

January 19, 2024

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 December 31, 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**

BIP India Infra Projects Management Services Private Limited
(acting in its capacity as the Investment Manager of Data Infrastructure Trust)

Farah Irani
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 ("IM")	Brookfield India Infrastructure Manager Private Limited ("BIIMPL") ceased with effect from close of the business hours on December 11, 2023 BIP India Infra Projects Management Services Private Limited ("BIP") appointed with effect from December 12, 2023
3	Quarter ending:	December 31, 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⁾ (Refer Regulation 26G of the SEBI 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 ⁽⁴⁾ (Refer Regulation 26G of the SEBI InvIT Regulations)
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Composition of the Board Directors of BIIMPL which ceased to be the IM wef from close of the business hours on December 11, 2023

Mr.	Sridhar Rengan	03139082	Chairperson - Non-Independent	November 21, 2019	-	*December 11, 2023	-	1	-	1	-
Mr.	Arun Balakrishnan	00130241	Independent	June 1, 2023	June 1, 2023	*December 11, 2023	6.11	2	2	5	2
Ms.	Radhika Vijay Haribhakti	02409519	Independent	June 1, 2023	June 1, 2023	*December 11, 2023	6.11	8	8	9	1
Mr.	Jagdish Ganapathi Kini	00518726	Independent	June 1, 2023	June 1, 2023	*December 11, 2023	6.11	1	1	2	1
Mr.	Prateek Shroff	09338823	Non-Independent	May 26, 2023	-	*December 11, 2023	-	1	-	1	-
Ms.	Rinki Ganguli	10172545	Non-Independent	June 1, 2023	-	*December 11, 2023	-	1	-	-	-

Composition of the Board Directors of BIP which was appointed as the new IM wef from December 12, 2023

Ms.	Pooja Aggarwal	07515355	Chairperson - Non-Independent	December 12, 2023	-	-	-	2	0	1	0
Mr.	Dhananjay Joshi	09096270	Non-Independent- Managing Director	December 12, 2023	-	-	-	1	0	1	0
Mr.	Sunil Srivastav	00237561	Independent	December 12, 2023	-	-	0.19	3	3	6	2
Ms.	Radhika Vijay Haribhakti	02409519	Independent	December 12, 2023	-	-	0.19	8	8	9	2
Mr.	Jagdish Ganapathi Kini	00518726	Independent	December 12, 2023	-	-	0.19	1	1	1	0
Mr.	Prateek Shroff	09338823	Non-Independent	December 12, 2023	-	-	-	2	-	1	-
Mr.	Varun Saxena	09797032	Non-Independent	** July 06, 2023	-	December 12, 2023	-	-	-	-	-
Ms.	Megha Dua	10202867	Non-Independent	** July 06, 2023	-	December 12, 2023	-	-	-	-	-

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 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 ("SEBI LODR Regulations"), 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.

* Date of Cessation is considered to be the date wherein BIIMPL ceased to be the IM with effect from close of the business hours on December 11, 2023

** The date of appointment of the Directors mentioned above relates to the date of appointment on the Board of BIP prior to appointment as the IM. Please note that BIP was appointed as the IM with effect from December 12, 2023.

II. Composition of Committees

Composition of the Committees of BIIMPL which ceased to be the IM wef from close of the business hours on December 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
Audit Committee	Yes	Ms. Radhika Vijay Haribhakti	Chairperson - Independent	June 1, 2023	December 11, 2023
		Mr. Sridhar Rengan	Non-Independent	June 1, 2023	December 11, 2023
		Mr. Arun Balakrishnan	Independent	June 1, 2023	December 11, 2023
		Mr. Jagdish Ganapathi Kini	Independent	June 1, 2023	December 11, 2023
Nomination and Remuneration Committee	Yes	Mr. Arun Balakrishnan	Chairperson - Independent	June 1, 2023	December 11, 2023
		Mr. Jagdish Ganapathi Kini	Independent	June 1, 2023	December 11, 2023
		Ms. Radhika Vijay Haribhakti	Independent	June 1, 2023	December 11, 2023
		Mr. Sridhar Rengan	Non-Independent	June 1, 2023	December 11, 2023
Risk Management Committee	Yes	Mr. Jagdish Ganapathi Kini	Chairperson - Independent	June 1, 2023	December 11, 2023
		Mr. Arun Balakrishnan	Independent	June 1, 2023	December 11, 2023
		Ms. Radhika Vijay Haribhakti	Independent	June 1, 2023	December 11, 2023
		Mr. Sridhar Rengan	Non-Independent	June 1, 2023	December 11, 2023
Stakeholders' Relationship Committee	Yes	Mr. Jagdish Ganapathi Kini	Chairperson - Independent	June 1, 2023	December 11, 2023
		Mr. Arun Balakrishnan	Independent	June 1, 2023	December 11, 2023
		Ms. Radhika Vijay Haribhakti	Independent	June 1, 2023	December 11, 2023
		Mr. Prateek Shroff	Non-Independent	June 1, 2023	December 11, 2023

