

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

CIN: U67190MH2010PTC202800

Registered Office: Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai, Maharashtra - 400051, India

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October 19, 2023

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Maharashtra, India

Sub.: Quarterly Compliance Report on Corporate Governance

Ref.: (1) Regulation 26K of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014
(2) SEBI Master Circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023
(3) India Infrastructure Trust (Scrip Code: 542543)

Dear Sir/Madam,

Pursuant to regulation 26K of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, read with the SEBI Master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, we hereby submit the Compliance Report on Corporate Governance for India Infrastructure Trust ("Trust") for the quarter ended on September 30, 2023.

Further, the same is also available on the website of the Trust i.e. www.indinfratrust.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **India Infrastructure Trust**

Brookfield India Infrastructure Manager Private limited

(acting in its capacity as the Investment Manager of India Infrastructure Trust)



Puja Tandon
Company Secretary & Compliance Officer

Encl: a/a

CC:

Axis Trustee Services Limited

Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai - 400 025, Maharashtra, India

Quarterly Compliance Report on Corporate Governance
 (Pursuant to Regulation 26K of the Securities and Exchange Board of India (Infrastructure Investments Trusts) Regulations, 2014)

1 Name of InvIT: India Infrastructure Trust ("Trust")
 2 Name of the Investment Manager: Brookfield India Infrastructure Manager Private Limited ("Company")
 3 Quarter ending: 30-09-2023

I. Composition of Board of Directors of the Investment Manager

Title (Mr./ Ms.)	Name of the Director	PAN ⁽¹⁾ & DIN	Category (Chairperson/Non-independent/Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ⁽²⁾ (In months)	No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽³⁾	No. of Independent directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽⁴⁾	No. of memberships in Audit/ Stakeholder Committee(s) in all Managers/Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽⁴⁾⁽⁵⁾ (Refer Regulation 26G of the SEBI InvIT Regulations)	No. of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽⁵⁾ (Refer Regulation 26G of the SEBI InvIT Regulations)
Mr.	Sridhar Rengan	03139082	Chairperson- Non-independent	21-11-2019	-	-	-	1	-	1	-
Mr.	Prateek Shroff	09338823	Non-independent	26-05-2023	-	-	-	1	-	1	-
Ms.	Radhika Vijay Haribhakti	02409519	Independent	01-06-2023	01-06-2023	-	4	8	8	9	1
Mr.	Arun Balakrishnan	00130241	Independent	01-06-2023	01-06-2023	-	4	2	2	5	2
Mr.	Jagdish Ganapathi Kini	02518726	Independent	01-06-2023	01-06-2023	-	4	1	1	2	1
Ms.	Rinki Ganguli	10172545	Non-Independent	01-06-2023	-	-	-	1	-	-	-

Whether regular Chairperson appointed: Yes

Whether Chairperson is related to Managing Director or CEO: No

Notes:

(1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, PAN of any director would not be displayed on the stock exchange website. Hence, details w.r.t. PAN of the Directors have not been included in this Report.

(2) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, Tenure is provided only of Independent Directors and reflects total period from which Independent Director is serving on Board of the Investment Manager in continuity without any cooling off period, upto September 30, 2023 or date of cessation, whichever is earlier.

(3) No. of Directorships/Independent Directorships in Managers/Investment Managers of REIT/InvIT and equity listed entities, including this Investment Manager, has been considered for the purpose of disclosure.

(4) Pursuant to Regulation 26G of the SEBI InvIT Regulations, read with provisions of Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, while calculating the committee positions of the Directors, number of membership/chairpersonship in Audit/ Stakeholders' Relationship Committee(s) in all Managers/Investment Managers of REIT/InvIT (including this Investment Manager), listed and unlisted public companies (excluding public companies which are high value debt listed entities) have been considered.

(5) Number of memberships in Audit and Stakeholders' Relationship Committee includes chairpersonship, wherever applicable.



