



July 19, 2025

To
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai- 400 051, Maharashtra, India
Symbol: **NDRINVIT**

Subject: Submission of Compliance Report on Corporate Governance for the quarter ended June 30, 2025.

Dear Sir/ Madam,

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 June 30, 2025.

The said information is also being uploaded on the website of the Trust at www.ndrinvit.com.

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
HARDIK
CHOVATIA
Digitally signed by
NEHA HARDIK
CHOVATIA
Date: 2025.07.19
18:01:16 +05'30'

Neha Chovatia
Company Secretary and Compliance Officer
Place: Mumbai

CC:-

Axis Trustee Services Limited ("Trustee of the NDR InvIT Trust") Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai -400025	Catalyst Trusteeship Limited ("Debenture Trustee") Windsor, 6th floor, Office No.604, C.S.T Road, Kalina, Santacruz (East), Mumbai - 400098
---	--

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 – June 30, 2025

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	AAFPM 4934N DIN: 001697 75	Independent Director	17/03/2023	-	17/03/ 2026	3	-	1	1	1
Dr	Brinda Jagirdar	AAAPJ2 531P DIN: 069798 64	Independent Director	10/01/2023	-	10/01/ 2026	3	-	3	3	2

Mr	G K Ravishankar	AAFPR 5871F DIN: 07624219	Independent Director	17/03/2023	-	17/03/2026	3	-	1	2	-
Mr	Naidu Amrutesh Reddy	ABEPN 9201H DIN: 00898556	Executive Director	19/12/2022	-	-	-	1	-	1	-
Mr.	Ritesh Vohra	ABBPV 4200D DIN: 01259544	Non - Executive Director	17/03/2023	-	-	-	1	-	-	-
Mr.	Ramdas R Iyer	ACCPR 4177P DIN: 03029948	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	-
			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	-

NDR INVIT MANAGERS PRIVATE LIMITED

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



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. Ramdas. R. 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>
10.02.2025	26.05.2025	Yes	6	3	Between 10.02.2025, and 26.05.2025 ie. 104 days
-	14.05.2025	-	-	-	Resolution by Circulation
-	20.06.2025	-	-	-	Resolution by Circulation
-	27.06.2025	-	-	-	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>

NDR INVIT MANAGERS PRIVATE LIMITED

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



Audit Committee					
26.05.2025	Yes	3	2	12.11.2024	Between 10.02.2025 and 26.05.2025 ie.104 days
Nomination and Remuneration Committee					
-	-	-	-	10.02.2025	-
Risk Committee					
26.05.2025	Yes	3	1	10.02.2025	Between 10.02.2025 and 26.05.2025 ie.104 days
Stakeholders' Relationship Committee					
26.05.2025	Yes	3	2	10.02.2025	Between 10.02.2025 and 26.05.2025 ie.104 days
Investment Committee					
26.05.2025	Yes	3	1	-	-
Invit Committee					
-	-	-	-	-	-
* 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 <ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk management committee 					

NDR INVIT MANAGERS PRIVATE LIMITED

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



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 the Board of Directors of the investment manager. Any comments/observations/advice of the board of directors may be mentioned here.
NEHA HARDIK CHOVATIA	Digitally signed by NEHA HARDIK CHOVATIA Date: 2025.07.19 18:02:06 +05'30'
Neha Chovatia Compliance Officer	

NDR INVIT MANAGERS PRIVATE LIMITED

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