

April 17, 2025

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, 2025**

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 May 15, 2024	Quarterly Compliance Report on Corporate Governance, for the quarter ended March 31, 2025	Oriental InfraTrust has informed the exchange regarding submission of the Quarterly Compliance Report on Corporate Governance for the Q4 FY 2024-2025.

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**

Cc:  
Axis Trustee Services Limited  
The Ruby | 2<sup>nd</sup> Floor | SW | 29 Senapati Bapat Marg |  
Dadar West | Mumbai- 400 028  
Tel Direct # 022 - 62300440

I. Composition of Board of Directors of the Investment Manager											
Title (Mr./ Ms.)	Name of the Directors	PAN <sup>5</sup> & 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) <sup>^</sup>	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) <sup>^</sup>
Mr.	Ranveer Sharma	ANXPS4344M & 02483364	Non-Independent	14/08/2020	-	—	NA	1	NIL	4 <sup>^</sup>	NIL
Mr.	Sanjit Bakshi	AAFPB2971E & 00020852	Non-Independent	25/02/2019	-	—	NA	1	NIL	2	NIL
Mr.	Deepak Dasgupta	ABDPG4178P & 00457925	Independent	25/02/2019	25/02/2024	—	5 years 14 months	1	1	2	NIL
Mr.	Surinder Singh Kohli	AAWPK6879P & 00169907	Independent	25/02/2019	25/02/2024	—	5 years 14 months	2	2	2	NIL
Mr.	Ajit Mohan Sharan	ABZPS6351C & 02458844	Independent	14/11/2019	14/11/2024	—	5 years 5 months	3	3	2	NIL
Ms.	Pravin Tripathi	ABDPT3386J & 06913463	Independent	26/05/2023	-	—	1 year 11 months	4	4	4	2
	Whether Regular chairperson appointed: <b>No</b>										
	Whether Chairperson is related to managing director or CEO: <b>No</b>										
	<sup>5</sup> PAN of any director would not be displayed on the website of Stock Exchange <sup>&amp;</sup> Category of directors means Non-Independent/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen <sup>*</sup> 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. <sup>^</sup> Chairmanship or Membership of Audit Committee & Stakeholder Relationship Committee ("Committee Positions"), held in all Manager / Investment Managers of REIT / InvIT, listed entities, high value debt listed entities, public limited companies and deemed public companies are considered and Committee Positions in Private Limited Companies, foreign companies and Companies under Section 8 of the Companies Act, 2013 are excluded, in accordance with the latest amendments came under SEBI (LODR) Regulations, 2015, effective from March 28, 2025. In light of the above, none of the directors hold membership of Audit Committee & Stakeholder Relationship Committee in high value debt listed entities except Mr. Ranveer Sharma who holds membership of Audit Committee & Stakeholder Relationship Committee in one of the high value debt list entity and thus, the same is included in the above column.										

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)
16-Oct-24					
12-Nov-24					
26-Nov-24					
	13-Feb-25	Yes	6	4	78 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)**
<b>Audit Committee</b>					
-	-	-	-	16-Oct-24	
-	-	-	-	12-Nov-24	
-	-	-	-	26-Nov-24	
13-Feb-25	Yes	6	4		78 days
<b>Risk Management Committee</b>					
13-Feb-25	Yes	2^	1	-	189 days
<b>Stakeholders Relationship Committee</b>					
-	-	-	-	26-Nov-24	-
<b>Nomination and Remuneration Committee</b>					
-	-	-	-	16-Oct-24	-
<b>Investment and Finance Committee</b>					
13-Feb-25	Yes	5	3	-	-

\* 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.

^ Since there are 3 members in the risk management committee, out of which 2 are directors and the other member is non director, all the members have attended the meetings of risk management committee.

<b>V. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investments Trusts) Regulation, 2014 : <b>Yes</b>
2. The composition of the following committees is in terms of SEBI (Infrastructure Investments Trusts) Regulations, 2014 : a. Audit Committee - <b>Yes</b> b. Nomination & Remuneration Committee - <b>Yes</b> c. Stakeholders Relationship Committee - <b>Yes</b> d. Risk Management Committee - <b>Yes</b>
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investments Trust) Regulations, 2014 - <b>Yes</b>
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investments Trust) Regulations, 2014 - <b>Yes</b>
5. This report and/or 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. - <b>Yes, there were no observations/comments given by board.</b>
For Oriental InfraTrust
Name & Designation: Gaurav Puri Compliance Officer
<i>Note:Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the investment manager and instead a statement “same as previous quarter” may be given.</i>

**FORMAT TO BE SUBMITTED BY INVESTMENT MANAGER FOR FINANCIAL YEAR**

<b>I. DISCLOSURE ON WEBSITE OF INVIT</b>		
<b><i>Item</i></b>	<b><i>Compliance status (Yes/No/NA) refer note below</i></b>	<b><i>If Yes provide link to website. If No / NA provide reasons</i></b>
a) Details of business	Yes	<a href="https://orientalinfratrust.com/">https://orientalinfratrust.com/</a>
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	<a href="https://orientalinfratrust.com/financial-statement/">https://orientalinfratrust.com/financial-statement/</a>
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances.	Yes	<a href="https://orientalinfratrust.com/contact-us/">https://orientalinfratrust.com/contact-us/</a>
d) Email ID for grievance redressal and other relevant details.	Yes	<a href="https://orientalinfratrust.com/contact-us/">https://orientalinfratrust.com/contact-us/</a>
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units.	Yes	<a href="https://orientalinfratrust.com/unitholders-meeting/">https://orientalinfratrust.com/unitholders-meeting/</a>
f) All information and reports including compliance reports filed by InvIT with respect to units.	Yes	<a href="https://orientalinfratrust.com/compliance-reports-on-corporate-governance/">https://orientalinfratrust.com/compliance-reports-on-corporate-governance/</a> <a href="https://orientalinfratrust.com/stock-exchange-filing/">https://orientalinfratrust.com/stock-exchange-filing/</a>
g) All intimations and announcements made by InvIT to the stock exchanges.	Yes	<a href="https://orientalinfratrust.com/stock-exchange-filing/">https://orientalinfratrust.com/stock-exchange-filing/</a>
h) All complaints including SCORES complaints received by the InvIT.	Yes	<a href="https://orientalinfratrust.com/investor-grievance-reports/">https://orientalinfratrust.com/investor-grievance-reports/</a>
i) Any other information which may be relevant for the investors.	Yes	<a href="https://orientalinfratrust.com/stock-exchange-filing/">https://orientalinfratrust.com/stock-exchange-filing/</a>
<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	Yes
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	NA*
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
<b>Note</b> 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 this regulation is applicable on High value debt listed entities, however, as per our internal requirements, insurance for all directors of Investment Manager have been taken.

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

**Gaurav Puri**  
**Compliance Officer**