



Infinite India Investment Management Limited
Corporate Identity Number : U74140MH2006PLC163489
Regd. Office: 7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025. Tel : +91 22 6630 3030, Fax : +91 22 6630 3223

DFIT/2024-25/04

April 21, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Security Code: **543859**
Symbol: **DIGIFIBRE**

Dear Sir/Madam,

**Sub: Statement of Corporate Governance Report for Digital Fibre Infrastructure Trust
(the "Trust") for the Quarter ended March 31, 2024**

Pursuant to Regulation 26K of SEBI (Infrastructure Investment Trusts) Regulations, read with SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, we hereby submit the Corporate Governance Report of the Trust, for the quarter ended March 31, 2024.

We request you to disseminate the above information on your website as you may deem appropriate.

Thank you.

Yours truly,

For and behalf of Digital Fibre Infrastructure Trust

(acting through its Investment Manager Infinite India Investment Management Limited)

Janisha Shah

Compliance Officer

1. **Name of InvIT:** Digital Fibre Infrastructure Trust
2. **Name of the Investment manager:** Infinite India Investment Management Limited
3. **Quarter ended:** March 31, 2024

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Non-Independent/ Independent/ Nominee) &	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure of director (in months)	No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager @	No of Independent directorships in all Managers/ Investment Managers of REIT / InvIT and listed entities, including this Investment Manager @	Number of memberships in Audit/Stakeholder Committee(s) in all Managers /Investment Managers of REIT/InvIT and listed entities, including this Investment Manager <i>(Refer Regulation 26G of 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 \$ <i>(Refer Regulation 26G of InvIT Regulations)</i>
Ms.	Dipti Neelakantan	00505452	Non - Independent Director	19-10-2007	28-07-2023	-	-	2	-	3	1
Mr.	Shailesh S. Vaidya	00002273	Independent Director	20-02-2019	20-02-2024	-	58.08	3	3	2	2
Mr.	Rajendra Hingwala	00160602	Independent Director	20-02-2019	20-02-2024	-	58.08	3	3	4	3
Mr.	Vaidyanadhan Sridhar	03303448	Non - Independent Director	01-04-2023	-	-	-	1	-	1	-
Ms.	Riddhi Bhimani	10072936	Independent Director	01-04-2023	-	-	12.00	2	2	4	-
Mr.	Adi Rusi Patel	02307863	Non - Independent Director	26-04-2023	-	-	-	4	-	2	-

\$ Inclusive of memberships of the Committees.

@ For the purpose of calculating No. of Directorships / Independent Directorships, both equity as well as high value debt listed entities have been considered.

Whether Regular Chairperson appointed –No

Whether Chairperson is related to MD or CEO – No;

CORPORATE GOVERNANCE REPORT

ANNEXURE I

II. Composition of Committees					
Name of the 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	1. Mr. Rajendra Hingwala 2. Ms. Dipti Neelakantan 3. Ms. Riddhi Bhimani	Chairperson -Independent Non - Independent Independent	01-04-2023 01-04-2023 01-04-2023	- - -
2. Nomination & Remuneration Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Rajendra Hingwala 3. Ms. Riddhi Bhimani	Chairperson -Independent Independent Independent	01-04-2023 01-04-2023 30-06-2023	- - -
3. Risk Management Committee	Yes	1. Mr. Sridhar Vaidyanadhan 2. Ms. Riddhi Bhimani 3. Ms. Jamisha Shah – Compliance Officer	Chairperson-Non -Independent Independent --	01-04-2023 01-04-2023 01-04-2023	- - -
4. Stakeholders' Relationship Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Sridhar Vaidyanadhan 3. Ms. Dipti Neelakantan	Chairperson -Independent Non-Independent Non-Independent	01-04-2023 01-04-2023 01-04-2023	- - -
5. InvIT Committee	Yes	1. Ms. Dipti Neelakantan 2. Mr. Shailesh Vaidya 3. Mr. Rajendra Hingwala	Chairperson- Non-Independent Independent Independent	21-07-2020 21-07-2020 21-07-2020	- - -

