

January 21, 2025

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400001
Security Code: **543859**
Symbol: **DIGIFIBRE**

Dear Sirs,

Sub: Report on Governance for Digital Fibre Infrastructure Trust (the “Trust”) for the quarter ended December 31, 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 report on Governance of the Trust for the quarter ended December 31, 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 GOVERNANCE AS ON DECEMBER 31, 2024

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

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

Quarter ending: December 31, 2024

I. Composition of Board of Directors of the Investment Manager											
Title (Mr. / Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson / Non-Independent /Independent /Nominee) &	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 [@]	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 [^]
Ms.	Dipti Neelakantan	00505452	Non-Independent Director	19-10-2007	28-07-2023	-	N.A.	3	-	4	1
Mr.	Shailesh S. Vaidya	00002273	Independent Director	20-02-2019	20-02-2024	-	70.11	1	1	1	1
Mr.	Rajendra Hingwala	00160602	Independent Director	20-02-2019	20-02-2024	-	70.11	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	-	-	21	3	3	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 / committees, 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)
July 24, 2024	Not applicable	Not applicable	Not applicable	Not applicable	4 days between July 24, 2024 and July 29, 2024
July 29, 2024	October 14, 2024	Yes	6	3	76 days between July 29, 2024 and October 14, 2024
Not applicable	October 25, 2024	Yes	5	3	10 days between October 14, 2024 and October 25, 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					
October 25, 2024	Yes	3	2	July 29, 2024	87 days between July 29, 2024 and October 25, 2024
Nomination and Remuneration Committee					
Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
InvIT Committee					
December 19, 2024	Yes	2	1	September 20, 2024	89 days between September 20, 2024 and December 19, 2024
Risk Management Committee					
Not applicable	Not applicable	Not applicable	Not applicable	September 13, 2024	169 days between March 27, 2024 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
<p>1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 – Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 - Yes</p> <ul style="list-style-type: none">a. Audit Committeeb. Nomination & Remuneration Committeec. Stakeholders Relationship Committeed. Risk Management Committee <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014 - Yes</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors of the investment manager. The Board of Directors at its meeting held on October 25, 2024, had noted the contents of the report on governance for the quarter ended September 30, 2024. The report on governance for the quarter ended December 31, 2024 will be placed before the Board of Directors at its ensuing meeting scheduled to be held on January 24, 2025.</p> <p>Any comments/observations/advice of the Board of Directors may be mentioned here: None</p>
For Digital Fibre Infrastructure Trust
Jay Jadav Compliance Officer
Date: January 21, 2025