

Date: October 21, 2021

<b>BSE Limited</b> Listing Department, 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400051
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**Sub: Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

**Ref: Summit Digital Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) ("Company") [Scrip Code: 973056; ISIN: INE507T07054, INE507T07062 & INE507T07070]**

Dear Sir / Madam,

Pursuant to Regulation 27(2) of SEBI Listing Regulations, we hereby submit the Compliance Report on Corporate Governance, in the format prescribed by the SEBI, for the quarter ended September 30, 2021.

Please take the above on record.

Thanking you,

For **Summit Digital Infrastructure Private Limited**  
(formerly known as Reliance Jio Infratel Private Limited)



**Chandra Kant Sharma**  
**Company Secretary**  
**FCS No.: 8322**



Encl. a/a

CC:

<b>Axis Trustee Services Limited</b> The Ruby, 2 <sup>nd</sup> Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028	<b>IDBI Trusteeship Services Limited</b> Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001
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**Quarterly Compliance Report on Corporate Governance**  
(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1 **Name of Listed Entity:** Summit Digital Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) ("Company")  
2 **Quarter ending:** September 30, 2021

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN <sup>(1)</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure <sup>(2)</sup> (in months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] <sup>(3)</sup>	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] <sup>(3)</sup>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations] <sup>(4)(5)</sup>	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations] <sup>(4)</sup>
Mr.	Mihir Nerurkar	02038842	Chairperson - Non-Executive Director	August 31, 2020	-	-	-	December 20, 1975	-	-	-	-
Mr.	Arpit Agrawal	07769740	Non-Executive Director	August 31, 2020	-	-	-	October 25, 1986	-	-	-	-
Mr.	Jeffrey Kendrew	08020501	Non-Executive Director	August 31, 2020	-	-	-	January 1, 1960	-	-	-	-
Mr.	Dhananjay Joshi	09096270	Executive - Managing Director and CEO	March 8, 2021	-	-	-	October 18, 1960	-	-	-	-
<b>Whether regular Chairperson appointed:</b>				Yes								
<b>Whether Chairperson is related to Managing Director or CEO:</b>				No								
<b>Notes:</b>												
(1) In terms of the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567, 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 SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567, Tenure is required to be provided only of Independent Directors.												
(3) Pursuant to the provisions of Regulation 17A(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), while calculating the directorships in listed entities, only directorships in equity listed companies have been considered.												
(4) Pursuant to the provisions of Regulation 26(1) of the SEBI Listing Regulations, while calculating the committee positions of the Directors, both 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 chairpersonships, wherever applicable.												

**II. Composition of Committees**

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
Audit Committee	The provisions of SEBI Listing Regulations relating to constitution of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholders' Relationship Committee have been made applicable to the Company w.e.f. September 7, 2021. Considering the paucity of time, the Company could not constitute the said Committees on or before September 30, 2021. The Company is in the process of constituting the said Committees in compliance with the applicable laws, in due course, within the specified timelines.				
Nomination and Remuneration Committee					
Risk Management Committee					
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)
April 30, 2021	-	-	-	-	
June 03, 2021	July 30, 2021	Yes	3	N.A.	56
	July 30, 2021 (Adjourned Meeting)	Yes	3	N.A.	0
	August 11, 2021	Yes	4	N.A.	11
	September 21, 2021	Yes	3	N.A.	40

Note:

(1) In terms of the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567, this information is 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) <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
The provisions of SEBI Listing Regulations relating to constitution of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholders' Relationship Committee have been made applicable to the Company w.e.f. September 7, 2021. Considering the paucity of time, the Company could not constitute the said Committees on or before September 30, 2021. The Company is in the process of constituting the said Committees in compliance with the applicable laws, in due course, within the specified timelines.					

Note:

(1) In terms of the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567, this information is to be filled in only for the current quarter meetings.

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	No. The Company was not required to constitute an Audit Committee prior to the amendment in the SEBI Listing Regulations. Hence all the RPTs were approved by the Board. In line with the provisions of SEBI Listing Regulations, the Company shall constitute an Audit Committee within the specified timelines and obtain the requisite approvals from the Audit Committee.
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	No. The Company was not required to constitute an Audit Committee prior to the amendment in the SEBI Listing Regulations. However, in line with the provisions of SEBI Listing Regulations, the Company shall constitute an Audit Committee within the specified timelines and periodically present it for review by the Audit Committee.





**VI. Affirmations**

	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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.	<p><b>No.</b></p> <p>The Company is a Special Purpose Vehicle of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust), an infrastructure investment trust ("InvIT") established as a trust under the Indian Trusts Act, 1882 with the objective of undertaking investment activities as an InvIT in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations").</p> <p>Currently, the composition of the Board is in compliance with the requirements under the Companies Act, 2013 ("Act") and SEBI InvIT Regulations.</p> <p>The provisions of SEBI Listing Regulations relating to Board composition have been made applicable to the Company w.e.f. September 7, 2021. Considering the paucity of time, the Company could not re-constitute its Board on or before September 30, 2021. The Company is in the process of re-constituting its Board to ensure compliance with all the applicable laws i.e. the Act, SEBI InvIT Regulations and SEBI Listing Regulations, in due course, within the specified timelines.</p>
2	<p>The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>(a) Audit Committee</p> <p>(b) Nomination and Remuneration Committee</p> <p>(c) Stakeholders' Relationship Committee</p> <p>(d) Risk Management Committee</p>	<p><b>No.</b></p> <p>The provisions of SEBI Listing Regulations relating to constitution of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholders' Relationship Committee have been made applicable to the Company w.e.f. September 7, 2021. Considering the paucity of time, the Company could not constitute the said Committees on or before September 30, 2021. The Company is in the process of constituting the said Committees in compliance with the applicable laws, in due course, within the specified timelines.</p>
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	<p><b>No.</b> Currently, the Company does not have any committee. The Company shall constitute all the required Committees in line with the provisions of SEBI Listing Regulations, in due course, within the specified timelines. Once the committees have been constituted, the Company will simultaneously adopt charter and members of the Committees will be made aware of the same.</p>
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	<p><b>Yes</b> (in reference to Board Meetings).</p>
5	<p>(a) This report has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.</p> <p>(b) 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.</p>	<p><b>No.</b> This Report for the quarter ended September 30, 2021 shall be placed before the Board at the ensuing meeting. Further, any comments/observations/advice of the Board of Directors on this Report shall be mentioned in the Report for the quarter ended December 31, 2021.</p> <p><b>NA.</b> The provisions of SEBI Listing Regulations relating to corporate governance have been made applicable to the Company w.e.f. September 7, 2021. Accordingly, this is the first Report of the Company.</p>

**For Summit Digital Infrastructure Private Limited**


**Chandra Kant Sharma**  
Company Secretary  
FCS 8322

