



April 17, 2026

To,
The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Units: Symbol: NDRINVIT ISIN: INEQ7Q23015	Debt Securities: ISIN: INEQ7Q07018, ISIN: INEQ7Q07026, ISIN: INEQ7Q07034
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Subject: Postal Ballot Notice of NDR InvIT Trust

Dear Sir/Ma'am,

Pursuant to the provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and all other applicable regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) ("InvIT Regulations") and subject to other applicable laws and regulations, we wish to inform you that the Board of Directors of NDR InvIT Managers Private Limited acting in its capacity as the Investment Manager to NDR InvIT Trust ("Trust"), seeks approval of the Unitholders of the Trust on the below mentioned matter as listed in the Postal Ballot Notice through remote E-voting only.

1. *Issuance of up to 6,25,50,000 units at an issue price of INR 135.80/- per unit on Preferential basis, by way of cash consideration and swap consideration.*

In this regard, please find enclosed herewith the Postal Ballot Notice dated April 17, 2026 along with the explanatory statement, being sent to the Unitholders of the Trust.

The remote e-voting period will commence from Saturday, April 18, 2026 at 9:00 am (IST) and ends on Monday, May 11, 2026, at 05:00 pm (IST). The results of the said e-voting process will be announced in due course and shall be submitted to the Stock Exchange(s) within the prescribed timelines.

The same is also available on the website of the Trust at <https://www.ndrinvit.com/>.

You are requested to 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 Chovatia

Company Secretary and Compliance Officer

Place: Mumbai

CC: -

Axis Trustee Services Limited ("Trustee of the NDR InvIT Trust") The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 MH	Catalyst Trusteeship Limited ("Debenture Trustee") 901, 9th Floor, Tower B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 MH
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NDR INVIT MANAGERS PRIVATE LIMITED

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



NDR INVIT TRUST

REG. NO.: IN/InvIT/23-24/0025

Regd. Off.: Ground Floor, KHIL House, CTS No. 54, Vile Parle (East), Mumbai 400 099,
Maharashtra, India

Email: compliance@ndrinvit.com | Website: <https://www.ndrinvit.com>

Tel No.: +91 22 26101040

POSTAL BALLOT NOTICE

Dear Unitholder(s),

NOTICE is hereby given that, pursuant to the Regulation 22(2)(b) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "**SEBI InvIT Regulations**"), read with Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, as amended, issued by the Securities and Exchange Board of India (the "**SEBI Master Circular**") and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, the resolutions as set out in this notice (the "**Notice**" or the "**Postal Ballot Notice**") are proposed to be passed by the unitholders (the "**Unitholders**") of NDR InvIT Trust ("NDR" or the "**Trust**") through postal ballot by remote e-voting process only (the "**remote e-voting**").

An explanatory statement pertaining to the proposed resolution(s) of the Unitholders setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice.

The Trust is pleased to provide its Unitholders with the facility to exercise their right to vote on the resolutions proposed to be considered in this Postal Ballot notice by remote e-voting, and the businesses shall be transacted only through remote e-voting. The Board of Directors of NDR Invit Managers Private Limited ("**Board**"), being the investment manager of the InvIT ("**Investment Manager**"), has engaged the services of M/s. MUFG Intime Private Limited ("**MUFG**"), the Registrar and Transfer Agent ("**RTA**"), to provide a remote e-voting facility to Unitholders of the Trust to vote on the resolutions proposed in this Postal Ballot Notice.

The Unitholders may note that the Postal Ballot Notice shall be sent only to the respective email IDs as may be registered/updated/available in the database of the Trust/Registrar and Transfer Agent, i.e., MUFG Intime India Private Limited (*formerly Link Intime India Private Limited*) ("**RTA**") as on the closure of business hours of **April 10, 2026** ("**Cut-off date**").

