

April 19, 2024

To,

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|--|--|
| 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 |
|--|--|

Dear Sir/Madam,

Sub: Quarterly Compliance Report on Corporate Governance of Interise Trust
(Formerly known as IndInfravit Trust)

Pursuant to the provisions of SEBI (Infrastructure Investment Trusts) Regulations, the quarterly report on Corporate Governance of Interise Trust (Formerly known as IndInfravit Trust) for the quarter ended March 31, 2024 is attached.

Please take the same on record.

Thanking you.

Yours truly,

For and on behalf Interise Trust

(Formerly known as IndInfravit Trust)

Through its Investment Manager, Interise Investment Managers Limited
(Formerly known as LTIDPL IndvIT Services Limited)

Amit

Dhirendra

Shah

Digitally signed by
Amit Dhirendra Shah
Date: 2024.04.19
18:53:34 +05'30'

Amit Shah

Company Secretary and Compliance Officer



Quarterly Compliance Report on Governance

1. Name of InvIT – Interise Trust (Formerly known as IndInfravit Trust)
2. Name of the Investment manager – Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited)
3. Quarter ending – March 31, 2024

| Titl e (Mr ./ Ms.) | Name of the Director | DIN | Category (Chairperson / Non- Independent / Independent / Nominee) ^a | Initial Date of Appointme nt | Date of Reappoin tment | Date of Cessati on | Tenure* (months) | No. of directors hips in all Managers / Investme nt Managers of REIT / InvIT and listed entities, including this Investme nt Manager | No of Indepen dent directors hips in all Manager s / Investme nt Manager s of REIT / InvIT and listed entities, includin g this Investme nt Manager | Number of members hips in Audit / Stakehold er Committe e(s) in all Managers / Investmen t Managers of REIT / InvIT and listed entities, including this Investmen t Manager (Refer Regulatio n 26G of InvIT Regulatio ns) | Number of posts of Chairpers on in Audit / Stakehold er Committe e(s) in all Managers / Investmen t Managers of REIT / InvIT and listed entities, including this Investmen t Manager (Refer Regulatio n 26G of InvIT Regulatio ns) |
|------------------------------------|----------------------------|----------|--|---------------------------------------|------------------------------|--------------------------|---------------------|--|---|--|--|
| Ms. | Neera Saggi | 00501029 | Chairperson - Independent Director | 24-03- 2021 | 24-03- 2021 [#] | - | 36 | 5 | 5 | 6 | 0 |
| Mr. | Sudhakar Mallya | 10372145 | Nominee Director (Unitholder) | 07-11- 2023 | | | | 1 | 0 | 2 | 0 |





| Title (Mr. / Ms.) | Name of the Director | DIN | Category (Chairperson / Non-Independent / Independent / Nominee) ^a | Initial Date of Appointment | Date of Reappointment | Date of Cessation | Tenure* (months) | No. of directors in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager | No of Independent directors in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager | Number of members 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 Chairpersons 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) |
|-------------------|-----------------------|----------|---|-----------------------------|-----------------------|-------------------|------------------|---|--|--|--|
| Ms. | Anjali Gupta | 00781921 | Nominee Director (Unitholder) | 30-07-2021 | | - | | 1 | 0 | 2 | 0 |
| Ms. | Delphine Voetzel | 09552048 | Nominee Director (Unitholder) | 11-04-2022 | | - | | 1 | 0 | 2 | 0 |
| Mr. | Pramod Sushila Kapoor | 02914307 | Nominee Director | 07-01-2020 | | - | | 1 | 0 | 8 | 0 |
| Dr. | Ashwin Mahalingam | 05126953 | Independent Director | 30-03-2015 | 30-03-2020 | - | 108 | 1 | 1 | 4 | 0 |

| Title (Mr./Ms.) | Name of the Director | DIN | Category (Chairperson / Non-Independent / Independent / Nominee) ^a | Initial Date of Appointment | Date of Reappointment | Date of Cessation | Tenure* (months) | No. of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager | No of Independent directors in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager | Number of members 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) |
|-----------------|------------------------|----------|---|-----------------------------|-------------------------|-------------------|------------------|---|--|--|---|
| Ms. | Monisha Macedo | 00144660 | Independent Director | 28-06-2018 | 28-06-2023 | - | 69 | 1 | 1 | 2 | 1 |
| Ms. | Samyuktha Surendran | 07138327 | Independent Director | 24-08-2017 | 24-08-2022 | - | 79 | 1 | 1 | 6 | 0 |
| Mr. | Sanjay Ubale | 02040738 | Independent Director | 29-03-2023 | 29-03-2023 [#] | - | 12 | 1 | 1 | 2 | 1 |
| Mr. | Ravindran Shunmugakani | 09778966 | Independent Director | 27-06-2023 | 27-06-2023 [#] | - | 9 | 3 | 3 | 6 | 3 |

[#]Indicates first tenor of the appointment as an independent director

Whether Regular chairperson appointed

- Yes

Whether Chairperson is related to managing director or CEO

- No

[§]PAN of any director would not be displayed on the website of Stock Exchange.

