

# BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

CIN: U67190MH2010PTC202800

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

Tel No.: +91 22 6600 0700 | Fax No.: +91 22 6600 0777 | Email: compliance@pipelineinvit.com

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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) India Infrastructure Trust (Scrip Code: 542543)**

Sir/Madam,

Pursuant to regulation 26K of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, read with the SEBI Master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, we hereby submit the Compliance Report on Corporate Governance for India Infrastructure Trust ("Trust") for the quarter ended on December 31, 2023.

Further, the same is also available on the website of the Trust i.e. [www.pipelineinvit.com](http://www.pipelineinvit.com)

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **India Infrastructure Trust**

**Brookfield India Infrastructure Manager Private limited**

*(acting in its capacity as the Investment Manager of India Infrastructure Trust)*



**Vikas Prakash**  
**Company Secretary & Compliance Officer**

Encl: a/a

**CC:**

**Axis Trustee Services Limited**

The Ruby, 2nd Floor, SW, 29, Senapati Bapat

Marg, Dadar West, Mumbai – 400028 Maharashtra

## BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

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### Quarterly Compliance Report on Corporate Governance

(Pursuant to Regulation 26K of the Securities and Exchange Board of India (Infrastructure Investments Trusts) Regulations, 2014)

<b>1</b>	<b>Name of InvIT:</b>	India Infrastructure Trust ("Trust")
<b>2</b>	<b>Name of the Investment Manager:</b>	Brookfield India Infrastructure Manager Private Limited ("Company")
<b>3</b>	<b>Quarter ending:</b>	31-12-2023

#### I. Composition of Board of Directors of the Investment Manager

Title (Mr./Ms.)	Name of the Director	PAN <sup>(1)</sup> & DIN	Category (Chairperson/Non-independent/Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure <sup>(2)</sup> (In months)	No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager <sup>(3)</sup>	No. of Independent directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager <sup>(3)</sup>	No. of memberships in Audit/ Stakeholder Committee(s) in all Managers/Investment Managers of REIT/InvIT and listed entities, including this Investment Manager <sup>(4)(5)</sup> <i>(Refer Regulation 26G of the SEBI InvIT Regulations)</i>	No. of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager <sup>(4)</sup> <i>(Refer Regulation 26G of the SEBI InvIT Regulations)</i>
Mr.	Sridhar Rengan <sup>(6)</sup>	03139082	Chairperson- Non-Independent	21-11-2019	-	12-12-2023	-	1	-	1	-
Mr.	Prateek Shroff <sup>(7)</sup>	09338823	Chairperson- Non-Independent	26-05-2023	-	-	-	2	-	1	-
Ms.	Radhika Vijay Haribhakti <sup>(6)</sup>	02409519	Independent	01-06-2023	01-06-2023	12-12-2023	6.12	8	8	9	1
Mr.	Arun Balakrishnan	00130241	Independent	01-06-2023	01-06-2023	-	7	2	2	5	3
Mr.	Jagdish Ganapathi Kini <sup>(6)</sup>	00518726	Independent	01-06-2023	01-06-2023	12-12-2023	6.12	1	1	2	1
Ms.	Rinki Ganguli <sup>(6)</sup>	10172545	Non-Independent	01-06-2023	-	12-12-2023	-	1	-	-	-
Mr.	Akhil Mehrotra	07197901	Non-Independent	12-12-2023	-	-	-	1	-	2	-
Mr.	Varun Saxena	09797032	Non-Independent	12-12-2023	-	-	-	1	-	1	-
Mr	Chaitanya Pande	06934810	Independent	12-12-2023	12-12-2023	-	0.20	1	1	2	-
Ms.	Kavita Venugopal	07551521	Independent	12-12-2023	12-12-2023	-	0.20	3	3	4	3

**Whether regular Chairperson appointed:** Yes

**Whether Chairperson is related to Managing Director or CEO:** No

#### Notes:

(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, 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 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 December 31, 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) have been considered.

(5) Number of memberships in Audit and Stakeholders' Relationship Committee includes chairpersonship, wherever applicable.

(6) Details of Mr. Sridhar Rengan, Ms. Radhika Vijay Haribhakti, Mr. Jagdish Ganapathi Kini and Ms. Rinki Ganguli are mentioned upto the date of their resignation i.e. Close of board meeting held on December 12, 2023.

(7) Consequent upon resignation of Mr. Sridhar Rengan as Director w.e.f. Close of board meeting held on December 12, 2023, the Board has appointed Mr. Prateek Shroff as the Designated Chairperson of the Board.