Only those Ordinary Unitholders identified as on the closure of business hours of Friday, April 10, 2026, shall be eligible to vote. The remote e-voting period commences on Saturday, April 18, 2026, from 9:00 A.M. (IST) and ends on Monday, May 11, 2026, at 05:00 P.M. (IST).

The Board of Directors of NDR Invit Managers Private Limited (the "**Board**"), acting as Investment Manager of the Trust (the "**Investment Manager**"), has appointed M/s. Rahul A Jain & Co., Practicing Company Secretaries, as the Scrutinizer (the "**Scrutinizer**") for conducting the postal ballot voting process in a fair and transparent manner.

The Postal Ballot Notice is also available on the Trust's website: <https://www.ndrinvit.com> and on the website of the National Stock Exchange of India Limited ("**Stock Exchange**"): <https://www.nseindia.com>.



The Trust is providing remote e-voting facility from MUFG Intime India Private Limited for voting electronically on the resolutions proposed in this Postal Ballot Notice.

Only those Unitholders, who are identified as on the closure of cut-off date **Friday, April 10, 2026**, shall be eligible to vote.

The voting period commences at 09: 00 a.m. hours (IST) on **Saturday, April 18, 2026 and ends at 05:00 p.m. hours (IST) on Monday, May 11, 2026 (both days inclusive)**.

Scrutinizer's Report

After completion of the scrutiny of the Postal Ballots and e-voting in a fair and transparent manner; the Scrutinizer will submit his report to the Board of Directors of Investment Manager of the Trust ("**Board**"), or any other person(s) authorized by the Board.

The results declared along with the Scrutinizer's report will be submitted to the Stock Exchange not later than **48 hours from the last date of voting on the postal ballot**, and it shall be displayed on the Trust's website at <https://www.ndrinvit.com>.

PROPOSED RESOLUTION(S):

ITEM NO. 1

Approval for issuance of units of the NDR InvIT Trust, aggregating up to INR 8,000 million, on a preferential basis for cash consideration.

To consider and, if thought fit, to pass the following resolutions by way of special majority (i.e. where the votes cast in favour of a resolution are required to be more than sixty percent of the total votes cast for the resolution) in terms of Regulation 14 and Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI InvIT Regulations**”).

“**RESOLVED THAT**, subject to such approvals, permissions, consents and sanctions of the concerned statutory, regulatory and governmental authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions, consents and sanctions which may be agreed to by the unitholders of the NDR InvIT TRUST (“**NDR**” or the “**Trust**”) (hereinafter referred to as the “**Unitholders**”), and subject to the applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including, without limitation, 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 “**SEBI InvIT Regulations**”), the Master Circular issued by the Securities and Exchange Board of India (“**SEBI**”) bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, as amended from time to time (“**SEBI Master Circular**”), Foreign Exchange Management Act, 1999, including the rules made thereunder and other applicable regulations and guidelines issued by SEBI, RBI or such other statutory, regulatory and governmental authorities and in accordance with the trust deed dated March 27, 2023 as amended on November 28, 2023 and any amendments thereto (such trust deed “**Trust Deed**”), as amended from time to time, and the listing agreements entered into on behalf of the Trust with National Stock Exchange of India Limited (“**Stock Exchange**”), on which the units representing an undivided beneficial interest in the Trust (the “**Units**”) are listed, the consent, authority and approval of the Unitholders be and is hereby granted to undertake an issue of up to 5,35,25,000 Units of the Trust for (i) an aggregate amount of up to INR 7268 million as cash consideration; on a preferential basis in accordance with the SEBI InvIT Regulations (collectively, the “**Issue**”), on such terms and conditions, including at such price as may be determined in accordance with the SEBI InvIT Regulations, and as agreed to by the board of directors of the Company (“**Investment Manager**”) in consultation with its Trustee, Axis Trustee Services Limited and as determined by the Investment Manager, to the below mentioned proposed allottees (“**Proposed Allottees/Investors**”) in accordance with the SEBI Master Circular or other provisions of law as may be prevailing at that time.”

