



June 23, 2025

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

Subject: Corporate Governance Report - Part C for the financial year ended March 31, 2025

Dear Sir/ Madam,

In furtherance to the quarterly report on Corporate Governance dated April 19, 2025 and pursuant to Regulation 26K of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, we hereby enclose Part C of the Corporate Governance Report of NDR InvIT Trust, for the financial year ended March 31, 2025, required to be submitted within three months from the end of the financial year.

We request you to kindly take this 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") 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
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PART C

Broad heading	Regulation Number	Compliance status (Yes / No / NA) refer note below
Copy of annual report of the InvIT including balance sheet, profit and loss account, governance report, Secretarial compliance report displayed on Website	26J, 26K and this Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024	Yes *
Presence of Chairperson of Audit Committee at the Annual Meeting of Unitholders	26G	Yes **
Presence of Chairperson of the nomination and remuneration committee at the Annual Meeting of Unitholders	26G	
Presence of Chairperson of the Stakeholder Relationship committee at the Annual Meeting of Unitholders.	26G	
Whether “Governance Report” and “Secretarial Compliance Report” disclosed in Annual Report of the InvIT	26J and 26K	Yes*** The Annual Report for the period ended March 31, 2025, will include the “Governance Report” and “Secretarial Compliance Report”.
Note 1 InvIT/Trust refers to NDR InvIT Trust acting through its Investment Manager, NDR InvIT Managers Private Limited. 2 If status is “No” details of non-compliance may be given here. 3 If the investment manager would like to provide any other information the same may be indicated here. * The Annual Report (including balance sheet, profit and loss account is displayed on the website) for FY 2023-24 which was approved during FY 2024-25. The Annual Report of the Trust including the balance sheet, profit and loss account, governance report and secretarial compliance report FY 2023-24, will be displayed on the website upon dispatch of the same to the Unitholders and submitting to the stock exchange. ** The above affirmations on the status of compliance with regard to presence of chairperson of audit committee, nomination and remuneration and stakeholder relationship committee in the		

annual meeting of NDR InvIT Trust is given with respect to the First annual meeting of Unitholders of NDR InvIT Trust held on July 26, 2024. As pursuant to the provisions of InvIT Regulation, Annual Meeting of unitholders of InvIT should be conducted within 120 days from the end of financial year and the timeline for submission of this Part C of Compliance Report on Corporate Governance is within three months from the end of financial year. The affirmation on compliance upto June 30, 2025 cannot be given for any compliance which will be done in the month of July, 2025, as in our case, NDR InvIT Trust is proposing to convene the annual meeting of its unitholders in the month of July, 2025. Since, we have to file the Part C of Compliance report on Corporate Governance on or before June 30, 2025, we are giving the above affirmation based on the previous year ended March 31, 2024.

*** The Annual Report for the period ended March 31, 2025, will include the "Governance Report" and "Secretarial Compliance Report".

For NDR Invit Managers Private Limited

(acting in its capacity as Investment Manager of NDR InvIT Trust)

Neha Chovatia
Compliance Officer