



April 18, 2022

National Stock Exchange of India Limited
Exchange Plaza, Bandra – Kurla Complex,
Bandra (E), Mumbai - 400 051

BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai – 400 001

Dear Sir/ Madam,

Kind Attn: Head – Listing Department / Dept of Corporate Communications

Sub: Compliance Report on Corporate Governance

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Compliance Report on Corporate Governance of the Company for the quarter ended March 31, 2022.

You are requested to kindly take the same on records.

Yours faithfully,

For **L&T Infra Credit Limited**
(formerly known as L&T Infra Debt Fund Limited)


Savita Kodain
Company Secretary and Compliance Officer

L&T Infra Credit Limited
(formerly known as L&T Infra Debt Fund Limited)

Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg
CST Road, Kalina, Santacruz (East)
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Format to be submitted by listed entity on quarterly basis

Name of Listed Entity – **L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund limited)**

Quarter ending – **March 31, 2022**

I. Composition of Board:

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Proviso to Regulation 17A (1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Nishi Vasudeva	DIN – 03016991	Chairperson - Independent Director	02.07.2018	N.A.	-	45 months	30.03.1956	3	3	5	1
Mr.	Dinanath Dubhashi	DIN – 03545900	Non-Executive Director	29.04.2016	N.A.	-	N.A.	31.05.1966	1	-	-	-
Mr.	Thomas Mathew T.	DIN – 00130282	Independent Director	16.10.2014	20.12.2019	-	90 months	03.06.1953	1	1	2	-
Mr.	Shiva Rajaraman	DIN – 07570408	Whole - time Director	27.02.2020	N.A.	-	N.A.	21.03.1973	-	-	-	-
Dr.	Rupa Rege Nitsure	DIN – 07503719	Non-Executive Director	27.04.2016	N.A.	-	N.A.	25.12.1961	-	-	-	-

Whether Regular chairperson appointed - **Yes**

Whether Chairperson is related to managing director or CEO – **No**

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
1. Audit Committee					
	Yes	1) Mr. Thomas Mathew T.	Chairperson – Independent Director	16.10.2014	-
		2) Mr. Dinanath Dubhashi	Non-Executive Director	24.06.2016	-
		3) Ms. Nishi Vasudeva	Independent Director	02.07.2018	-
2. Nomination & Remuneration Committee					
	Yes	1) Mr. Thomas Mathew T.	Chairperson – Independent Director	16.10.2014	-
		2) Mr. Dinanath Dubhashi	Non-Executive Director	15.07.2016	-
		3) Ms. Nishi Vasudeva	Independent Director	02.07.2018	-
3. Stakeholders Relationship Committee					
	Yes	1) Mr. Dinanath Dubhashi	Chairperson - Non-Executive Director	18.10.2021	-
		2) Ms. Nishi Vasudeva	Independent Director	18.10.2021	-
		3) Mr. Shiva Rajaraman	Whole time Director	18.10.2021	-
4. Risk Management Committee (applicable to the top 500 listed entities)					
	Yes	1) Mr. Dinanath Dubhashi	Chairperson – Non-Executive Director	19.07.2016	
		2) Mr. Shiva Rajaraman	Whole time Director	25.03.2013	
		3) Mr. R. Govindan (Representative of L&T)	Member	17.01.2020	
		4) Mr. Mangesh Kelkar (Chief Risk Officer)	Member	16.11.2021	
		5) Ms. Nishi Vasudeva	Independent Director	18.10.2021	

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 meetings (in number of days)
1) October 18, 2021	1) January 20, 2022	Yes	5	2	93 days (October 18, 2021 to January 20, 2022)
	2) March 28, 2022	Yes	5	2	66 Days (January 20, 2022 to March 28, 2022)
IV. Meeting of Committees					
1. Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum (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
1) January 20, 2022	Yes	3	2	1) October 18, 2021	93 days (October 18, 2021 to January 20, 2022)
2. Nomination & Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum (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
-	-	-	-	1) October 18, 2021	-
3. Risk Management Committee					
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
1) March 28, 2022	Yes	5	1	1) December 17, 2021	100 Days (December 17, 2021 to March 28, 2022)
4. Stakeholders Relationship Committee					
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

1) March 28, 2022	Yes	3	1	-	-*
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Note:

*Stakeholders Relationship Committee was constituted on October 18, 2021 and its first Meeting was held on March 28, 2022.

V. Related Party Transactions (RPT)

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A. (There were no material transactions entered into with related parties during the quarter).
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (as applicable)
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.
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.
5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here. – **The report will be placed before the Board at the upcoming meeting of the Board of Directors.**

**For L&T Infra Credit Limited
(formerly known as L&T Infra Debt Fund Limited)**



**Savita Kodain
Company Secretary and Compliance Officer**