

January 19, 2023

To,

Corporate Relations Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Scrip Code: 541300	Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra Mumbai — 400 051 Trading Symbol: INDINFR
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Dear Sir/Madam,

Sub: Corporate Governance Report of IndInfraVIT Trust

Pursuant to applicable SEBI Regulations / circular, the Corporate Governance report of IndInfraVIT Trust for the quarter ended December 31, 2022 is attached.

Please take the same on record.

Thanking you.

Yours Sincerely,

For IndInfraVIT Trust

By Order of the Board

LTIDPL IndvIT Services Limited

(as the Investment Manager of IndInfraVIT Trust)

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Rekha NB

Company Secretary and Compliance Officer



Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: IndInfravit Trust

2. Quarter ending: 31st December, 2022

I. Composition of Board of Directors														
Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non Executive / independent /Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Whether Special Resolution passed [Refer Regulation 17(1A) of Listing Regulations]	Date of passing Special Resolution	Tenure	Date of Birth	No of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directorships in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	Number of membership in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Neera Saggi*	00501029	Chairperson - Non- Executive –Independent Director	24-03-2021	-	-	NA	-	21	13-05-1956	3	3	5	0
Mr.	Pushkar Vijay Kulkarni	00090996	Non- Executive – Nominee Director	28-06-2018	-	-	NA	-	-	09-11-1973	0	0	3	0
Ms.	Anjali Gupta	00781921	Non- Executive –Nominee Director	30-07-2021	-	-	NA	-	-	05-01-1970	0	0	2	0
Ms.	Delphine Voeltzel	09552048	Non- Executive –Nominee Director	11-04-2022	-	-	NA	-	-	20-08-1984	0	0	2	0
Mr.	Pramod Sushila Kapoor	02914307	Non- Executive –Nominee Director	07-01-2020	-	-	NA	-	-	26-03-1959	0	0	8	0



Mr.	Mohan Raj Nair	00181969	Non- Executive -Independent Director	28-06-2018	-	-	NA	-	54	29-11- 1953	1	1	3	2
Mr.	Ashwin Mahalingam	05126953	Non- Executive -Independent Director	30-03-2015	20-03-2020	-	NA	-	93	23-06- 1977	0	0	4	0
Ms.	Monisha Macedo	00144660	Non- Executive -Independent Director	28-06-2018	-	-	NA	-	54	22-09- 1965	0	0	2	1
Ms.	Samyuktha Surendran	07138327	Non- Executive -Independent Director	24-08-2017	-	-	NA	-	64	19-07- 1976	0	0	6	0
Whether regular Chairperson appointed – Yes*														
Whether Chairperson is related to Managing Director or CEO – No														

* Appointed as Chairperson with effect from December 1, 2022.



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes [#]	Ms. Monisha Macedo [#] Mr. Pushkar Vijay Kulkarni Ms. Anjali Gupta Ms. Delphine Voeltzel Mr. Mohan Raj Nair Dr. Ashwin Mahalingam Mrs. Samyuktha Surendran Ms. Neera Saggi	Chairperson- Non-Executive - Independent Director Member- Non-Executive - Nominee Director Member- Non-Executive - Nominee Director Member- Non-Executive - Nominee Director Member- Non-Executive - Independent Director Member- Non-Executive - Independent Director Member- Non-Executive - Independent Director Member- Non-Executive - Independent Director	28-06-2018 28-06-2018 30-07-2021 12-04-2022 28-06-2018 11-01-2022 17-10-2018 14-07-2021	
2. Nomination and Remuneration Committee	Yes [#]	Mrs. Samyuktha Surendran [#] Mr. Pushkar Vijay Kulkarni Ms. Anjali Gupta Ms. Delphine Voeltzel Dr. Ashwin Mahalingam Ms. Monisha Macedo	Chairperson- Non-Executive - Independent Director Member- Non-Executive - Nominee Director Member- Non-Executive - Nominee Director Member- Non-Executive - Nominee Director Member- Non-Executive - Independent Director Member- Non-Executive - Independent Director	17-10-2018 28-06-2018 30-07-2021 21-04-2022 14-07-2021 28-06-2018	
3. Stakeholders Relationship Committee*	Yes [#]	Mr. Mohan Raj Nair [#] Mr. Pushkar Vijay Kulkarni Ms. Anjali Gupta Ms. Delphine Voeltzel Ms. Monisha Macedo Ms. Neera Saggi	Chairperson- Non-Executive - Independent Director Member- Non-Executive - Nominee Director Member- Non-Executive - Nominee Director Member- Non-Executive - Nominee Director Member- Non-Executive - Independent Director Member- Non-Executive - Independent Director	01-12-2022 28-06-2018 30-07-2021 21-04-2022 28-06-2018 12-01-2022	
4. Risk Management Committee	Yes [#]	Ms. Monisha Macedo [#] Mr. Pushkar Vijay Kulkarni Ms. Anjali Gupta Ms. Delphine Voeltzel Mr. Mohan Raj Nair Dr. Ashwin Mahalingam Ms. Samyuktha Surendran Ms. Neera Saggi	Chairperson- Non-Executive - Independent Director Member- Non-Executive - Nominee Director Member- Non-Executive - Nominee Director Member- Non-Executive - Nominee Director Member- Non-Executive - Independent Director Member- Non-Executive - Independent Director Member- Non-Executive - Independent Director Member- Non-Executive - Independent Director	01-12-2022 11-01-2022 11-01-2022 11-01-2022 12-04-2022 11-01-2022 11-01-2022 11-01-2022 11-01-2022	

*Note:- The Board of LTIDPL Indvit Services Limited, Investment Manager of IndInfravit trust has constituted a Stakeholders Relationship Committee in the nomenclature of Stakeholders Relationship and Investor Relations and Grievance Committee.

[#] Appointed as Chairperson with effect from December 1, 2022.



III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meetings (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 (in number of days)
19-07-2022		Yes	8	4	
24-08-2022		Yes	9	5	35 days
29-09-2022		Yes	9	5	35 days
	19-10-2022	Yes	9	5	19 days
	03-11-2022	Yes	8	5	14 days
	23-11-2022	Yes	9	5	19 days
	14-12-2022	Yes	9	5	20 days

**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 previous quarter	Maximum gap between any two consecutive (in number of days)*
Audit Committee					
				19-07-2022	
				24-08-2022	35 days
				29-09-2022	35 days
19-10-2022	Yes	8	5		19 days
03-11-2022	Yes	7	5		14 days
23-11-2022	Yes	8	5		19 days
14-12-2022	Yes	8	5		20 days

**This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.*



V. Related Party Transactions	
Subject	Compliance status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmations	
1.	The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Yes
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:- a. Audit Committee – No* b. Nomination & Remuneration Committee – No* 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes
4.	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes
5.	The Report submitted in the previous quarter has been placed before the Board of Directors at its meeting and this report will be placed before the Board of Directors in the next Meeting- Yes

***Note:-**The potential implications of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 (the "Amendments") upon the pre-existing Corporate Governance Framework of the IndInfravit Trust (which is an Infrastructure Investment Trust i.e. InvIT) are currently being evaluated by the Investment Manager in detail. Pursuant to the Amendments, "high-value debt listed entities" have been provided time until March 31, 2023, to ensure full compliance with the applicable provisions. The IndInfravit Trust and its Investment Manager remain committed towards ensuring compliance with applicable law and will endeavour to ensure necessary compliance with the relevant and applicable provisions within the specified time period.



For IndInfravit Trust
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Rekha NB
Compliance Officer

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.