

April 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 (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 March 31, 2024

Further, the same is also available on the website of the Trust i.e. www.datainfrastrust.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	Catalyst Trusteeship Limited ("Debenture Trustee") Unit No. 901, 9 th Floor, Tower – B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai- 400013, Maharashtra, India
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Unit 1, 9th Floor, Tower 4,
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LBS Marg, Kurla (W), Mumbai – 400 070

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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 ("Trust")
2	Name of the Investment Manager ("IM")	BIP India Infra Projects Management Services Private Limited ("BIP") (appointed w.e.f. December 12, 2023)
3	Quarter ending:	March 31, 2024

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)
Ms.	Pooja Aggarwal	07515355	Chairperson - Non-Independent	December 12, 2023	-	-	-	1	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	-	-	3.2	3	3	4	1
Ms.	Radhika Vijay Haribhakti	02409519	Independent	December 12, 2023	-	-	3.2	8	8	10	3
Mr.	Jagdish Ganapathi Kini	00518726	Independent	December 12, 2023	-	-	3.2	1	1	1	0
Mr.	Prateek Shroff	09338823	Non-independent	December 12, 2023	-	-	-	2	0	2	0
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 March 31, 2024 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.											

II. Composition of Committees

Committee	Yes/No	Members	Category	Date of Appointment	Date of Cessation
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	-

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)
08-11-2023 ⁽²⁾	-	-	-	-	-
12-12-2023 ⁽²⁾	-	-	-	-	-
12-12-2023	-	-	-	-	-
22-12-2023	-	-	-	-	-
-	04-01-2024	Yes	6	3	12
-	19-01-2024	Yes	6	3	14
-	09-02-2024	Yes	5	3	20
-	05-03-2024	Yes	5	3	24

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 dates pertain to the meeting of the Board of Directors of the erstwhile Investment Manager i.e. Brookfield India Infrastructure Manager Private Limited ("erstwhile IM"), which ceased to be the IM w.e.f. the close of the business hours on December 11, 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 ⁽²⁾	Maximum gap between any two consecutive meetings (in number of days)
-	-	-	-	08-11-2023	-
-	-	-	-	12-12-2023	-
09-02-2024	Yes	4	3	-	92

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 dates pertain to the meeting of the committee of the erstwhile IM.

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 ⁽²⁾	Maximum gap between any two consecutive meetings (in number of days)
-	-	-	-	08-11-2023	-
05-03-2024	Yes	3	3	-	117

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 dates pertain to the meeting of the committee of the erstwhile IM.

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⁾	Number of independent directors present ⁽¹⁾	Date(s) of meeting of the Committee in the previous quarter ⁽²⁾	Maximum gap between any two consecutive meetings (in number of days)
-	-	-	-	08-11-2023	-
-	-	-	-	12-12-2023	-
05-03-2024	Yes	4	3	-	-

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 dates pertain to the meeting of the committee of the erstwhile IM.

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)
05-03-2024	Yes	3	1	-	-

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.

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 March 31, 2024 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 June 30, 2024 Yes. The Report for the quarter ended December 31, 2023 was placed before the Board at its meeting held on February 9, 2024 and the Board had no observation/ comment/advice on the said Report.

VI. Disclosure on website of InvIT

Item	Compliance Status	If Yes provide link to website. If No/NA provide reasons
a) Details of business	Yes	https://www.datainfrastrust.com/our-portfolio
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	https://www.datainfrastrust.com/annual-reports
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	https://www.datainfrastrust.com/contact-us
d) Email ID for grievance redressal and other relevant details	Yes	https://www.datainfrastrust.com/contact-us
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	https://www.datainfrastrust.com/copy-of-announcements
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	https://www.datainfrastrust.com/copy-of-announcements
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	https://www.datainfrastrust.com/copy-of-announcements
h) All complaints including SCORES complaints received by the InvIT	Yes	https://www.datainfrastrust.com/copy-of-announcements
i) Any other information which may be relevant for the investors	Yes	https://www.datainfrastrust.com/copy-of-announcements

It is certified that these contents on the website of the Trust are correct.

VI. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	2(1)(saa)	Yes
Board composition	4(2)(e)(v), 26G, 26H(1)	Yes
Meeting of board of directors	26G	Yes
Quorum of board meeting	26H(2)	Yes
Review of Compliance Reports	26H(3)	Yes
Plans for orderly succession for Appointments	26G	Yes
Code of Conduct	26G	Yes
Minimum Information	26H(4)	Yes
Compliance Certificate	26H(5)	Pursuant to the extension granted by SEBI to the erstwhile IM of the Trust, the compliances relating to corporate governance provisions have been made applicable to the Trust w.e.f. June 1, 2023. Accordingly, Compliance Certificate for FY2022-23 was not applicable. For the FY 2023-24, the same shall be placed before the Board of the Investment Manager at the time of approval of the annual audited financial information for the year ended March 31, 2024.
Risk Assessment & Management	26G	Yes
Performance Evaluation of Independent Directors	26G	Yes
Recommendation of Board	26H(6)	Yes
Composition of Audit Committee	26G	Yes
Meeting of Audit Committee	26G	Yes
Composition of Nomination & Remuneration Committee	26G	Yes
Quorum of Nomination & Remuneration Committee meeting	26G	Yes
Meeting of Nomination & Remuneration Committee	26G	Yes
Composition of Stakeholder Relationship Committee	26G	Yes
Meeting of Stakeholder Relationship Committee	26G	Yes
Composition and role of Risk Management Committee	26G	Yes
Meeting of Risk Management Committee	26G	Yes
Vigil Mechanism	26I	Yes

Approval for related party Transactions	19(3), 22(4)(a)	Yes
Disclosure of related party transactions	19(2)	Yes
Annual Secretarial Compliance Report	26J	N.A. for FY2022-23. For FY2023-24, the same shall be filed with the designated stock exchange within the prescribed timeline i.e., within 60 days from the end of the financial year.
Alternate Director to Independent Director	26G	Yes
Maximum Tenure of Independent Director	26G	Yes
Meeting of independent directors	26G	Yes
Familiarization of independent directors	26G	Yes
Declaration from Independent Director	26G	Yes
Directors and Officers insurance	26G	Yes
Memberships in Committees	26G	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management	26G	Yes
Policy with respect to Obligations of directors and senior management	26G	Yes

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