POLICY FOR FAMILIARIZATION PROGRAMS FOR INDEPENDENT DIRECTORS OF NDR INVIT MANAGERS PRIVATE LIMITED

1. PREAMBLE

a. NDR Invit Managers Private Limited ("**Investment Manager**") has been appointed as the investment manager of NDR InvIT Trust ("**Trust**"), an infrastructure investment trust registered with the Securities and Exchange Board of India ("**SEBI**") in accordance with the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**").

b. Regulation 26G of the InvIT Regulations, read with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") places increased responsibilities on independent directors on the board of directors of the Investment Manager ("**Board**"). In order to enable the independent directors to fulfil their responsibilities efficiently and effectively, a familiarisation programme ("**Programme**") has been put in place by the Investment Manager to assist them understand details about the Investment Manager and the Trust, their roles, rights, responsibilities in the Investment Manager in relation to the Investment Manager and the Trust, nature of the industry in which the Trust operates, business model of the Trust etc. The Policy shall become effective from April 25, 2023.

2. FAMILIARIZATION PROCESS

a. The Investment Manager shall conduct orientation programmes / presentations / training sessions, periodically at regular intervals, to familiarize the independent directors with the strategy, operations and functions of the Trust.

b. Such orientation programmes / presentations / training sessions will provide an opportunity to the independent directors to interact with the senior leadership team of the Investment Manager and help them to understand the Investment Manager's and Trust's strategy, business model, structure, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary.

c. The programmes / presentations shall also familiarize the independent directors with their roles, rights and responsibilities.

d. The Investment Manager may include such other details and information, as required, during the introductory familiarization programme/presentation, when a new independent director comes on the board of directors of the Investment Manager.

3. REVIEW OF THE PROGRAMME

a. The Investment Manager may periodically review this Programme and make suitable revisions, as may be deemed necessary, from time to time.

4. PROGRAMME AND DISCLOSURE:

a. The Programme will be conducted on an "as needed" basis during the year.

b. As and when the Programme is conducted the same will be disclosed on the website of the Trust and a web link thereto shall also be given in the annual report of the Trust.

5. **CONFLICT WITH APPLICABLE LAW**

The Policy shall not contradict with the provisions of any applicable law. In case of any discrepancy, the provisions of applicable law shall prevail over the provisions of this Policy.

6. **AMENDMENT**

(i). Any amendment or variation to this Policy shall be undertaken in compliance with the InvIT Regulations and other applicable law.

(ii). Notwithstanding the above, this Policy will stand amended to the extent of any change in applicable law, including any amendment to the InvIT Regulations and the SEBI Listing Regulations, without any action from the Investment Manager or approval of the unitholders of the Trust.

Adopted by the board of directors of NDR Invit Managers Private Limited on behalf of the Trust on April 25, 2023.

Certified True Copy

Sd/-

Authorised Signatory
Name: Krishnan Iyer Subramanian
Designation: Chief Executive Officer