



January 15, 2026

Corporate Relationship Department, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	Listing Department, <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai 400 051
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Dear Sir / Madam,

**Ref: Scrip Code: 540526, Symbol: IRBINVIT**

**Subject: Compliance Report on Corporate Governance**

Pursuant to Regulation 26K(1) of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and SEBI Master Circular SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, we hereby submit the Compliance Report on Corporate Governance for IRB InvIT Fund for the quarter ended December 31, 2025.

Request you to take the above on record.

Thanking you,

**Yours Faithfully,**  
**For IRB Infrastructure Private Limited**  
**(Investment Manager to IRB InvIT Fund)**

**Swapna Arya**  
**Company Secretary & Compliance Officer**

CC:

**IDBI Trusteeship Services Limited**  
Ground Floor, Universal Insurance Bldg,  
Sir Phirozshah Mehta Rd., Fort Mumbai 400 001

Encl.: As above



Mr.	Rajinder Pal Singh	02943155	Chairman & Non-Independent Director	14/02/2017**	14/02/2022***	-	-	3	1	3	2
Mr.	Jitender Kumar Chauhan	01552767	Non-independent Director -Whole time Director & Chief Executive Officer	01/03/2025	Not Applicable	-	-	1	-	2	-
Mr.	Rushabh Gandhi	08089312	Non-independent Director - Executive Director & Chief Financial Officer	31/03/2023#	Not Applicable	-	-	1	-	4	-
Mr.	Sunil Tandon	00874257	Independent Director	05/06/2020	05/06/2023	-	66.26	2	2	3	2
Mr.	Nikesh Jain	06837475	Independent Director	16/03/2022	-	-	45.15	1	1	5	4
Ms.	Anusha Chaitanya Date	10087897	Independent Director	31/03/2023	-	-	33.00	1	1	4	-

Whether Regular chairperson appointed: **Yes**

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

\* Due to non-availability of XBRL utility for filing this report, PAN of the Directors are not included in this report. PAN of the Directors will be separately provided to Stock Exchanges.

\*\*Appointed as an Independent Director on 14/02/2017 and second term as an Independent Director was completed on 13/02/2022.

\*\*\*Appointed as Non-Executive - Non-Independent Director w.e.f. 14/02/2022.

# Appointed as Additional Executive Director w.e.f. 31/03/2023, prior to that designated as Chief Financial Officer w.e.f. 26/03/2021.

% While calculating the Committee positions of the Directors, both listed and unlisted public companies have been considered including this Investment Manager.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Non-Independent/Independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Mr. Sunil Tandon	Chairman - Independent Director	05/06/2020	-
		Mr. Jitender Kumar Chauhan	Member- Non- Independent Director	01/03/2025	-
		Mr. Nikesh Jain	Member- Independent Director	16/03/2022	-
		Mrs. Anusha Date	Member – Independent Director	21/07/2025	-
2. Nomination & Remuneration Committee	Yes	Mr. Sunil Tandon	Chairman - Independent Director	05/06/2020	-
		Mr. Rajinder Pal Singh	Member- Non- Independent Director	14/02/2017	-
		Mr. Nikesh Jain	Member- Independent Director	29/07/2022	-
		Ms. Anusha Date	Member- Independent Director	31/03/2023	-
3. Risk Management Committee	Yes	Mr. Nikesh Jain	Chairman - Independent Director	31/03/2023	-
		Mr. Jitender Kumar Chauhan	Member- Non- Independent Director	01/03/2025	-
		Mr. Rushabh Gandhi	Member- Non- Independent Director	31/03/2023	-
4. Stakeholders Relationship Committee	Yes	Mr. Nikesh Jain	Chairman - Independent Director	31/03/2023	-
		Mr. Jitender Kumar Chauhan	Member- Non- Independent Director	01/03/2025	-
		Mr. Rushabh Gandhi	Member- Non- Independent Director	31/03/2023	-

**III. Meetings of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met* (Yes / No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
21/07/2025	-	-	-	-	-
24/07/2025	-	-	-	-	-
21/08/2025	-	-	-	-	-
25/09/2025	-	-	-	-	-
-	08/10/2025	Yes	6	3	12
-	08/10/2025	Yes	6	3	0
-	13/11/2025	Yes	6	3	35
-	20/11/2025	Yes	6	3	6
-	01/12/2025	Yes	6	3	10
-	22/12/2025	Yes	6	3	20

*\* to be filled in only for the current quarter meetings.*

**IV. Meetings of Committees**

**(i) Audit Committee:**

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)* (Yes / No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)**</b>
-	-	-	-	21/07/2025	-
-	-	-	-	24/07/2025	-
-	-	-	-	21/08/2025	-

08/10/2025	Yes	4	3	-	47
13/11/2025	Yes	4	3	-	35
01/12/2025	Yes	4	3	-	17

\* 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.

**(ii) Nomination and Remuneration Committee:**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	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) **
-	-	-	-	-	-

\* 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.

**(iii) Stakeholder Relationship Committee:**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	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) **
-	-	-	-	-	-

\* 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.

**(iv) Risk Management Committee:**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	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) **

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*\* 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: **Yes**
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 has been placed before the board of directors of the investment manager. Any comments/observations/advice of Board of Directors may be mentioned here:  
**This Report for the quarter ended December 31, 2025 shall be placed before the board of directors of the investment manager at its ensuing Board Meeting.**

The report submitted in the previous quarter has been placed before the board of directors of the investment manager. Any comments/observations/advice of Board of Directors may be mentioned here:

**Yes, the Report for the quarter ended September 30, 2025, has been placed before the board of directors of the investment manager at its meeting held on November 13, 2025. There were no comments / observations / advice of the Board of Directors on this report.**

**For IRB Infrastructure Private Limited  
(Investment Manager to IRB InvIT Fund)**

**Swapna Arya  
Company Secretary & Compliance Officer**