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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 <sup>(1)</sup>	Yes	Ms. Kavita Venugopal	Chairperson - Independent	12-12-2023	-
		Ms. Radhika Vijay Haribhakti	Chairperson - Independent	01-06-2023	12-12-2023
		Mr. Sridhar Rengan	Non - Independent	01-06-2023	12-12-2023
		Mr. Jagdish Ganapathi Kini	Independent	01-06-2023	12-12-2023
		Mr. Arun Balakrishnan	Independent	01-06-2023	-
		Mr. Akhil Mehrotra	Non - Independent	12-12-2023	-
		Mr. Chaitanya Pande	Independent	12-12-2023	-
Nomination and Remuneration Committee <sup>(1)</sup>	Yes	Mr. Chaitanya Pande	Chairperson - Independent	12-12-2023	-
		Mr. Arun Balakrishnan <sup>(2)</sup>	Independent	01-06-2023	-
		Ms. Kavita Venugopal	Independent	12-12-2023	-
		Mr. Jagdish Ganapathi Kini	Independent	01-06-2023	12-12-2023
		Ms. Radhika Vijay Haribhakti	Independent	01-06-2023	12-12-2023
Risk Management Committee <sup>(1)</sup>	Yes	Ms. Kavita Venugopal	Chairperson - Independent	12-12-2023	-
		Mr. Jagdish Ganapathi Kini	Chairperson - Independent	01-06-2023	12-12-2023
		Ms. Radhika Vijay Haribhakti	Independent	01-06-2023	12-12-2023
		Mr. Sridhar Rengan	Non - Independent	01-06-2023	12-12-2023
		Mr. Arun Balakrishnan	Independent	01-06-2023	-
		Mr. Akhil Mehrotra	Non - Independent	12-12-2023	-
		Mr. Chaitanya Pande	Independent	12-12-2023	-
		Mr. Varun Saxena	Non - Independent	12-12-2023	-
Stakeholders' Relationship Committee <sup>(1)</sup>	Yes	Mr. Arun Balakrishnan <sup>(2)</sup>	Chairperson - Independent	01-06-2023	-
		Mr. Jagdish Ganapathi Kini	Chairperson - Independent	01-06-2023	12-12-2023
		Ms. Radhika Vijay Haribhakti	Independent	01-06-2023	12-12-2023
		Mr. Prateek Shroff	Non - Independent	01-06-2023	12-12-2023
		Mr. Akhil Mehrotra	Non - Independent	12-12-2023	-
		Mr. Varun Saxena	Non - Independent	12-12-2023	-

Notes:

(1) Consequent upon change in directors of the Company effective from December 12, 2023, the Board has re-constituted the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders' Relationship Committee w.e.f. December 12, 2023.

(2) Pursuant to the aforesaid reconstitution of Board Committees, Mr. Arun Balakrishnan has been re-designated from Chairperson to Member of Nomination and Remuneration Committee and from Member to Chairperson of Stakeholders' Relationship Committee.

### 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 <sup>(1)</sup>	Number of Directors present <sup>(1)</sup>	Number of independent directors present <sup>(1)</sup>	Maximum gap between any two consecutive meetings (in number of days) <sup>(1)</sup>
06-09-2023	-	-	-	-	-
29-09-2023	-	-	-	-	-
-	08-11-2023	Yes	5	3	39
-	12-12-2023	Yes	8	5	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 filled in only for the current quarter meetings.



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### IV. Meetings of Committees

#### A. Audit Committee

Date(s) of meeting of the Committee in the relevant quarter <sup>(1)</sup>	Whether requirement of Quorum met <sup>(1)</sup>	Number of Directors present <sup>(1)</sup>	Number of independent directors present <sup>(1)</sup>	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days <sup>(1)</sup>
-	-	-	-	06-09-2023	-
08-11-2023	Yes	4	3	-	62
12-12-2023	Yes	4	3	-	33

Note:

(1) In terms of the SEBI Master Circular bearing reference no.SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.

#### B. Nomination and Remuneration Committee

Date(s) of meeting of the Committee in the relevant quarter <sup>(1)</sup>	Whether requirement of Quorum met	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
12-12-2023	Yes	3	3	-	-

Note:

(1) In terms of the SEBI Master Circular bearing reference no.SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.

#### C. Risk Management Committee

Date(s) of meeting of the Committee in the relevant quarter <sup>(1)</sup>	Whether requirement of Quorum met <sup>(1)</sup>	Number of Directors present <sup>(1)</sup>	Number of independent directors present <sup>(1)</sup>	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days <sup>(1)</sup>
-	-	-	-	06-09-2023	-
08-11-2023	Yes	4	3	-	62
12-12-2023	Yes	4	3	-	33

Note:

(1) In terms of the SEBI Master Circular bearing reference no.SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.

#### D. Stakeholders' Relationship Committee

Date(s) of meeting of the Committee in the relevant quarter <sup>(1)</sup>	Whether requirement of Quorum met	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) The Stakeholders' Relationship Committee was constituted w.e.f. June 1, 2023. No meeting has been held since its constitution.

### V. Affirmations

Sr. No.	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 SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
2	The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.	
	(a) Audit Committee	Yes
	(b) Nomination and Remuneration Committee	Yes
	(c) Risk Management Committee	Yes
	(d) Stakeholders' Relationship Committee	Yes



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3	The committee members have been made aware of their powers, role and responsibilities as specified in 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 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 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.
	(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 September 30, 2023 was placed before the Board at its meeting held on November 8, 2023 and the Board had no observation/ comment/advice on the said Report. <input checked="" type="checkbox"/>

**For India Infrastructure Trust**

**Brookfield India Infrastructure Manager Private Limited**

*(Acting in its capacity as the Investment Manager of India Infrastructure Trust)*

**Vikas Prakash**

**Company Secretary & Compliance Officer**

