



April 19, 2024

Corporate Relationship Department, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051
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Dear Sir / Madam,

Ref: Scrip Code: 540526, Symbol: IRBINVIT

Subject: Quarterly Compliance Report on Corporate Governance

Pursuant to Regulation 26K(1) of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and SEBI Master Circular SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, we hereby submit the Compliance Report on Corporate Governance for IRB InvIT Fund for the quarter and year ended March 31, 2024.

Request you to take the above on record.

Thanking you,

Yours Faithfully,
For IRB Infrastructure Private Limited
(Investment Manager to IRB InvIT Fund)

Swapna Vengurlekar
Company Secretary & Compliance Officer

Encl.: As above

Format of report on Governance to be submitted by the investment manager for the Quarter ended March 31, 2024

1. **Name of InvIT:** IRB InvIT Fund
2. **Name of the Investment manager:** IRB Infrastructure Private Limited
3. **Quarter ending:** March 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 Reappointment	Date of Cessation	Tenure (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)
Mr.	Rajinder Pal Singh	02943155	Chairman & Non Independent Director	14/02/2017**	14/02/2022***	-	-	4	2	4	2
Mr.	Vinod Kumar Menon	03075345	Non-independent Director -Whole	03/08/2016	Not Applicable	-	-	1	-	10	-

			time Director & Chief Executive Officer								
Mr.	Rushabh Gandhi	08089312	Non-independent Director - Executive Director & Chief Financial Officer	31/03/2023 [#]	Not Applicable	-	-	1	-	1	-
Mr.	Sunil Tandon	00874257	Independent Director	05/06/2020	05/06/2023	-	45.26	2	2	3	3
Mr.	Nikesh Jain	06837475	Independent Director	16/03/2022	-	-	24.15	1	1	2	1
Ms.	Anusha Chaitanya Date	10087897	Independent Director	31/03/2023	-	-	12	1	1	-	-

Whether Regular chairperson appointed: **Yes**

Whether Chairperson is related to Managing Director or CEO: **No**

*Since the PAN of the Directors would not be visible on the website and hence the details with respect to the PAN of the Director have not been included in this report.

**Appointed as an Independent Director on 14/02/2017 and second term as an Independent Director was completed on 13/02/2022.

***Appointed as Non-Executive - Non-Independent Director w.e.f. 14/02/2022.

[#] Appointed as Additional Executive Director w.e.f. 31/03/2023, prior to that designated as Chief Financial Officer w.e.f. 26/03/2021.

% While calculating the Committee positions of the Directors, both listed and unlisted public companies have been considered including this Investment Manager.

II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non-Independent/Independent /Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Sunil Tandon	Chairman - Independent Director	05/06/2020	-
		Mr. Vinod Kumar Menon	Member- Non- Independent Director	03/08/2016	-

		Mr. Nikesh Jain	Member- Independent Director	16/03/2022	-
2. Nomination & Remuneration Committee	Yes	Mr. Sunil Tandon	Chairman - Independent Director	05/06/2020	-
		Mr. Rajinder Pal Singh	Member- Non- Independent Director	14/02/2017	-
		Mr. Nikesh Jain	Member- Independent Director	29/07/2022	-
		Ms. Anusha Date	Member- Independent Director	31/03/2023	-
3. Risk Management Committee	Yes	Mr. Nikesh Jain	Chairman - Independent Director	31/03/2023	-
		Mr. Vinod Kumar Menon	Member- Non- Independent Director	31/03/2023	-
		Mr. Rushabh Gandhi	Member- Non- Independent Director	31/03/2023	-
4. Stakeholders Relationship Committee	Yes	Mr. Nikesh Jain	Chairman - Independent Director	31/03/2023	-
		Mr. Vinod Kumar Menon	Member- Non- Independent Director	31/03/2023	-
		Mr. Rushabh Gandhi	Member- Non- Independent Director	31/03/2023	-

III. Meetings 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* (Yes / No)	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
06/10/2023	-	-	-	-	-
26/10/2023	-	-	-	-	-
-	30/01/2024	Yes	6	3	95 days
<i>* to be filled in only for the current quarter meetings.</i>					

IV. Meetings of Committees

(i) Audit Committee :

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	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)**
-	-	-	-	26/10/2023	-
30/01/2024	Yes	3	2	-	95 days

* 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.

