

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

CIN: U67190MH2010PTC202800

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

Tel No.: +91 22 6600 0700 | Fax No.: +91 22 6600 0777 | Email: puja.tandon@brookfield.com

July 21, 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) Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (Scrip Code 543225)

Dear Sir/Madam,

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

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

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Data Infrastructure Trust**

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



Puja Tandon
Compliance Officer

Encl: a/a

CC:
Axis Trustee Services Limited ("Trustee of the Trust")
Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai - 400 025, Maharashtra, India

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Quarterly Compliance Report on Corporate Governance

(Pursuant to Regulation 26K of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014) ("SEBI InvIT Regulations")

1	Name of InvIT:	Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) ("Trust")
2	Name of the Investment Manager	Brookfield India Infrastructure Manager Private Limited ("Company")
3	Quarter ending:	June 30, 2023

I. Composition of Board of Directors

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 ⁽³⁾	Number of memberships in Audit/Stakeholder Committee(s) in all Managers/ Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽⁴⁾⁽⁵⁾ <i>(Refer Regulation 26G of the SEBI InvIT Regulations)</i>	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 ⁽⁴⁾ <i>(Refer Regulation 26G of the SEBI InvIT Regulations)</i>
Mr.	Sridhar Rengan	03139082	Chairperson - Non-Independent	November 21, 2019	-	-	-	1	-	1	-
Mr.	Chetan Rameshchandra Desai ⁽⁶⁾	03595319	Independent	November 21, 2019	November 21, 2019	May 31, 2023	42.11	4	4	8	5
Mr.	Narendra Aneja ⁽⁶⁾	00124302	Independent	April 1, 2020	April 1, 2020	May 31, 2023	38	2	2	1	-
Mr.	Arun Balakrishnan	00130241	Independent	June 1, 2023	June 1, 2023	-	1	2	2	4	1
Mr.	Jagdish Ganpathi Kini	00518726	Independent	June 1, 2023	June 1, 2023	-	1	1	1	2	1
Ms.	Radhika Vijay Haribhakti	02409519	Independent	June 1, 2023	June 1, 2023	-	1	7	7	9	1
Ms.	Swati Mandava ⁽⁶⁾	07625343	Non-Independent	June 28, 2022	-	May 25, 2023	-	1	-	-	-
Mr.	Prateek Shroff	09338823	Non-Independent	May 26, 2023	-	-	-	1	-	1	-
Ms.	Rinki Ganguli	10172545	Non-Independent	June 1, 2023	-	-	-	1	-	-	-

Whether regular Chairperson appointed:

Yes

Whether Chairperson is related to Managing Director or CEO:

No

Notes:

- (1) In terms of the SEBI 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 SEBI 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 June 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), has been considered.
- (5) Number of memberships in Audit and Stakeholders' Relationship Committee includes chairpersonship, wherever applicable.
- (6) Details of Mr. Chetan Desai, Mr. Narendra Aneja and Ms. Swati Mandava are mentioned uptill their respective date of cessation.

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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	June 1, 2023	-
		Mr. Sridhar Rengan	Non-Independent	June 1, 2023	-
		Mr. Arun Balakrishnan	Independent	June 1, 2023	-
		Mr. Jagdish Ganapathi Kini	Independent	June 1, 2023	-
Nomination and Remuneration Committee	Yes	Mr. Arun Balakrishnan	Chairperson - Independent	June 1, 2023	-
		Mr. Jagdish Ganapathi Kini	Independent	June 1, 2023	-
		Ms. Radhika Vijay Haribhakti	Independent	June 1, 2023	-
Risk Management Committee	Yes	Mr. Jagdish Ganapathi Kini	Chairperson - Independent	June 1, 2023	-
		Mr. Arun Balakrishnan	Independent	June 1, 2023	-
		Ms. Radhika Vijay Haribhakti	Independent	June 1, 2023	-
		Mr. Sridhar Rengan	Non-Independent	June 1, 2023	-
Stakeholders' Relationship Committee	Yes	Mr. Jagdish Ganapathi Kini	Chairperson - Independent	June 1, 2023	-
		Mr. Arun Balakrishnan	Independent	June 1, 2023	-
		Ms. Radhika Vijay Haribhakti	Independent	June 1, 2023	-
		Mr. Prateek Shroff	Non-Independent	June 1, 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)
February 22, 2023	-	-	-	-	-
-	May 19, 2023	Yes	3	2	85
-	May 26, 2023	Yes	4	2	6

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 to be 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 (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)
-	-	-	-	-	-

Note:

(1) Considering that the Committee was constituted during the quarter i.e. w.e.f. June 1, 2023, no meeting was held during the quarter.

B. Nomination and Remuneration Committee

Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	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)
-	-	-	-	-	-

Note:

(1) Considering that the Committee was constituted during the quarter i.e. w.e.f. June 1, 2023, no meeting was held during the quarter.

C. Risk Management Committee

Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	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)
-	-	-	-	-	-

Note:

(1) Considering that the Committee was constituted during the quarter i.e. w.e.f. June 1, 2023, no meeting was held during the quarter.

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D. Stakeholders' Relationship Committee

Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	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)
-	-	-	-	-	-

Note:
 (1) Considering that the Committee was constituted during the quarter i.e. w.e.f. June 1, 2023, no meeting was held during the quarter.

V. Affirmations

	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 the SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
2	The composition of the following committees is in terms of the SEBI (Infrastructure Investment Trusts) Regulations, 2014. (a) Audit Committee (b) Nomination and Remuneration Committee (c) Stakeholders' Relationship Committee (d) Risk Management Committee	Yes Yes Yes Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in the 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 the SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes. Board Meetings were conducted in the manner as specified in SEBI InvIT Regulations. Further, since the Committees have been constituted during the quarter i.e. w.e.f. June 1, 2023, no Committee meetings were held during the quarter.
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. (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.	No. This Report for the quarter ended June 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 September 30, 2023. Not Applicable. Pursuant to the extension granted by SEBI to the Company, acting in its capacity as the Investment Manager, the compliances relating to corporate governance provisions have been made applicable to the Trust w.e.f. June 1, 2023. Accordingly, this is the first Report of the Trust.

For Data Infrastructure Trust

Brookfield India Infrastructure Manager Private Limited
 (acting in its capacity as the investment manager of Data Infrastructure Trust)



Puja Tandon
 Compliance Officer