

Terms and Conditions for appointment of Independent Directors (“T&C”)

The terms and conditions capture the terms of appointment, duty, conflict of interest, disclosures, etc. of the Independent Directors on the Board of NDR InvIT Managers Private Limited acting on behalf of NDR InvIT Trust (“**Trust**”) (hereinafter referred to as the “**Investment Manager**” or the “**Company**”) as required under applicable law to be adhered to by the Independent Directors of the Company.

TERMS OF APPOINTMENT:

1. In compliance with provisions of section 149(13) of the Companies Act, 2013, the directorship is not subject to retirement by rotation.
2. Notwithstanding other provisions of this T&C, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) of the Companies Act, 2013, or other applicable laws, or on the occurrence of any event as defined in section 167 of the Companies Act, 2013.
3. Upon termination or upon resignation of the Independent Director(s) for any reason, duly intimated to the Company, the Independent Director(s) will not be entitled to any compensation for loss of office.
4. The terms of appointment of the Independent Directors shall be in compliance with the relevant provisions of the Companies Act, 2013 and other applicable laws.

ROLE AND DUTIES:

1. The role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and other applicable laws. There are certain duties prescribed for all Directors, both Executive and Non- Executive, which are fiduciary in nature and include the following:
 - a. The Independent Directors shall act in accordance with the Company's Articles of Association as may be amended from time to time;
 - b. The Independent Directors shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company, its employees, the unitholders, the community and for the protection of environment.;
 - c. The Independent Directors shall discharge their duties with due and reasonable care, skill and diligence and shall exercise independent judgement;
 - d. The Independent Directors shall not involve themselves in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
 - e. The Independent Directors shall not achieve or attempt to achieve any undue gain

or advantage either to themselves or to their relatives, partners or associates, and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the company; and

- f. The Independent Directors shall not assign their office as Director and any assignments so made shall be void;
2. In addition to the above requirements, the Board also expects the Independent Directors to perform the following functions:
- a. The Independent Directors shall help in bringing an independent judgment to bear on the Board's deliberations, especially on issues of strategy, performance, risk management, compliance, resources, key appointments and standards of conduct;
 - b. The Independent Directors shall bring an objective view on the evaluation of the performance of the Board and the management and help in scrutinizing the performance of the management in meetings, agreed goals and objectives and monitor the reporting of performance;
 - c. The Independent Directors shall satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are effective and defensible;
 - d. The Independent Directors shall safeguard the interests of all stakeholders, particularly the minority unitholders;
 - e. The Independent Directors shall balance the conflicting interest of the stakeholders;
 - f. The Independent Directors are responsible for determining appropriate levels of remuneration of Executive Directors, key managerial personnel of the Investment Manager and have a prime role in appointing, and where necessary, removing Executive Directors, key managerial personnel and senior management of the Investment Manager;
 - g. The Independent Directors are responsible for moderating and arbitrating in the interest of the Company as a whole, in situations of conflict between management and unitholder's interest;
 - h. The Independent Directors shall keep governance ethics and compliance with the applicable legislation and regulations under review and ensure conformity of Company's practices to accepted norms;
 - i. An Independent Director shall be held liable only in respect of such acts of omission or commission by the listed entity which had occurred with his/her knowledge, attributable through processes of board of directors, with his/her consent or connivance or where he/she had not acted diligently with respect to the provisions contained in these regulations.

- j. The Independent Directors of the Investment Manager shall hold at least one meeting in a financial year, without the presence of non-independent directors, in which members of the management and all the Independent Directors shall strive to be present at such meeting.

The Independent Directors in the meeting referred in sub-regulation (3) shall, inter alia-

- (a) review the performance of non-independent directors and the Board of Directors as a whole;
- (b) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;
- (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

- 3. In addition to the above requirements, the Board also expects the Independent Directors to perform the following duties:

- a. The Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b. The Independent Directors shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c. The Independent Directors shall strive to attend all meetings of the Board of Directors of the Company and of the committees of the Board of the Company of which they are the members;
- d. The Independent Directors shall participate constructively and actively in the committees of the Board of the Company in which they are chairpersons or members;
- e. The Independent Directors shall strive to attend the general meetings of the Company;
- f. The Independent Directors shall ensure their concerns about the running of the Company or any action proposed is addressed by the Board of the Company and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting of the Company;
- g. The Independent Directors shall keep themselves well informed about the Company and the external environment in which it operates;
- h. The Independent Directors shall not unfairly obstruct the functioning of an otherwise proper Board of the Company or committees of the Board of the Company;

- i. The Independent Directors shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the best interest of the Company;
- j. The Independent Directors shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person, who uses such mechanism, are not prejudicially affected on account of such use;
- k. The Independent Directors shall report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l. The Independent Directors, acting within their authority, shall assist in protecting the legitimate interests of the Company, its shareholders and its employees;
- m. The Independent Directors shall not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board of the Company or required by law.

The evaluation of Independent Directors shall be done by the entire Board of Directors (excluding the directors being evaluated) which shall include –

- (a) performance of the directors; and
- (b) fulfillment of the independence criteria as specified in these regulations and their independence from the management.

CONFLICT OF INTEREST:

1. It is accepted and acknowledged that the Independent Directors may have business interests other than those of the Company. As a condition to their appointment, they are required to declare any such directorships, appointments, and interests to the Board in writing in the prescribed form at the time of their appointment; and
2. In the event that their circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that they are independent, this should be disclosed to both the Chairman of the Board and the designated Company Secretary.

REMUNERATION:

As Independent Directors, they shall be paid sitting fees, as may be determined by the Board from time to time, for attending meetings of the Board and the Committees of which they are members.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as Independent Directors of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out-of-pocket expenses for attending Board/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training

(organised by the Company for Directors) in the furtherance of their duties as Independent Directors.

EVALUATION:

The Board party will carry out an evaluation of the performance of the directors and fulfilment of the independence criteria as specified in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The appointment and reappointment of Independent Directors on the Board shall be subject to the outcome of the yearly evaluation process.

DISCLOSURE OF INTEREST:

Any material interest that the Independent Directors may have in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record their interest appropriately and company's records are updated. A general notice that they are interested in any contract with a particular person, firm or company is acceptable.

CODE OF CONDUCT:

During the term of their appointment, they are required to comply with regulations as contained in Schedule IV under Companies Act, 2013, including the Code of Conduct.

CONFIDENTIALITY:

- 1) All information acquired by the Independent Directors during their course of their tenure as independent director is confidential to the Company and should not be released, either during their tenure or following termination (by whatever means) to any third parties without the prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, they shall surrender any documents and other materials made available to them by the Company, and
- 2) Their attention is also drawn to the requirements under the applicable regulations and the Company's Insider Trading Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently, they should avoid making any statements or performing any transactions that might risk a breach of these requirements without the prior clearance from the Chairman or the designated Company Secretary.

MEMBERSHIP OF COMMITTEES:

The Board may appoint them as Member/Chairman of one or more of its Committees which shall be covered in a separate communication setting out the relevant committee's terms of reference and specific responsibilities, if any.

TERMINATION:

1. They may resign from their position at any time, and should they wish to do so, they are requested to serve a reasonable written notice on the Board. Further, in terms of provisions of the Companies Act, 2013, they are required to file a copy of their resignation letter with the Registrar of Companies, Mumbai; and
2. Their appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company in force.

MISCELLANEOUS:

1. The Independent Directors shall not be an employee of the Company and this T&C shall not constitute a contract of employment; and
2. The Independent Directors shall not serve as independent director of more than seven listed entities, if they serve as the whole-time director in any listed entity, they shall not serve as an independent director in not more than three listed entities.
3. This 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.
4. Any amendment or variation to this policy shall be undertaken in compliance with the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**SEBI InvIT Regulations**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and other applicable law.
5. Notwithstanding the above, this policy will stand amended to the extent of any change in applicable law, including any amendment to the SEBI 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 as an Investment Manager on behalf of NDR InvIT Trust on 27th May 2026.

For any further information, please contact Neha Chovatia, Company Secretary & Compliance Officer, email: neha.chovatia@ndrinvit.com

Certified True Copy

Sd/-

Authorised Signatory

Name: Krishnan Iyer Subramanian

Designation: Chief Executive Officer