^aCategory of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.





| Title (Mr. / Ms.) | Name of the Director | DIN | Category (Chairperson / Non- Independent / Independent / Nominee)* | Initial Date of Appointment | Date of Reappoint- ment | Date of Cessation | Tenure* (months) | No. of directors hips in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager | No of Independent directors hips in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager | Number of members hips 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 Chairpersons 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) |
|-------------------------|----------------------------|-----|--|-----------------------------------|-------------------------------|----------------------|---------------------|--|---|---|---|
|-------------------------|----------------------------|-----|--|-----------------------------------|-------------------------------|----------------------|---------------------|--|---|---|---|

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.

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 |
|--------------------|--|------------------------------|---|------------------------|----------------------|
| 1. Audit Committee | Yes | Ms. Monisha Macedo | Chairperson- Independent Director | 28-06-2018 | |
| | | Mr. Sudhakar Mallya | Nominee Director (Unitholder) | 07-11-2023 | |

| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Non-Independent/Independent /Nominee) & | Date of Appointment | Date of Cessation |
|--|--|----------------------------------|--|----------------------------|--------------------------|
| | | Ms. Anjali Gupta | Nominee Director (Unitholder) | 30-07-2021 | |
| | | Ms. Delphine Voeltzel | Nominee Director (Unitholder) | 12-04-2022 | |
| | | Dr Ashwin Mahalingam | Independent Director | 11-01-2022 | |
| | | Ms. Samyuktha Surendran | Independent Director | 17-10-2018 | |
| | | Ms. Neera Saggi | Independent Director | 14-07-2021 | |
| | | Mr. Sanjay Ubale | Independent Director | 29-03-2023 | |
| | | Mr. Ravindran Shunmugakani | Independent Director | 27-06-2023 | |
| 2. Nomination & Remuneration Committee | Yes | Ms. Samyuktha Surendran | Chairperson- Independent Director | 17-10-2018 | |
| | | Dr Ashwin Mahalingam | Independent Director | 14-07-2021 | |
| | | Ms. Monisha Macedo | Independent Director | 28-06-2018 | |
| | | Ms. Neera Saggi | Independent Director | 29-03-2023 | |
| | | Mr. Sanjay Ubale | Independent Director | 29-03-2023 | |
| | | Mr. Ravindran Shunmugakani | Independent Director | 27-06-2023 | |
| 3. Risk Management Committee | Yes | Ms. Monisha Macedo | Chairperson- Independent Director | 01-12-2022 | |
| | | Mr. Sudhakar Mallya | Nominee Director (Unitholder) | 07-11-2023 | |
| | | Ms. Anjali Gupta | Nominee Director (Unitholder) | 11-01-2022 | |
| | | Ms. Delphine Voeltzel | Nominee Director (Unitholder) | 12-04-2022 | |





| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Non-Independent/Independent /Nominee) & | Date of Appointment | Date of Cessation |
|---|--|----------------------------------|--|----------------------------|--------------------------|
| | | Dr. Ashwin Mahalingam | Independent Director | 11-01-2022 | |
| | | Ms. Samyuktha Surendran | Independent Director | 11-01-2022 | |
| | | Ms. Neera Saggi | Independent Director | 11-01-2022 | |
| 4. Stakeholders Relationship Committee (in our case, known as Stakeholders Relationship and Investor Relations and Grievance Committee) | Yes | Mr. Sanjay Ubale | Chairperson- Independent Director | 28-06-2023 | |
| | | Mr. Sudhakar Mallya | Member- Nominee Director | 07-11-2023 | |
| | | Ms. Anjali Gupta | Member- Nominee Director | 30-07-2021 | |
| | | Ms. Delphine Voeltzel | Member- Nominee Director | 21-04-2022 | |
| | | Ms. Monisha Macedo | Member- Independent Director | 28-06-2018 | |
| 5. Investment and Finance Committee | Yes | Mr. Sanjay Ubale | Chairperson- Independent Director | 28-06-2023 | |
| | | Mr. Sudhakar Mallya | Nominee Director (Unitholder) | 07-11-2023 | |
| | | Ms. Anjali Gupta | Nominee Director (Unitholder) | 30-07-2021 | |
| | | Ms. Delphine Voeltzel | Nominee Director (Unitholder) | 12-04-2022 | |
| | | Mr. Pawan Kant | Member – Chief Executive Officer | 20-05-2021 | |
| 6. Projects Review Committee | Yes | Dr. Ashwin Mahalingam | Chairperson- Independent Director | 11-01-2022 | |
| | | Mr. Sudhakar Mallya | Nominee Director (Unitholder) | 07-11-2023 | |
| | | Ms. Anjali Gupta | Nominee Director (Unitholder) | 11-01-2022 | |
| | | Ms. Delphine Voeltzel | Nominee Director (Unitholder) | 21-04-2022 | |
| | | Ms. Monisha Macedo | Member- Independent Director | 11-01-2022 | |

| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Non-Independent/Independent /Nominee) & | Date of Appointment | Date of Cessation |
|--|--|----------------------------------|--|----------------------------|--------------------------|
| | | Ms. Samyuktha Surendran | Member- Independent Director | 11-01-2022 | |
| | | Ms. Neera Saggi | Member- Independent Director | 11-01-2022 | |
| 7. Corporate Social Responsibility Committee | Yes | Ms. Monisha Macedo | Chairperson- Independent Director | 19-07-2022 | |
| | | Mr. Sudhakar Mallya | Nominee Director (Unitholder) | 07-11-2023 | |
| | | Ms. Anjali Gupta | Nominee Director (Unitholder) | 19-07-2022 | |
| | | Ms. Delphine Voeltzel | Nominee Director (Unitholder) | 19-07-2022 | |

&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive meetings (in number of days) |
|--|--|---|-------------------------------------|---|---|
| 24-10-2023 | | Yes | 9 | 6 | - |
| 07-11-2023 | | Yes | 9 | 5 | 13 days |
| 11-12-2023 | | Yes | 9 | 6 | 33 days |
| 22-12-2023 | | Yes | 10 | 6 | 10 days |
| | 11-01-2024 | Yes | 7 | 4 | 19 days |
| | 13-03-2024 | Yes | 9 | 6 | 61 days |
| | 28-03-2024 | Yes | 9 | 6 | 14 days |

* to be filled in only for the current quarter meetings





IV. Meetings of Committees

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)*</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings (in number of days) **</i> |
|--|---|-------------------------------------|---|--|--|
| Audit Committee | | | | | |
| | | | | 24-10-2023 | - |
| | | | | 07-11-2023 | 13 days |
| | | | | 30-11-2023 | 22 days |
| | | | | 11-12-2023 | 10 days |
| | | | | 22-12-2023 | 10 days |
| 11-01-2024 | Yes | 6 | 4 | | 19 days |
| 13-03-2024 | Yes | 8 | 6 | | 61 days |
| Nomination & Remuneration Committee | | | | | |
| | | | | 11-12-2023 | |
| 27-03-2024 | Yes | 6 | 6 | | - |
| Stakeholders Relationship Committee | | | | | |
| | | | | 24-10-2023 | - |
| No meeting held in the current quarter ended March 31, 2024 | | | | | |
| Risk Management Committee | | | | | |
| | | | | 03-10-2023 | - |
| 28-03-2024 | Yes | 7 | 4 | | - |
| Investment and Finance Committee[^] | | | | | |
| | | | | 24-10-2023 | - |
| | | | | 07-11-2023 | - |
| | | | | 11-12-2023 | - |
| 10-01-2024 | Yes | 4 | 1 | | - |
| 13-03-2024 | Yes | 3 | 1 | | - |
| Projects Review Committee | | | | | |
| | | | | - | - |
| 11-01-2024 | Yes | 3 | 2 | | |
| Corporate Social Responsibility Committee | | | | | |

| | | | | | |
|---|--|--|--|------------|---|
| | | | | 11-12-2023 | - |
| No meeting held in the current quarter ended March 31, 2024 | | | | | |

** 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 Chief Executive Officer is a member of Investment and Finance Committee and the Chief Financial Officer of the Company as permanent invitee to the meeting of the operating Committees.

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. Stakeholders Relationship Committee
 - d. Risk management 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/or the report submitted in the previous quarter has been placed before Board of Directors of the investment manager.





