

October 21, 2024

BSE Limited

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 September 30, 2024**

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

We request you to take the above on your record.

Thank you.

Yours faithfully,

For and on behalf of Infinite India Investment Management Limited
(acting in its capacity as Investment Manager of the Trust)

Jay Jadav

Compliance Officer

Encl: as above

REPORT ON CORPORATE GOVERNANCE AS ON SEPTEMBER 30, 2024

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

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

Quarter ended: September 30, 2024

| I. Composition of Board of Directors | | | | | | | | | | | |
|---|----------------------|--|---------------------------|-----------------------------|------------------------|-------------------|----------------------------------|--|---|---|---|
| Title (Mr. / Ms.) | Name of the Director | PAN [§] & DIN | Category ^{&} | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure of Directors (in months)* | No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager [@] | No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager [@] | 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 [^] (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 | - | 67.11 | 1 | 1 | 1 | 1 |
| Mr. | Rajendra Hingwala | 00160602 | Independent Director | 20-02-2019 | 20-02-2024 | - | 67.11 | 4 | 4 | 5 | 4 |
| Mr. | Vaidyanadhan Sridhar | 03303448 | Non-Independent Director | 01-04-2023 | 31-07-2024 | - | N.A. | 1 | - | 1 | - |
| Ms. | Riddhi Bhimani | 10072936 | Independent Director | 01-04-2023 | - | - | 18 | 2 | 2 | 4 | 1 |
| 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 | | | | | | | | | |
| | | [§] PAN of any director would not be displayed on the website of Stock Exchange. ^{&} 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. | | | | | | | | | |

Notes: [^] Inclusive of memberships of the Committees.

[@] 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.

| II. Composition of Committees | | | | | |
|--|--|---|---|--|--------------------------|
| Name of the Committee | Whether Regular Chairperson appointed | Name of Committee Members | Category (Chairperson/ Non-Independent/ Independent/ Nominee)* | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | 1. Mr. Rajendra Hingwala 2. Ms. Dipti Neelakantan 3. Ms. Riddhi Bhimani | Chairman - 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 | Chairman - 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. Mr. Adi Rusi Patel | Chairman - Non-Independent Independent Non-Independent | 01-04-2023 01-04-2023 24-07-2024 | - - - |
| 4. Stakeholder Relationship Committee | Yes | 1. Mr. Shailesh Vaidya 2. Mr. Sridhar Vaidyanadhan 3. Ms. Dipti Neelakantan | Chairman - 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 | Chairperson - Non-Independent Independent Independent | 21-07-2020 21-07-2020 21-07-2020 | - - - |

* 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.

| III. Meeting of Board of Directors | | | | | |
|--|--|---|--------------------------------------|---|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of directors' present* | Number of independent directors present* | Maximum gap between any two consecutive meetings (in number of days) |
| May 13, 2024 | July 24, 2024 | Yes | 6 | 3 | 71 days between May 13, 2024 and July 24, 2024 |
| July 24, 2024 | July 29, 2024 | Yes | 6 | 3 | 4 days between July 24, 2024 and July 29, 2024 |

* to be filled in only for the current quarter meetings

| IV. Meetings of Committees | | | | | |
|--|---|--------------------------------------|--|--|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of directors' present* | Number of independent directors' present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days** |
| Audit Committee | | | | | |
| July 29, 2024 | Yes | 3 | 2 | May 13, 2024 | 76 days between May 13, 2024 and July 29, 2024 |
| Nomination and Remuneration Committee | | | | | |
| Not applicable | Not applicable | Not applicable | Not applicable | May 7, 2024 | Not applicable |
| InvIT Committee | | | | | |
| September 20, 2024 | Yes | 3 | 2 | June 21, 2024 | 59 days between June 21, 2024 and September 20, 2024 |
| Risk Management Committee | | | | | |
| September 13, 2024 | Yes | 3 | 1 | March 27, 2024 | 169 days between March 27, 024 and September 13, 2024 |

* 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 July 29, 2024, had noted the contents of the corporate governance report for the quarter ended June 30, 2024. The corporate governance report for the quarter ended September 30, 2024 will be placed before the Board of Directors at its ensuing meeting scheduled to be held on October 25, 2024.

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

For **Digital Fibre Infrastructure Trust**

Jay Jadav
Compliance Officer

Date: October 21, 2024