



October 10, 2023

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| 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 |
|---|--|

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 Circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/100 dated June 26, 2023, we hereby submit the Compliance Report on Corporate Governance for IRB InvIT Fund for the quarter ended September 30, 2023.

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 on quarterly basis

1. Name of InvIT: IRB InvIT Fund

2. Name of the Investment manager: IRB Infrastructure Private Limited

3. Quarter ending: September 30, 2023

| 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 Reappointme nt | Date of Cessat ion | Tenur e (in month s) | No. of directorshi ps in all Managers / Investmen t Managers of REIT / InvIT and listed entities, including this Investmen t Manager | No of Independen t directorshi ps 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 time Director & | 03/08/2016 | Not Applicable | - | - | 1 | - | 10 | - |

| | | | | | | | | | | | |
|-----|-----------------------|----------|---|-------------------------|----------------|---|-------|---|---|---|---|
| | | | 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 | - | 39.25 | 2 | 2 | 3 | 3 |
| Mr. | Nikesh Jain | 06837475 | Independent Director | 16/03/2022 | - | - | 18.14 | 1 | 1 | 2 | 1 |
| Ms. | Anusha Chaitanya Date | 10087897 | Independent Director | 31/03/2023 | - | - | 6 | 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) |
|---|---|---|------------------------------|--|--|
| 08/05/2023 | - | - | - | - | - |
| 28/06/2023 | - | - | - | - | 50 days |
| | 04/08/2023 | Yes | 6 | 3 | 36 days |

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

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)** |
|---|---|------------------------------|--|---|--|
| - | - | - | - | 08/05/2023 | - |
| - | - | - | - | 28/06/2023 | 50 days |
| 04/08/2023 | Yes | 3 | 2 | - | 36 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) ** |
|---|---|------------------------------|--|---|---|
| - | - | - | - | - | - |

* 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) ** |
|---|---|------------------------------|--|---|---|
| - | - | - | - | - | - |

* 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) ** |
|--|--|-------------------------------------|---|--|--|
| - | - | - | - | - | - |

** 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: **NA**

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**

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

**Swapna Vengurlekar
Company Secretary & Compliance Officer**