Format to be submitted by Investment Manager for the financial year.

| I. Disclosure on website of InvIT | | |
|--|--|---|
| Item | Compliance status (Yes/No/NA) <small>refer note</small> below | If Yes provide link to website. If No / NA provide reasons |
| a) Details of business | Yes | https://indinfravit.com/# |
| b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc. | Yes | https://indinfravit.com/annual-reports/ |
| c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances | Yes | https://indinfravit.com/contact-us/ |
| d) Email ID for grievance redressal and other relevant details | Yes | https://indinfravit.com/contact-us/ |
| e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units | Yes | https://indinfravit.com/communication-to-stock-exchange/ |
| f) All information and reports including compliance reports filed by InvIT with respect to units | Yes | https://indinfravit.com/communication-to-stock-exchange/ |
| g) All intimations and announcements made by InvIT to the stock exchanges | Yes | https://indinfravit.com/communication-to-stock-exchange/ |
| h) All complaints including SCORES complaints received by the InvIT | Yes | https://indinfravit.com/communication-to-stock-exchange/ |
| i) Any other information which may be relevant for the investors | Yes | https://indinfravit.com/communication-to-stock-exchange/ |
| <i>It is certified that these contents on the website of the InvIT are correct.</i> | | |

| II Annual Affirmations | | |
|--|--------------------------|---|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) ^{refer note} below |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i> | 2(1)(saa) | Yes |
| <i>Board composition</i> | 4(2)(e)(v), 26G, 26H(1) | Yes |
| <i>Meeting of board of directors</i> | 26G | Yes |
| <i>Quorum of board meeting</i> | 26H(2) | Yes |
| <i>Review of Compliance Reports</i> | 26H(3) | Yes |
| <i>Plans for orderly succession for Appointments</i> | 26G | Yes |
| <i>Code of Conduct</i> | 26G | Yes |
| <i>Minimum Information</i> | 26H(4) | Yes |
| <i>Compliance Certificate</i> | 26H(5) | NA The same will be taken up at the Board meeting wherein annual financial statements will be considered in compliance with Schedule VII Part B of the Regulations |
| <i>Risk Assessment & Management</i> | 26G | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 26G | Yes |
| <i>Recommendation of Board</i> | 26H(6) | Yes |
| <i>Composition of Audit Committee</i> | 26G | Yes |
| <i>Meeting of Audit Committee</i> | 26G | Yes |
| <i>Composition of Nomination & Remuneration Committee</i> | 26G | Yes |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | 26G | Yes |
| <i>Meeting of Nomination & Remuneration Committee</i> | 26G | Yes |





| | | |
|--|-----------------|---|
| <i>Composition of Stakeholder Relationship Committee</i> | 26G | Yes |
| <i>Meeting of Stakeholder Relationship Committee</i> | 26G | Yes |
| <i>Composition and role of Risk Management Committee</i> | 26G | Yes |
| <i>Meeting of Risk Management Committee</i> | 26G | Yes |
| <i>Vigil Mechanism</i> | 26I | Yes |
| <i>Approval for related party Transactions</i> | 19(3), 22(4)(a) | NA (Since the InvIT has not made any public offer, Regulation 19(3) is not applicable, however, all the related party transactions are approved by the Audit Committee and Board and are disclosed in financial statements as required pursuant to Regulations) |
| <i>Disclosure of related party transactions</i> | 19(2) | Yes |
| <i>Annual Secretarial Compliance Report</i> | 26J | NA (Regulation 26J of the InvIT Regulations is effective for InvITs from April 1, 2023. Consequently, InvIT will submit the said report for the FY 2023-24 within the prescribed timeline therein Regulations.) |
| <i>Alternate Director to Independent Director</i> | 26G | NA |
| <i>Maximum Tenure of Independent Director</i> | 26G | Yes |
| <i>Meeting of independent directors</i> | 26G | Yes |
| <i>Familiarization of independent directors</i> | 26G | Yes |
| <i>Declaration from Independent Director</i> | 26G | Yes |
| <i>Directors and Officers insurance</i> | 26G | Yes |
| <i>Memberships in Committees</i> | 26G | Yes |

| | | |
|--|---|-----|
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel | 26G | Yes |
| Policy with respect to Obligations of directors and senior management | 26G | Yes |
| Any other information the same may be indicated here | W.e.f April 01, 2023, SEBI has removed the applicability to the InvITs for the compliances of Regulations 15 to 27 of SEBI LODR which was earlier applicable to high value debt listed entities, upon introduction of separate governance framework for InvITs under SEBI (Infrastructure Investment Trusts) Regulations w.e.f April 01, 2023. Therefore, the disclosures pertaining to SEBI LODR are not applicable to Interise Trust except to the extent requirements referred in SEBI InvIT Regulations and disclosed herein. | |
| <p>Note: 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of InvIT Regulations, "Yes" may be indicated. Similarly, in case the InvIT has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the investment manager would like to provide any other information the same may be indicated here.</p> | | |
| <p>For and on behalf of Interise Trust (formerly known as IndInfravit Trust) Through its Investment Manager, Interise Investment Managers Limited (formerly known as LTIDPL IndvIT Services Limited)</p> <p>Amit Dhirendra Shah</p> <p>Digitally signed by Amit Dhirendra Shah Date: 2024.04.19 18:54:06 +05'30'</p> <p>Amit Shah Company Secretary and Compliance Officer</p> | | |

