



January 15, 2025

To
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G Bandra Kurla
Complex, Bandra (E), Mumbai-400051
Symbol: **NDRINVIT**

Dear Sir/ Madam,

Subject: Submission of Compliance Report on Corporate Governance for the quarter ended December 31, 2024.

Pursuant to Regulation 26K of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with SEBI Master Circular No. SEBI/HO/DDHS-PoD2/P/CIR/2024/44 dated May 15, 2024, we hereby enclose the Compliance Report on Corporate Governance of NDR InvIT Trust for the quarter ended December 31, 2024.

Kindly take the above information on record.

Thanking you,

FOR NDR Invit Managers Private Limited
(acting in its capacity as Investment Manager of NDR InvIT Trust)

Neha Chovatia
Company Secretary and Compliance Officer
Place: Mumbai

CC:-

Axis Trustee Services Limited
("Trustee of the NDR InvIT Trust")
The Ruby, 2nd Floor, SW,
29 Senapati Bapat Marg,
Dadar West, Mumbai – 400 028

NDR INVIT MANAGERS PRIVATE LIMITED

Regd. Office : CTS No. 54, Village Bamanwada, Vile Parle (East)
Mumbai, Maharashtra - 400 099. E-Mail : info@ndrinvit.com

1. Name of InvIT- NDR InvIT Trust
2. Name of the Investment manager- NDR Invit Managers Private Limited
3. Quarter Ending - December 31, 2024

I. Composition of Board of Directors of the Investment Manager											
Title (Mr. / Ms./Dr)	Name of the Director	PAN & DIN	Category (Chairperson / Non- Independent / Independent / Nominee) &	Initial Date of Appoint ment	Date of Reappoin tment	Date of Ces satio n	Ten ure*	No. of directorship s 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	Mittur Swami Sundara Rajan	AAFP M4934 N DIN: 001697 75	Independent Director	17/03/2023	-	17/03/2026	3	-	1	1	1
Dr	Brinda Jagirdar	AAAPJ 2531P	Independent Director	17/03/2023	-	17/03/2026	3	-	4	4	3

		DIN: 069798 64									
Mr	G K Ravishan kar	AAFP R5871 F DIN: 076242 19	Independent Director	17/03/2023	-	17/03/2026	3	1	1	2	-
Mr	Naidu Amrutesh h Reddy	ABEP N9201 H DIN: 008985 56	Executive Director	19/12/2022	-	-	-	1	-	1	-
Mr.	Ritesh Vohra	ABBP V4200 D DIN: 012595 44	Non - Executive Director	17/03/2023	-	-	-	1	-	-	-
Mr.	Ramdas R Iyer	ACCP R4177 P DIN: 030299 48	Executive Director	19/12/2022	-	-	-	1	-	1	-



		Whether Regular chairperson appointed - No				
		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/Non-Independent/Independent /Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee		Yes	Mr. M.S. Sundara Rajan	Chairperson – Independent Director	April 25, 2023	-
			Mr. Naidu Amrutesh Reddy	Member	April 25, 2023	-
			Mr. G K Ravishankar	Member	April 25, 2023	-
2. Nomination & Remuneration Committee		Yes	Mr. MS Sundara Rajan	Chairperson – Independent Director	April 25, 2023	-
			Ms. Brinda Jagirdar	Member	April 25, 2023	-
			Mr. G.K. Ravi Shankar	Member	April 25, 2023	-
3. Risk Management Committee		Yes	Mr. Naidu Amrutesh Reddy	Chairperson- Executive Director	April 25, 2023	-

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		Mr. Ramdas Iyer	Member	April 25, 2023	-
		Mr. G.K. Ravi Shankar	Member	April 25, 2023	-
4. Stakeholders Relationship Committee	Yes	Dr. Brinda Jagirdar	Chairperson- Independent Director	April 25, 2023	-
		Mr. Ramdas Iyer	Member	April 25, 2023	-
		Mr. G.K. Ravi Shankar	Member	April 25, 2023	-
5. Investment Committee	Yes	Mr. M.S. Sundara Rajan	Chairman	April 25, 2023	-
		Mr. Naidu Amrutesh Reddy	Member	April 25, 2023	-
		Dr. Brinda Jagirdar	Member	April 25, 2023	-
		Mr. Ritesh Vohra	Member	April 25, 2023	-
		Mr. G. K. Ravishankar	Member	April 25, 2023	-
6. InvIT Committee	Yes	Mr. M.S. Sundararajan	Chairman	April 25, 2023	-
		Mr. N. Amrutesh Reddy	Member	April 25, 2023	-
		Mr. R. Ramdas Iyer	Member	April 25, 2023	-

III. Meetings of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
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08.08.2024	21.10.2024	Yes	5	3	Between August 08, 2024, and October 21, 2024 ie. 74 days
	12.11.2024	Yes	6	3	Between October 21, 2024, and November 12, 2024 ie. 22 days
-	06.12.2024	-	-	-	Resolution by circulation
-	24.12.2024	-	-	-	Resolution by Circulation
IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days) **</i>
Audit Committee					
12.11.2024	Yes	3	2	08.08.2024	Between August 08, 2024, and November 12, 2024 ie. 96 days
Nomination and Remuneration Committee					
-	-	-	-	-	-
Risk Committee					
-	-	-	-	-	-
Stakeholders' Relationship Committee					
12.11.2024	Yes	3	2	08.08.2024	Between August 08, 2024, and November 12, 2024 ie. 96 days
Investment Committee					
21.10.2024	Yes	5	3	-	First Meeting was held on October 21, 2024, for the FY 2024-25
12.11.2024	Yes	5	3	-	Between October 21, 2024 and

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					November 12, 2024 i.e. 22 days
Invit Committee					
-	-	-	-	-	-
<p>* to be filled in only for the current quarter meetings.</p> <p>**This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.</p>					
V. Affirmations					
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014. 2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee e. Investment Committee f. InvIT Committee 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. 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. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors of the investment manager. Any comments/observations/advice of the board of directors may be mentioned here. 					
<p>Neha Chovatia Compliance Officer</p>					

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