

POLICY TO PROMOTE DIVERSITY ON THE BOARD OF DIRECTORS OF NDR INVIT MANAGERS PRIVATE LIMITED

1. PREAMBLE

The Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (the “**InvIT Regulations**”) read with Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), prescribes that the board of directors (the “**Board**”) of NDR Invit Managers Private Limited (the “**Investment Manager**”), being the investment manager of the NDR InvIT Trust (the “**Trust**”) is committed to deal with all stakeholders and the unitholders of the Trust (“**Unitholders**”) with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance and accordingly, the Nomination and Remuneration committee of the board of directors (“**Board**”) of the Investment Manager is required to devise a policy on diversity of board of directors (“**Board Diversity Policy**”).

2. DEFINITIONS

For the purpose of this Board Diversity Policy the following terms shall have the meanings assigned to them hereunder:

- 2.1 “**Board**” means the board of directors of the Investment Manager;
- 2.2 “**Board Diversity Policy**” means this policy, as amended from time to time;
- 2.3 “**Committee**” means the nomination and remuneration committee constituted by the Board; and
- 2.4 “**Director**” means a member of the Board

Words and expressions used and not defined in this Board Diversity Policy shall have the meaning ascribed to them in the InvIT Regulations, the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended.

3. BOARD DIVERSITY

The Committee shall ensure that the Board shall have an optimum combination of non-independent, independent and woman Directors in accordance with requirements of the InvIT Regulations, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Investment Manager and the Trust. The Board shall consist of not less than 1 woman independent director.

The Investment Manager recognises the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Investment Manager believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Trust, retains its competitive advantage. The Investment Manager further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision-making capability, ensure sustainable development and enhance the reputation of the Trust.

The Committee shall review the profile of the prospective candidates for appointment as Director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the InvIT Regulations, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Investment Manager.

G. 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.

H. 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, 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 Trust on April 25, 2023.

Certified True Copy

Sd/-

Authorised Signatory

Name: Krishnan Iyer Subramanian

Designation: Chief Executive Officer