

Date: April 19, 2024

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051

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: 1. SEBI Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108

2. Summit Digital Infrastructure Limited (formerly known as Summit Digital Infrastructure Private Limited) ("Company") [ISIN: INE507T07062, INE507T07070, INE507T07088, INE507T07096, INE507T07104, INE507T07112 & INE507T07120]

Dear Sir / Madam,

Pursuant to Regulation 27(2) of SEBI Listing Regulations and SEBI Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, we hereby submit the Compliance Report on Corporate Governance of the Company for the quarter ended March 31, 2024.

The same is also available on the website of the Company i.e. www.summitdigital.com.

Please take the above on record.

Thanking you,

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



Shumaila Sernobat
Company Secretary and Compliance Officer
Membership No: A28552

Encl: a/a

CC:

Axis Trustee Services Limited The Ruby, 2 nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028	IDBI Trusteeship Services Limited Universal Insurance Building, Ground Floor, Sir Phirozshah Mehta Road, Fort, Mumbai, Maharashtra - 400 001
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Summit Digital Infrastructure Limited

(Erstwhile Summit Digital Infrastructure Private Limited)

Registered and Corporate Office: Unit-2, 9th Floor, Tower 4, Equinox Business Park, L.B.S. Marg, Kurla (W),
Mumbai-400 070, Maharashtra.

Tel No.: 022 69075252 | Email: info@summitdigital.com

Website : www.summitdigital.com | CIN: U64200MH2013PLC375466

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 Limited (formerly known as Summit Digital Infrastructure Private Limited) ("Company")											
2	Quarter ending: March 31, 2024											
I. Composition of Board of Directors												
Title (Mr/Ms.)	Name of the Director	PAN ⁽¹⁾ & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ⁽²⁾ (in months)	Date of Birth	No. of directorships in listed entities including this listed entity [in reference to Regulation 17A(1)] ⁽³⁾	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] ⁽³⁾	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations] ⁽⁴⁾⁽⁵⁾	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations] ⁽⁴⁾
Mr.	Sunil Srivastav	00237561	Chairperson - Non-Executive - Independent	August 10, 2022	August 10, 2022	-	19.22	March 21, 1958	2	2	3	1
Mr.	Mihir Nerurkar	02038842	Non-Executive	August 31, 2020	-	-	-	December 20, 1975	-	-	-	-
Mr.	Arpit Agrawal	07769740	Non-Executive	August 31, 2020	-	-	-	October 25, 1986	-	-	-	-
Mr.	Dhananjay Joshi	09096270	Executive	March 8, 2021	-	-	-	October 18, 1960	-	-	-	-
Ms.	Pooja Aggarwal	07515355	Non-Executive	May 23, 2022	-	-	-	December 12, 1976	-	-	-	-
Mr.	Jagdish Kini	00518726	Non-Executive - Independent	August 10, 2022	August 10, 2022	-	19.22	November 16, 1955	-	-	-	-
Whether regular Chairperson appointed:		Whether regular Chairperson appointed:		Yes								
Whether Chairperson is related to Managing Director or CEO:		Whether Chairperson is related to Managing Director or CEO:		No								
Notes: (1) In terms of the SEBI Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, 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 Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, Tenure is provided only of Independent Directors and reflects total period from which Independent Director is serving on Board of the Company in continuity without any cooling off period, upto March 31, 2024 (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	Yes	Mr. Sunil Srivastav	Chairperson - Non-Executive - Independent	August 10, 2022	-
		Mr. Jagdish Kini	Non-Executive - Independent	August 10, 2022	-
		Ms. Pooja Aggarwal	Non-Executive	August 10, 2022	-
Nomination and Remuneration Committee	Yes	Mr. Jagdish Kini	Chairperson - Non-Executive - Independent	August 10, 2022	-
		Mr. Sunil Srivastav	Non-Executive - Independent	August 10, 2022	-
		Mr. Mihir Nerurkar	Non-Executive	August 10, 2022	-
Risk Management Committee	Yes	Mr. Sunil Srivastav	Chairperson - Non-Executive - Independent	August 10, 2022	-
		Mr. Jagdish Kini	Non-Executive - Independent	August 10, 2022	-
		Mr. Dhananjay Joshi	Executive	August 10, 2022	-
		Mr. Sunil Panjwani (Chief Risk Officer)	-	August 10, 2022	-
Stakeholders' Relationship Committee	Yes	Mr. Jagdish Kini	Chairperson - Non-Executive - Independent	August 10, 2022	-
		Mr. Sunil Srivastav	Non-Executive - Independent	August 10, 2022	-
		Mr. Dhananjay Joshi	Executive	August 10, 2022	-

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 ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Maximum gap between any two consecutive meetings (in number of days)
October 19, 2023	-	-	-	-	-
November 06, 2023	-	-	-	-	-
-	February 08, 2024	Yes	5	2	93
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Note:

[1] In terms of the SEBI Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, this information is to be filled in only for the current quarter meetings.

IV. Meetings of Committees

A. Audit Committee

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	November 06, 2023	-
February 08, 2024	Yes	3	2	-	93

Note:

[1] In terms of the SEBI Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, this information is to be filled in only for the current quarter meetings.

B. Nomination and Remuneration Committee

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	August 11, 2023	-
February 08, 2024	Yes	3	2	-	180

Note:

[1] In terms of SEBI Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, this information is to be filled in only for the current quarter meetings.

Summit Digital Infrastructure Limited

(Entirely Summit Digital Infrastructure Private Limited)

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Mumbai-400 070, Maharashtra.

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C. Risk Management Committee

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) ⁽¹⁾	Number of Directors present ⁽¹⁾⁽²⁾	Number of independent directors present ⁽¹⁾⁽³⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	November 06, 2023	-
February 08, 2024	Yes	4	3	-	93

Note:

(1) In terms of the SEBI Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, this information is to be filled in only for the current quarter meetings.

(2) In terms of BSE Notice No. 20220707-39, total no. of members of Risk Management Committee present for the meeting is provided.

(3) In terms of BSE Notice No. 20220707-39, total no. of members of the Board of Directors present for the meeting is provided.

D. Stakeholders' Relationship Committee

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	November 06, 2023	-
NA	NA	-	-	-	-

Note:(1) In terms of the SEBI Master Circular bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, 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	Yes
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	Yes

VI. Details of Cyber Security Incidence

Details of Cyber Security Incidence
Whether as per Regulation 27(2) (ba) of SEBI LODR Regulations there has been cyber security incidents or breaches or loss of data or documents during the quarter
No
Date of the event
Brief details of the event
Not Applicable

VII. 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.	Yes
2 The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
(a) Audit Committee	Yes
(b) Nomination and 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
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.	Yes
5 (a) This report has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	No. This Report for the quarter ended March 31, 2024 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 June 30, 2024.
(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.	Yes. The Report for the quarter ended December 31, 2023 was placed before the Board at its meeting held on February 8, 2024 for its noting. The Board had no comments/observations/advice on the Report.

For Summit Digital Infrastructure Limited

(formerly known as Summit Digital Infrastructure Private Limited)

Shumaila Sernobat

Company Secretary and Compliance Officer

Summit Digital Infrastructure Limited

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