

April 20, 2024

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

Ref: Symbol: OSEINTRUST

Subject: Quarterly Compliance Report on Corporate Governance, for the quarter ended March 31, 2024

Dear Sir/Ma'am,

S. No.	Regulation No./Clause No.	Disclosure Requirement	Disclosure
1.	Regulation 26K of SEBI (Infrastructure Investment Trusts) Regulations, 2014 read with SEBI Master circular dated July 06, 2023	Quarterly Compliance Report on Corporate Governance, for the quarter ended March 31, 2024	Oriental InfraTrust has informed the exchange regarding submission of the Quarterly Compliance Report on Corporate Governance for the Q4 FY 2023-2024.

You are requested to take the same on record.

Thanking you,

Yours Faithfully,
For **OIT Infrastructure Management Limited**
(Acting as Investment Manager to Oriental InfraTrust)

Gaurav Puri
Compliance Officer

Report on Corporate Governance to be submitted by Investment Manager on quarterly basis

1	Name of InvIT	Oriental InfraTrust
2	Name of the Investment Manager	OIT Infrastructure Management Limited
3	Quarter Ending	31-Mar-24

I. Composition of Board of Directors of the Investment Manager											
Title (Mr./Ms.)	Name of the Directors	PAN ⁵ & DIN	Category (Chairperson /Non- Independent /Independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	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 (Refer Regulation 26G of 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 (Refer Regulation 26G of InvIT Regulations)
Mr.	Ranveer Sharma	ANXPS4344M & 02483364	Non-Independent	14/08/2020	-	NA	-	1	NIL	2	NIL
Mr.	Sanjit Bakshi	AAFBB2971E & 00020852	Non-Independent	25/02/2019	-	NA	-	1	NIL	2	NIL
Mr.	Deepak Dasgupta	ABDPG4178P & 00457925	Independent	25/02/2019	25/02/2024	NA	5 years 2 months	1	1	3	2
Mr.	Surinder Singh Kohli	AAWPK6879P & 00169907	Independent	25/02/2019	25/02/2024	NA	5 years 2 months	3	3	4	NIL
Mr.	Ajit Mohan Sharan	ABZPS6351C & 02458844	Independent	14/11/2019	-	NA	4 years 5 months	3	3	2	NIL
Ms.	Pravin Tripathi	ABDPT3386J & 06913463	Independent	26/05/2023	-	NA	11 months	4	4	9	4
		Whether Regular chairperson appointed: No									
		Whether Chairperson is related to managing director or CEO: No									
		⁵ PAN of any director would not be displayed on the website of Stock Exchange									
		& Category of directors means Non-Independent/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen									
		* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the Investment Manager in continuity without any cooling off period.									
		Note: In the above column for no. of membership in Audit/Stakeholder Committee and No. of Chairperson in Audit/Stakeholder Committee, the details of membership/Chairmanship of directors in Public Limited and Deemed Public Limited Companies is also included, the details of such membership/Chairmanship is as follow:									
		Mr. DeepakDas Gupta holds membership in Audit Committee of 1 unlisted public company, he is not a Chairman in the said Committee.									
		Mr. Surinder Singh Kohli holds membership in Audit Committee of 1 unlisted Public Company and he is not a Chairman in the said Committee.									
		Ms. Pravin Tripathi holds membership in 5 deemed public companies and chairmanship in Audit Committee for 2 deemed public limited companies.									

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Non-Independent/independent/Nominee)&	Date of Appointment (DD-MM-YY)	Date of Cessation
1. Audit Committee	No	Mr. Ranveer Sharma	Non-Independent	14/08/2020	-
		Mr. Sanjit Bakshi	Non-Independent	24/06/2019	-
		Mr. Deepak Dasgupta	Independent	9/11/2019	-
		Mr. Surinder Singh Kohli	Independent	24/06/2019	-
		Mr. Ajit Mohan Sharan	Independent	1/6/2020	-
		Ms. Pravin Tripathi	Independent	10/2/2024	-
2. Nomination & Remuneration Committee	No	Mr. Deepak Dasgupta	Independent	17/04/2023	-
		Mr. Surinder Singh Kohli	Independent	17/04/2023	-
		Mr. Ajit Mohan Sharan	Independent	17/04/2023	-
3. Risk Management Committee	No	Mr. Ranveer Sharma	Non-Independent	17/04/2023	-
		Mr. Surinder Singh Kohli	Independent	17/04/2023	-
		Mr. Narinder Singh	Non-Independent - Member	17/04/2023	-
4. Stakeholders Relationship Committee	No	Mr. Ranveer Sharma	Non-Independent	17/04/2023	-
		Mr. Sanjit Bakshi	Non-Independent	17/04/2023	-
		Mr. Deepak Dasgupta	Independent	17/04/2023	-
&Category of directors means Non-Independent/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.					

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 (in number of days)
9-Nov-23					
	10-Feb-24	Yes	6	4	92 days
	26-03-2024	Yes	6	4	44 days
* to be filled in only for the current quarter meetings					

IV. Meetings of Committees					
Date(s) of Meeting of the Committee in the relevant quarter	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)**
Audit Committee					
10-Feb-24	Yes	5	3	9-Nov-23	92 days
Risk Management Committee					
9-Feb-24	Yes	3	1	9-Nov-23	91 days
Stakeholders Relationship Committee					
NIL	NIL	NIL	NIL	9-Nov-23	NA
Nomination and Remuneration Committee					
10-Feb-24	Yes	3	3	30-Oct-23	NA

Investment and Finance Committee					
No meeting held during the quarter					
* to be filled in only for the current quarter meetings.					
**This information has to be mandatorily be given for audit committee and risk management committee, for rest of the committees giving this information is optional.					

FORMAT TO BE SUBMITTED BY INVESTMENT MANAGER FOR 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://orientalinfratrust.com/
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	https://orientalinfratrust.com/financial-statement/
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances.	Yes	https://orientalinfratrust.com/contact-us/
d) Email ID for grievance redressal and other relevant details.	Yes	https://orientalinfratrust.com/contact-us/
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units.	Yes	https://orientalinfratrust.com/unitholders-meeting/
f) All information and reports including compliance reports filed by InvIT with respect to units.	Yes	https://orientalinfratrust.com/compliance-reports-on-corporate-governance/ https://orientalinfratrust.com/stock-exchange-filing/
g) All intimations and announcements made by InvIT to the stock exchanges.	Yes	https://orientalinfratrust.com/stock-exchange-filing/
h) All complaints including SCORES complaints received by the InvIT.	Yes	https://orientalinfratrust.com/investor-grievance-reports/
i) Any other information which may be relevant for the investors.	Yes	https://orientalinfratrust.com/stock-exchange-filing/
<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
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	26(H)(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)	Yes
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	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)	NA
Disclosure of Related Party Transactions	19 (2)	Yes
Annual Secretarial Compliance Report	26J	NA*
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 Personnel	26G	Yes
Policy with respect to Obligations of directors and senior management	26G	Yes

Note

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.

** Since the requirement for furnishing of Annual Secretarial Compliance report became effective from FY 2023-2024 onwards as per SEBI circular dated June 26, 2023 read with SEBI Master Circular dated July 06, 2023 and is required to be filed with the stock exchange within 60 days from the end of the financial year, consequently, being the first year of reporting, we shall file the report relating to FY 2023-2024 within the timelines as specified i.e. by May 30, 2024 and therefore, NA is indicated here in the compliance status.*

For OIT Infrastructure Management Limited
(Acting as Investment Manager to Oriental InfraTrust)

Gaurav Puri
Compliance Officer