



Shrem Infra Investment Manager Private Limited
(formerly known Shrem Financial Private Limited)
(Investment Manager to Shrem InvIT)

April 20, 2024

To
The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Ref: Scrip Name: SHREMINVIT

Sub: Intimation in terms of Regulation 26(K) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.

Dear Sir/Madam,

Pursuant to the provision of Regulation 26(K) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, read with SEBI Master Circular no. SEBI/HO/DDHS-PoD2/P/CIR/2023/115 dated July 06, 2023, we are hereby Submitting the Compliance Report on Corporate Governance for the period ended March 31, 2024.

You are requested to take the same on your record.

Thanking you

Yours faithfully,

Shrem Infra Investment Manager Private Limited
(formerly known Shrem Financial Private Limited)
(Investment Manager to Shrem InvIT)



Ilaa J Udeshi
Company Secretary and Compliance Officer
Membership No.: F8104

Corporate Governance Report for the Quarter ended March 31, 2024 (Part A)

1. **Name of InvIT** - Shrem InvIT
2. **Name of the Investment Manager** - Shrem Infra Investment Manager Private Limited (formerly known as Shrem Financial Private Limited)
3. **Quarter ending** - March 31, 2024

I. Composition of Board of Directors of the Investment Manager											
Title (Mr. / Ms.)	Name of the Director	PAN^S & 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.	Nitan Chhatwal	00115575	Chairperson-Non-Executive Director	01-02-2019	-	-	-	2	0	3	0
Mrs.	Smita Nitin Chhatwal	00116943	Non-Executive Director	01-02-2019	-	-	-	2	0	0	0
Mr.	Nikhil Pareek	07083015	Executive Director	30-01-2020	-	-	-	1	0	2	0
Mr.	Anurag Kumar Sachan	08197908	Non-Executive Independent Director	29-12-2020	30-09-2021	-	39	1	1	1	1
Mr.	Pradeep Singh	00304825	Non-Executive Independent Director	29-12-2020	30-09-2021	-	39	1	1	1	0
Mr.	Suneet Shrinivas Maheshwari	00420952	Non-Executive Independent Director	29-12-2020	30-09-2021	-	39	3	3	4	2
		Whether Regular chairperson appointed - Yes									
		Whether Chairperson is related to managing director or CEO - NA									

SPAN of any director would not be displayed on the website of Stock Exchange.
 & Category of directors means executive/non-executive/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 listed entity in continuity without any cooling off period.

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
1. Audit Committee	Yes	Mr. Suneet Maheshwari	Chairperson-Non-Executive-Independent Director	22.02.2021	-
		Mr. Pradeep Singh	Member-Non-Executive-Independent Director	20.01.2023	
		Mr. Nikhil Pareek	Member-Executive-Director	22.02.2021	
2. Nomination and Remuneration Committee	Yes	Mr. Pradeep Singh	Chairperson-Non-Executive-Independent Director	22.02.2021	-
		Mr. Anurag Kumar Sachan	Member-Non-Executive-Independent Director	22.02.2021	
		Mr. Suneet Maheshwari	Member-Non-Executive-Independent Director	22.02.2021	
3. Risk Management Committee	Yes	Mr. Pradeep Singh	Chairperson-Non-Executive-Independent Director	08.05.2023	-
		Mr. Suneet Maheshwari	Member-Non-Executive-Independent Director	08.05.2023	
		Mr. Nitán Chhatwal	Member-Non-Executive-Director	08.05.2023	
4. Stakeholders Relationship Committee	Yes	Mr. Anurag Kumar Sachan	Chairperson-Non-Executive-Independent Director	22.02.2021	-
		Mr. Nitán Chhatwal	Member-Non-Executive-Director	20.01.2023	
		Mr. Nikhil Pareek	Member-Executive-Director	22.02.2021	
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

III. Meetings 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)
26-10-2023					89 days
01-11-2023					06 days
24-11-2023					23 days
	23-01-2024	Yes	6	3	60 days
	20-03-2024	Yes	6	3	57 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 (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					
				26-10-2023	89 days
				24-11-2023	29 days
23-01-2024	Yes	3	2		60 days
20-03-2024	Yes	3	2		57 days
Nomination & Remuneration Committee					
-	-	-	-	-	-
Stakeholders Relationship Committee					
-	-	-	-	-	-
Risk Management Committee					
				26-10-2023	
23-01-2024	Yes	1	2		

* to be filled in only for the current quarter meetings.
 ** This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014. Yes (except, for the appointment of a woman independent director on the board. The Investment Manager is rigorously searching for a seasoned industry professional to join the board.)
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014
 - a. Audit Committee Yes
 - b. Nomination & 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 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. Yes



Ilaa J Udeshi
Company Secretary and Compliance Officer
Membership No.: F8104

Date: April 20, 2024

Corporate Governance Report for the financial year ended March 31, 2024 (Part B)

I. Disclosure on website of InvIT in terms of SEBI Circular No. CIR/IMD/DF/127/2016 dated November 29, 2016		
<u>Item</u>	<u>Compliance status (Yes/No/NA) refer note below</u>	<u>If Yes provide link to website. If No / NA provide reasons</u>
a) Details of business	Yes	https://www.shreminvit.com/about.php
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	https://www.shreminvit.com/financial-results.php
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	https://www.shreminvit.com/investors-relation-contacts.php
d) Email ID for grievance redressal and other relevant details	Yes	https://www.shreminvit.com/investors-relation-contacts.php
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units		https://www.shreminvit.com/disclosures.php
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	https://www.shreminvit.com/disclosures.php
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	https://www.shreminvit.com/disclosures.php
h) All complaints including SCORES complaints received by the InvIT	Yes	https://www.shreminvit.com/investor-complaints.php
i) Any other information which may be relevant for the investors	Yes	https://www.shreminvit.com/disclosures.php
It is certified that these contents on the website of the InvIT are correct.		

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 (except, for the appointment of a woman independent director on the board. The Investment Manager is rigorously searching for a seasoned industry professional to join the board.)
Meeting of board of directors	26G	Yes
Quorum of board meeting	26H(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 (for Financial Year ended 31.03.2023)
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 and Remuneration Committee meeting	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)	Yes

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 (except, for the appointment of a woman independent director on the board. The Investment Manager is rigorously searching for a seasoned industry professional to join the board.)
Meeting of board of directors	26G	Yes
Quorum of board meeting	26H(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 (for Financial Year ended 31.03.2023)
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 and Remuneration Committee meeting	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)	Yes
Disclosure of related party transactions	19(2)	Yes
Annual Secretarial Compliance Report	26J	Yes (for Financial Year ended 31.03.2023)
Alternate Director to Independent Director	26G	NA
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.

If the investment manager would like to provide any other information the same may be indicated here.



Ilaa J Udeshi
Company Secretary and Compliance Officer
Membership No.: F8104



Date: April 20, 2024