* Date of Cessation is considered to be the date wherein BIIMPL ceased to be the IM with effect from close of the business hours on December 11, 2023

Composition of the Board Directors of BIP which was appointed as the new IM wef from December 12, 2023

Audit Committee	Yes	Ms. Radhika Vijay Haribhakti	Chairperson - Independent	December 12, 2023	-
		Ms. Pooja Aggarwal	Non-Independent	December 12, 2023	-
		Mr. Sunil Srivastav	Independent	December 12, 2023	-
		Mr. Jagdish Ganapathi Kini	Independent	December 12, 2023	-
Nomination and Remuneration Committee	Yes	Mr. Jagdish Ganapathi Kini	Chairperson - Independent	December 12, 2023	-
		Mr. Sunil Srivastav	Independent	December 12, 2023	-
		Ms. Radhika Haribhakti	Independent	December 12, 2023	-
Risk Management Committee	Yes	Mr. Sunil Srivastav	Chairperson - Independent	December 12, 2023	-
		Ms. Radhika Haribhakti	Independent	December 12, 2023	-
		Mr. Jagdish Ganapathi Kini	Independent	December 12, 2023	-
		Mr. Dhananjay Joshi	Non-Independent- Managing Director	December 12, 2023	-
		Mr. Vineet Sirpaul	Chief Risk Officer, Member	December 12, 2023	-
Stakeholders' Relationship Committee	Yes	Ms. Radhika Haribhakti	Chairperson - Independent	December 12, 2023	-
		Mr. Prateek Shroff	Non-Independent	December 12, 2023	-
		Mr. Dhananjay Joshi	Non-Independent- Managing Director	December 12, 2023	-

* IIIA. 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)
06-09-2023	-	-	-	-	-
29-09-2023	-	-	-	-	-
-	08-11-2023	Yes	5	3	39
-	12-12-2023	Yes	8	5	33

* The Meeting of the Board of Directors is of the former investment Manager -BIIMPL, which ceased to be the IM with effect from the close of the business hours on December 11, 2023

* IIIB. 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)
-	-	-	-	-	-
-	-	-	-	-	-
-	12-12-2023	Yes	7	3	-
-	22-12-2023	Yes	6	3	9

* The Meeting of the Board of Directors is of the present Investment Manager -BIP, which was appointed on December 12, 2023

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)
-	-	-	-	06-09-2023	-
08-11-2023	Yes	4	3	-	62
12-12-2023	Yes	4	3	-	33

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.

(2) * The meeting of the Audit Committees of the former investment Manager -BIIMPL, which ceased to be the IM with effect from the close of the business hours on December 11, 2023

*A1. 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)
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-

Note: * Considering that the Audit Committee was constituted w.e.f. December 12, 2023, no meeting of the Committee were held during the quarter by BIP

*B. Nomination and Remuneration 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)
12-12-2023	Yes	3	3	-	-

Note: * The meeting of the Nomination and Remuneration Committees of the former investment Manager -BIIMPL, which ceased to be the IM with effect from the close of the business hours on December 11, 2023

*B1. Nomination and Remuneration 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)
-	-	-	-	-	-

Note: * Considering that the Nomination and Remuneration Committee was constituted w.e.f. December 12, 2023, no meeting of the Committee were held during the quarter by BIP.

***C1. 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⁾	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)
-	-	-	-	06-09-2023	-
08-11-2023	Yes	4	3	-	62
12-12-2023	Yes	4	3	-	33

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.

(2) * The meeting of the Risk Management Committee is of the former investment Manager -BIIMPL, which ceased to be the IM with effect from the close of the business hours on December 11, 2023

***C2. Risk Management Committee**

Date(s) of meeting of the Committee in the	Whether requirement	Number of Directors present ⁽¹⁾	Number of independent	Date(s) of meeting of the	Maximum gap between any
-	-	-	-	06-09-2023	-
-	-	-	-	-	-
-	-	-	-	-	-

Note: * Considering that the Risk Management Committee was constituted w.e.f. December 12, 2023, no meeting of the Committee were held during the quarter by BIP

***D. Stakeholders' Relationship 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)
-	-	-	-	-	-

Note: * Considering that the Stakeholders Relationship Committee was constituted w.e.f. June 1, 2023 and December 12, 2023 by BIIMPL and BIP respectively, no meeting has been held since its constitution.

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.
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 December 31, 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 March 31, 2024 Yes. The Report for the quarter ended September 30, 2023 was placed before the Board at its meeting held on November 08, 2023 and the Board had no observation/comment/advice on the said Report.

For Data Infrastructure Trust

BIP India Infra Projects Management Services Private Limited

(acting in its capacity as the investment manager of Data Infrastructure Trust)



Farah Irani
Compliance Officer