hingwala	<b>Chairman</b> - Non-Independent Independent Independent	21-07-2020 21-07-2020 21-07-2020	- - -
<sup>&amp;</sup> 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.					

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met<sup>*</sup></b>	<b>Number of directors' present<sup>*</sup></b>	<b>Number of independent directors present<sup>*</sup></b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
January 25, 2024	May 13, 2024	Yes	6	3	108 days between January 25, 2024 and May 13, 2024

\* to be filled in only for the current quarter meetings

<b>IV. Meetings of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)<sup>*</sup></b>	<b>Number of directors' present<sup>*</sup></b>	<b>Number of independent directors' present<sup>*</sup></b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days<sup>**</sup></b>
<b>Audit Committee</b>					
May 13, 2024	Yes	3	2	January 25, 2024	108 days between January 25, 2024 and May 13, 2024
<b>Nomination and Remuneration Committee</b>					
May 7, 2024	Yes	3	3	January 22, 2024	105 days between January 22, 2024 and May 7, 2024
<b>InvIT Committee</b>					
June 21, 2024	Yes	2	1	March 18, 2024	94 days between March 18, 2024 and June 21, 2024
<b>Risk Management Committee</b>					
Not Applicable	Not Applicable	Not Applicable	Not Applicable	March 27, 2024	Not Applicable

\* to be filled in only for the current quarter meetings.

\*\* This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

**V. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 - **Yes**
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 - **Yes**
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014 - **Yes**
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014 - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. The Board of Directors at its meeting held on May 13, 2024, had noted the contents of the corporate governance report for the quarter ended March 31, 2024. The corporate governance report for the quarter ended June 30, 2024 will be placed before the Board of Directors at its ensuing meeting scheduled to be held in July, 2024.

Any comments/observations/advice of the Board of Directors may be mentioned here: None

For **Digital Fibre Infrastructure Trust**

**Adi Patel**  
Director

**Date:** July 20, 2024