II. Composition of Committees

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/Non-Independent/Independent/ Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Ms. Radhika Vijay Haribhakti	Chairperson - Independent	01-06-2023	-
		Mr. Sridhar Rengan	Non - Independent	01-06-2023	-
		Mr. Arun Balakrishnan	Independent	01-06-2023	-
Nomination and Remuneration Committee	Yes	Mr. Jagdish Ganapathi Kini	Independent	01-06-2023	-
		Mr. Arun Balakrishnan	Chairperson - Independent	01-06-2023	-
		Mr. Jagdish Ganapathi Kini	Independent	01-06-2023	-
Risk Management Committee	Yes	Ms. Radhika Vijay Haribhakti	Independent	01-06-2023	-
		Mr. Jagdish Ganapathi Kini	Chairperson - Independent	01-06-2023	-
		Mr. Arun Balakrishnan	Independent	01-06-2023	-
Stakeholders' Relationship Committee	Yes	Ms. Radhika Vijay Haribhakti	Independent	01-06-2023	-
		Mr. Sridhar Rengan	Non - Independent	01-06-2023	-
		Mr. Jagdish Ganapathi Kini	Chairperson - Independent	01-06-2023	-
		Mr. Arun Balakrishnan	Independent	01-06-2023	-
		Ms. Radhika Vijay Haribhakti	Independent	01-06-2023	-
		Mr. Prateek Shroff	Non - Independent	01-06-2023	-

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 ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Maximum gap between any two consecutive meetings (in number of days)
19-05-2023	-	-	-	-	-
26-05-2023	-	-	-	-	-
-	06-09-2023	Yes	5	3	102
-	29-09-2023	Yes	5	3	22

Note:
 (1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, this information is filled in only for the current quarter meetings.



IV. Meetings of Committees

A. Audit Committee					
Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	Whether requirement of Quorum met ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days ⁽¹⁾
06-09-2023	Yes	4	3	-	-

Note:
 (1) In terms of the SEBI Master Circular bearing reference no. SEBI/HQ/DDHS-PaD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.

B. Nomination and Remuneration Committee					
Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	Whether requirement of Quorum met	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
-	-	-	-	-	-

Note:
 (1) The Nomination and Remuneration Committee was constituted w.e.f. June 1, 2023. No meeting has been held since its constitution.

C. Risk Management Committee					
Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	Whether requirement of Quorum met ⁽¹⁾	Number of Directors present ⁽¹⁾⁽²⁾	Number of independent directors present ⁽¹⁾⁽²⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days ⁽¹⁾ (4)
06-09-2023	Yes	4	3	-	-

Note:
 (1) In terms of the SEBI Master Circular bearing reference no. SEBI/HQ/DDHS-PaD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.

D. Stakeholders' Relationship Committee					
Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	Whether requirement of Quorum met	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
-	-	-	-	-	-

Note:
 (1) The Stakeholders' Committee was constituted w.e.f. June 1, 2023. No meeting has been held since its constitution.

VI. Affirmations

Sr. No.	Affirmations	Compliance status (Yes/No/NA) [If status is "No", reasons for non-compliance to be explained]
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 and Remuneration Committee	Yes
	(c) Risk Management Committee	Yes
	(d) Stakeholders' Relationship 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	(a) This report has been placed before Board of Directors of the Investment Manager. Any comments/observations/ advice of the board of directors may be mentioned here.	No. This Report for the quarter ended September 30, 2023 shall be placed before the Board at the ensuing meeting. Further, any comments/ observations/ advice of the Board on this Report shall be mentioned in the Report for the quarter ended December 31, 2023.
	(b) The report submitted in the previous quarter has been placed before Board of Directors of the Investment Manager. Any comments/observations/ advice of the board of directors may be mentioned here.	Yes. The Report for the quarter ended June 30, 2023 was placed before the Board at its meeting held on September 6, 2023 and the Board had no observation/ comment/ advice on the said Report. ■

For India Infrastructure Trust

Brookfield India Infrastructure Manager Private Limited
 (Acting in its capacity as the Investment Manager of India Infrastructure Trust)

Puja Tandon
 Company Secretary & Compliance Officer

