



**January 15, 2024**

Corporate Relationship Department, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	Listing Department, <b>National Stock Exchange of India Limited</b> 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 ended December 31, 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:** December 31, 2023

<b>I. Composition of Board of Directors of the Investment Manager</b>											
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>PAN* &amp; DIN</b>	<b>Category (Chairperson / Non-Independent / Independent / Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Reappointment</b>	<b>Date of Cessation</b>	<b>Tenure (in months)</b>	<b>No. of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager</b>	<b>No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager</b>	<b>Number of memberships in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager<sup>%</sup> (Refer Regulation 26G of InvIT Regulations)</b>	<b>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<sup>%</sup> (Refer Regulation 26G of InvIT Regulations)</b>
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 <sup>#</sup>	Not Applicable	-	-	1	-	1	-
Mr.	Sunil Tandon	00874257	Independent Director	05/06/2020	05/06/2023	-	42.26	2	2	3	3
Mr.	Nikesh Jain	06837475	Independent Director	16/03/2022	-	-	21.15	1	1	2	1
Ms.	Anusha Chaitanya Date	10087897	Independent Director	31/03/2023	-	-	9	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.

<sup>#</sup> 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.

<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Non-Independent/Independent /Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	-

<b>III. Meetings of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met* (Yes / No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
04/08/2023	-	-	-	-	-
-	06/10/2023	Yes	6	3	62 days
-	26/10/2023	Yes	6	3	19 days
<i>* to be filled in only for the current quarter meetings.</i>					

**IV. Meetings of Committees**

**(i) Audit Committee :**

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)* (Yes / No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)**</b>
-	-	-	-	04/08/2023	-
26/10/2023	Yes	3	2	-	82

\* 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:**

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)* (Yes / No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days) **</b>
06/10/2023	Yes	4	3	-	-

\* 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:**

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)* (Yes / No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days) **</b>
-	-	-	-	-	-

\* 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.

<b>(iv) Risk Management Committee:</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)* (Yes / No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days) **</b>
30/10/2023	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.					
<b>V. Affirmations</b>					
<p>1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014: <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014</p> <p>a. Audit Committee: <b>Yes</b></p> <p>b. Nomination &amp; Remuneration Committee: <b>Yes</b></p> <p>c. Stakeholders Relationship Committee: <b>Yes</b></p> <p>d. Risk management committee: <b>Yes</b></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014: <b>Yes</b></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: <b>Yes</b></p> <p>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: <b>This Report for the quarter ended December 31, 2023 shall be placed before the board of directors of the investment manager at its ensuing Board Meeting.</b></p> <p>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: <b>Yes, the Report for the quarter ended September 30, 2023, has been placed before the board of directors of the investment manager at its meeting held on October 26, 2023. There were no comments/observations/advice of the Board of Directors on this report.</b></p>					
<b>For IRB Infrastructure Private Limited</b> <b>(Investment Manager to IRB InvIT Fund)</b>					
<b>Swapna Vengurlekar</b> <b>Company Secretary &amp; Compliance Officer</b>					