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	Number of Directors present	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
October 11, 2023	-	-	-	-	54 days between October 11, 2023 and August 17, 2023
October 23, 2023	-	-	-	-	11 days between October 23, 2023 and October 11, 2023
November 6, 2023	-	-	-	-	13 days between November 6, 2023 and October 23, 2023
-	January 25, 2024	Yes	5	3	79 days between January 25, 2024 and November 6, 2023

*to be filled in only for the current quarter meetings

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	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 **
Audit Committee					
January 25, 2024	Yes	3	2	November 6, 2023	79 days between January 25, 2024 and November 6, 2023
Stakeholders' Relationship Committee					
March 26, 2024	Yes	2	1	-	-
Nomination and Remuneration Committee					
January 22, 2024	Yes	3	3	-	-
Risk Management Committee					
March 27, 2024	Yes	2	1	-	-
InvIT Committee					
March 18, 2024	Yes	2	1	December 19, 2023	89 days between March 18, 2024 and December 19, 2023

*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.

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. *Risk Management Committee*
 - d. *Stakeholders' Relationship 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 the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **The Board of Directors at its meeting held on January 25, 2024 had noted the contents of the corporate governance report for the quarter ended December 31, 2023. The corporate governance report for the quarter ended March 31, 2024 will be placed before the Board of Directors at its next meeting scheduled to be held in May 2024.***

For **Digital Fibre Infrastructure Trust**

Janisha Shah
Compliance Officer

Format to be submitted by investment manager for the financial year

I. Disclosure on website of InvIT in terms of SEBI Circular No. CIR/IMD/DF/127/2016 dated November 29, 2016		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
a) Details of business	Yes	https://digitalfibreinfrastructure.com
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	https://digitalfibreinfrastructure.com
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	https://digitalfibreinfrastructure.com
d) Email ID for grievance redressal and other relevant details	Yes	https://digitalfibreinfrastructure.com
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	https://digitalfibreinfrastructure.com
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	https://digitalfibreinfrastructure.com
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	https://digitalfibreinfrastructure.com
h) All complaints including SCORES complaints received by the InvIT	Yes	https://digitalfibreinfrastructure.com
i) Any other information which may be relevant for the investors	Yes	https://digitalfibreinfrastructure.com
<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)	N.A. The same will be taken up at the Board meeting wherein annual financial statements will be considered in compliance with Schedule VI Part B of the SEBI InvIT Regulations.
<i>Risk Assessment & Management</i>	26G	Yes
<i>Performance Evaluation of Independent Directors</i>	26G	N.A. The aforesaid affirmations have been provided for the FY 2023-24. During the FY 2023-24, the Investment Manager was not required to conduct performance evaluation of Independent Directors.
<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>	<i>26G</i>	Yes
<i>Composition and role of Risk Management Committee</i>	<i>26G</i>	Yes
<i>Meeting of Risk Management Committee</i>	<i>26G</i>	Yes
<i>Vigil Mechanism</i>	<i>26I</i>	Yes
<i>Approval for related party Transactions</i>	<i>19(3), 22(4)(a)</i>	N.A.
<i>Disclosure of related party transactions</i>	<i>19(2)</i>	Yes
<i>Annual Secretarial Compliance Report</i>	<i>26J</i>	N.A. For FY 2023-24, 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.
<i>Alternate Director to Independent Director</i>	<i>26G</i>	N.A.
<i>Maximum Tenure of Independent Director</i>	<i>26G</i>	Yes
<i>Meeting of independent directors</i>	<i>26G</i>	Yes
<i>Familiarization of independent directors</i>	<i>26G</i>	Yes
<i>Declaration from Independent Director</i>	<i>26G</i>	Yes
<i>Directors and Officers insurance</i>	<i>26G</i>	Yes
<i>Memberships in Committees</i>	<i>26G</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	<i>26G</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26G</i>	Yes
Note		
<ol style="list-style-type: none"> 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. 2. If status is "No" details of non-compliance may be given here. 3. If the investment manager would like to provide any other information the same may be indicated here. 		
For Digital Fibre Infrastructure Trust		
Janisha Shah Compliance Officer		