(ii) Nomination and Remuneration Committee:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	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) **
-	-	-	-	06/10/2023	-

* 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.

(iii) Stakeholder Relationship Committee:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	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) **
30/01/2024	Yes	3	1	-	-

* 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.*

(iv) Risk Management Committee:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	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) **
				30/10/2023	-
27/03/2024	Yes	3	1	-	148 days

** 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
 - a. Audit Committee: **Yes**
 - b. Nomination & Remuneration Committee: **Yes**
 - c. Stakeholders Relationship Committee: **Yes**
 - d. Risk management committee: **Yes**
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 has been placed before the board of directors of the investment manager. Any comments/observations/advice of Board of Directors may be mentioned here: **This Report for the quarter ended March 31, 2024 shall be placed before the board of directors of the investment manager at its ensuing Board Meeting.**

The report submitted in the previous quarter has been placed before the board of directors of the investment manager. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes, the Report for the quarter ended December 31, 2023 has been placed before the board of directors of the investment manager at its meeting held on January 30, 2024. There were no comments/observations/advice of the Board of Directors on this report.**

**For IRB Infrastructure Private Limited
(Investment Manager to IRB InvIT Fund)**

**Swapna Vengurlekar
Company Secretary & Compliance Officer**

Format to be submitted by Investment Manager for the financial year ended March 31, 2024

I. Disclosure on website of the IRB InvIT Fund		
Item	Compliance status (Yes/No/NA)	If yes, provide link to website. If no / NA, provide reasons
a) Details of business	Yes	www.irbinvit.co.in
b) Financial information including complete copy of the annual report including balance sheet, profit and loss account, etc.	Yes	www.irbinvit.co.in
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	www.irbinvit.co.in
d) E-mail ID for grievance redressal and other relevant details	Yes	www.irbinvit.co.in
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	www.irbinvit.co.in
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	www.irbinvit.co.in
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	www.irbinvit.co.in
h) All complaints including SCORES complaints received by the InvIT	Yes	www.irbinvit.co.in
i) Any other information which may be relevant for the investors	Yes	www.irbinvit.co.in
<i>It is certified that these contents on the website of the InvIT are correct.</i>		

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	2(1)(saa)	Yes
Board composition	4(2)(e)(v), 26G, 26H(1)	Yes
Meeting of board of directors	26G	Yes
Quorum of board meeting	26H(2)	Yes
Review of compliance reports	26H(3)	Yes
Plans for orderly succession for appointments	26G	Yes
Code of conduct	26G	Yes
Minimum information	26H(4)	Yes
Compliance certificate	26H(5)	Yes
Risk assessment & management	26G	Yes
Performance evaluation of Independent Directors	26G	NA*
Recommendation of Board	26H(6)	Yes
Composition of Audit Committee	26G	Yes
Meeting of Audit Committee	26G	Yes
Composition of Nomination & Remuneration Committee	26G	Yes
Quorum of Nomination and Remuneration Committee	26G	Yes
Meeting of Nomination & Remuneration Committee	26G	Yes
Composition of Stakeholder Relationship Committee	26G	Yes
Meeting of Stakeholder Relationship Committee	26G	Yes
Composition and role of Risk Management Committee	26G	Yes
Meeting of Risk Management Committee	26G	Yes
Vigil Mechanism	26I	Yes
Approval for related party transactions	19(3), 22(4)(a)	Yes
Disclosure of related party transactions	19(2)	Yes

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Annual secretarial compliance report	26J	We will comply within prescribed timeline as per SEBI InvIT Regulation for March 31, 2024.
Alternate director to Independent Director	26G	NA
Maximum tenure of Independent Director	26G	Yes
Meeting of independent director	26G	Yes
Familiarization of independent directors	26G	Yes
Declaration from independent directors	26G	Yes
Directors and Officers insurance	26G	Yes
Memberships in committees	26G	Yes
Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26G	Yes
Policy with respect to obligations of directors and senior management	26G	Yes

*The aforesaid affirmations have been provided for the FY 2023-24. During the FY 2023-24, the Investment Manager was not required to conduct performance evaluation of Independent Directors.

**For IRB Infrastructure Private Limited
(Investment Manager to IRB InvIT Fund)**

**Swapna Vengurlekar
Company Secretary & Compliance Officer**