

July 20, 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/2024/44 dated May 15, 2024
(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/2024/44, we hereby submit the Compliance Report on Corporate Governance for Data Infrastructure Trust ("Trust") for the quarter ended June 30, 2024

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
Data Link Investment Manager Private Limited
(formerly known as 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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Registered Office:

Unit 1, 9th Floor, Tower 4,
Equinox Business Park,
LBS Marg, Kurla (W), Mumbai – 400 070

CIN: U74999MH2017FTC303003

+91 (22) 69075213

compliance@bipinfra.com

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")	Data Link Investment Manager Private Limited (formerly known as BIP India Infra Projects Management Services Private Limited) ("Data Link") (appointed w.e.f. December 12, 2023)
3	Quarter ending:	June 30, 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	-	-	6.20	2	2	4	1
Ms.	Radhika Vijay Haribhakti	02409519	Independent	December 12, 2023	-	-	6.20	8	8	10	2
Mr.	Jagdish Ganapathi Kini	00518726	Independent	December 12, 2023	-	-	6.20	1	1	1	0
Mr.	Prateek Shroff	09338823	Non-Independent	December 12, 2023	-	-	-	2	0	0	0
Ms.	Helly Bharat Ajmera ⁽⁶⁾	10240609	Non-Independent	May 17, 2024	-	-	-	2	0	1	0
Mr.	Sian Chuan Jason Chan ⁽⁶⁾	02265678	Non-Independent	May 17, 2024	-	-	-	1	0	0	0
Mr.	Chetan Rameshchandra Desai ⁽⁶⁾	03595319	Independent	May 17, 2024	-	-	1.15	4	4	9	7
Mr.	Emmanuel David Gootam ⁽⁶⁾	09771151	Independent	May 17, 2024	-	-	1.15	2	2	1	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 Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, 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 Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, 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, 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.
- (6) Appointed w.e.f. May 17, 2024

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	Mr. Chetan Desai	Chairperson - Independent	May 17, 2024	-
		Ms. Radhika Vijay Haribhakti ⁽²⁾	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. Emmanuel David Gootam	Chairperson - Independent	May 17, 2024	-
		Mr. Jagdish Ganapathi Kini ⁽³⁾	Independent	December 12, 2023	-
		Mr. Sunil Srivastav	Independent	December 12, 2023	-
		Ms. Radhika Haribhakti	Independent	December 12, 2023	-
		Mr. Dhananjay Joshi ⁽⁴⁾	Chairperson - Non-Independent - Managing Director	December 12, 2023	-
Risk Management Committee	Yes	Mr. Sunil Srivastav	Chairperson - Independent	December 12, 2023	May 17, 2024
		Ms. Radhika Haribhakti	Independent	December 12, 2023	-
		Mr. Jagdish Ganapathi Kini	Independent	December 12, 2023	May 17, 2024
		Mr. Vineet Sirpau	Chief Risk Officer, Member	December 12, 2023	-
		Mr. Emmanuel David Gootam	Independent	May 17, 2024	-
		Mr. Chetan Desai	Chairperson - Independent	May 17, 2024	-
		Ms. Radhika Haribhakti ⁽²⁾	Independent	December 12, 2023	-
Stakeholders' Relationship Committee	Yes	Mr. Prateek Shroff	Non-Independent	December 12, 2023	May 17, 2024
		Mr. Dhananjay Joshi	Non-Independent- Managing Director	December 12, 2023	-
		Mr. Emmanuel David Gootam	Independent	May 17, 2024	-
		Mr. Chetan Desai	Chairperson - Independent	May 17, 2024	-

Notes:

- (1) Consequent upon addition of directors of the Company effective from May 17, 2024, the Board has re-constituted the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders' Relationship Committee w.e.f. May 17, 2024.
- (2) Ms. Radhika Haribhakti has been re-designated from Chairperson to Member of Audit Committee and Stakeholders' Relationship Committee w.e.f. May 17, 2024.
- (3) Mr. Jagdish Kini has been re-designated from Chairperson to Member of Nomination and Remuneration Committee w.e.f. May 17, 2024.
- (4) Mr. Dhananjay Joshi has been re-designated from Member to Chairperson of Risk Management Committee w.e.f. May 17, 2024.

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)
04-01-2024	-	-	-	-	-
19-01-2024	-	-	-	-	-
09-02-2024	-	-	-	-	-
05-03-2024	-	-	-	-	-
-	18-04-2024	Yes	6	3	43
-	16-05-2024	Yes	4	3	27

Note:

(1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, 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 ⁽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)
-	-	-	-	09-02-2024	-
16-05-2024	Yes	4	3	-	96

Note:

(1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, this information is to be filled in only for the current quarter meetings.

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)
-	-	-	-	05-03-2024	-
18-04-2024	Yes	3	3	-	43
16-05-2024	Yes	3	3	-	71

Note:

(1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, this information is to be filled in only for the current quarter meetings.

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	Maximum gap between any two consecutive meetings (in number of days)
-	-	-	-	05-03-2024	-
16-05-2024	Yes	4	3	-	71

Note:

(1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, this information is to be filled in only for the current quarter meetings.

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	-
-	-	-	-	-	-

Note:

(1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, 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	Yes
	(b) Nomination and Remuneration Committee	Yes
	(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 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.	No. This Report for the quarter ended June 30, 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 September 30, 2024
	(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.	Yes. The Report for the quarter ended March 31, 2024 was placed before the Board at its meeting held on May 16, 2024 and the Board had no observation/ comment/advice on the said Report.

For Data Infrastructure Trust
Data Link Investment Manager Private Limited
(formerly known as BIP India Infra Projects Management Services Private Limited)
(acting in its capacity as the investment manager of Data Infrastructure Trust)



Farah Irani
Compliance Officer