

DFIT/2023-24/23

July 21, 2023

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Security Code: **543859**
Symbol: **DIGIFIBRE**

Dear Sir/Madam,

Sub: Statement of Corporate Governance Report for Digital Fibre Infrastructure Trust (the “Trust”) for the Quarter ended June 30, 2023

Pursuant to Regulation 26K of SEBI (Infrastructure Investment Trusts) Regulations, 2014 read with SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/100 dated June 26, 2023, we hereby submit the Corporate Governance Report of the Trust, for the quarter ended June 30, 2023.

We request you to disseminate the above information on your website as you may deem appropriate.

Thank you.

Yours truly,

For and behalf of Digital Fibre Infrastructure Trust

(acting through its Investment Manager Infinite India Investment Management Limited)

Janisha Shah

Compliance Officer

CORPORATE GOVERNANCE REPORT

ANNEXURE I

1. **Name of InvIT:** Digital Fibre Infrastructure Trust
2. **Name of the Investment manager:** Infinite India Investment Management Limited
3. **Quarter ended:** June 30, 2023

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 director (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.	Vishal N Kampani	00009079	Non - Independent –Chairman	08-02-2006	19-07-2022	25-04-2023	-	5	-	3	-
Ms.	Dipti Neelakantan	00505452	Non - Independent –Chairperson	19-10-2007	-	-	-	2	-	3	1
Mr.	Shailesh S Vaidya	00002273	Independent Director	20-02-2019	-	-	52.08	3	3	3	2
Mr.	Rajendra Hingwala	00160602	Independent Director	20-02-2019	-	-	52.08	3	3	4	3
Mr.	Vaidyanadhan Sridhar	03303448	Non - Independent Director	01-04-2023	-	-	-	1	-	1	-
Ms.	Riddhi Bhimani	10072936	Independent Director	01-04-2023	-	-	3.00	2	2	3	-
Mr.	Adi Rusi Patel	02307863	Non - Independent Director	26-04-2023	-	-	-	3	-	1	-

\$ Inclusive of memberships of the Committees.

@ For the purpose of calculating No. of Directorships / Independent Directorships, both equity as well as debt listed entities have been considered.

Whether Regular Chairperson appointed –No

Whether Chairperson is related to MD or CEO – No;

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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	Chairperson -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. Mr. Vishal Kampani 4. Mr. Adi Patel 5. Ms. Riddhi Bhimani	Chairperson -Independent Independent Non - Independent Non - Independent Independent	01-04-2023 01-04-2023 01-04-2023 26-04-2023 30-06-2023	- - 25-04-2023 30-06-2023 -
3. Risk Management Committee	Yes	1. Mr. Sridhar Vaidyanadhan 2. Ms. Riddhi Bhimani 3. Ms. Janisha Shah – Compliance Officer	Chairperson-Non -Independent Independent --	01-04-2023 01-04-2023 01-04-2023	- - -
4. Stakeholders' Relationship Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Sridhar Vaidyanadhan 3. Ms. Dipti Neelakantan	Chairperson -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	- - -

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)
January 23, 2023	-	Yes	3	2	-
March 6, 2023	-	Yes	2	1	41 days between January 23, 2023 and March 6, 2023
March 28, 2023	-	Yes	3	2	21 days between March 6, 2023 and March 28, 2023
March 31, 2023	-	Yes	3	2	02 days between March 28, 2023 and March 31, 2023
-	April 25, 2023	Yes	5	3	24 days between March 31, 2023 and April 25, 2023
-	May 24, 2023	Yes	6	3	28 days between April 25, 2023 and May 24, 2023

*to be filled in only for the current quarter meetings

IV. Meeting 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#					
April 25, 2023	Yes	3	2	-	-
May 24, 2023	Yes	3	2	-	28 days between April 25, 2023 and May 24, 2023
Stakeholders' Relationship Committee#					
-	-	-	-	-	-

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Nomination and Remuneration Committee#					
April 21, 2023	Yes	2	2	-	-
Risk Management Committee#					
-	-	-	-	-	-
InvIT Committee					
June 20, 2023	Yes	3	2	March 24, 2023	87 days between March 24, 2023 and June 20, 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.

The date of meetings of the Committee for the previous quarter have not been mentioned as the Committees were constituted with effect from April 1, 2023.

V. Affirmations

1. *The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014*
2. *The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014*
 - a. *Audit Committee*
 - b. *Nomination & Remuneration Committee*
 - c. *Risk Management Committee*
 - d. *Stakeholders' Relationship Committee*
3. *The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014*
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*
5. *This report and the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:*

Not Applicable as there was no report required to be submitted in the previous quarter.

For **Digital Fibre Infrastructure Trust**

Janisha Shah
Compliance Officer