Sr. No.	Name of the Proposed Allottees/ Investors	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted
1.	NEO Real Asset Yield Fund	Non- Sponsor	18,50,000
2.	Munjil Mavjibhai Lakhani	Non- Sponsor	11,25,000
3.	Abhilash Sandhyala	Non- Sponsor	3,75,000
4.	Serum Institute of India Private Limited	Non- Sponsor	3,75,000
5.	Vayu Ramesh Garware	Non- Sponsor	3,75,000

6.	Ambika Chauhan Aibara	Non- Sponsor	3,75,000
7.	Samar Chauhan	Non- Sponsor	3,75,000
8.	Jinesh Kumar Jain		3,75,000
9.	Supriya Advisors	Non- Sponsor	2,25,000
10.	Srf Transnational Holdings Limited	Non- Sponsor	2,25,000
11.	Robust Marketing Services Private Limited	Non- Sponsor	2,25,000
12.	Ajay Vijay Chauhan	Non- Sponsor	2,00,000
13.	Vrinda Rajgarhia	Non- Sponsor	1,50,000
14.	Prasad Agents Private Limited	Non- Sponsor	1,50,000
15.	Abbas Yahyabhai Jasdanwalla	Non- Sponsor	1,50,000
16.	Rahul Jain HUF	Non- Sponsor	75,000
17.	Vara Capital	Non- Sponsor	5,00,000
18.	L&T Limited	Non- Sponsor	1,10,25,000
19.	LTI Mindtree Limited	Non- Sponsor	55,00,000
20.	Pico Capital Private Limited	Non- Sponsor	3,50,000
21.	Rudira Aqua	Non- Sponsor	14,50,000
22.	Anuj Agarwal	Non- Sponsor	3,50,000
23.	Jagran Prakashan Limited Or Shri Puran Chandra Gupta Smarak Trust (1/2)	Non- Sponsor	5,00,000
24.	Jagran Prakashan Limited Or Shri Puran Chandra Gupta Smarak Trust (2/2)-Shri Puran Chandra Gupta Smarak Trust	Non- Sponsor	2,25,000
25.	Devyani Gulabsi Khimji (NRE)	Non- Sponsor	3,50,000
26.	SJPM Enterprise Pvt Ltd	Non- Sponsor	3,50,000
27.	Nishaya Ventures Limited (Earlier known as Unique Pharmaceutical Labs Limited)	Non- Sponsor	7,25,000
28.	Cello Pens and Stationery Private Limited	Non- Sponsor	3,50,000
29.	Filatex	Non- Sponsor	3,50,000
30.	Surendra Agarwal	Non- Sponsor	3,50,000
31.	ATMECS Technologies Pvt Ltd	Non- Sponsor	7,25,000
32.	Haldiram Nagpur	Non- Sponsor	7,25,000
33.	Whitestone Pvt Ltd	Non- Sponsor	7,25,000
34.	Vaibhav Pittie, Rajbahadur Mills	Non- Sponsor	3,50,000
35.	Edelweiss Alternatives	Non- Sponsor	73,50,000
36.	Tarun Sawhney	Non- Sponsor	3,50,000
37.	Manav Gupta	Non- Sponsor	3,50,000
38.	Anil Chokhani (Spectrum TrimpeX Pvt. Ltd.)	Non- Sponsor	3,50,000
39.	Vijay Chauhan	Non- Sponsor	3,50,000
40.	Nikhil Rungta Famil	Non- Sponsor	3,50,000
41.	Everest Food Products Pvt Ltd	Non- Sponsor	18,25,000
42.	Kunjal Patel	Non- Sponsor	14,50,000
43.	Krishnaraj Ventures LLP	Non- Sponsor	3,50,000
44.	Purab Entertainment LLP	Non- Sponsor	3,50,000
45.	Aamir Khan Films LLP	Non- Sponsor	3,50,000

46.	Vimal Lakhani	Non- Sponsor	11,00,000
47.	Maya Appliances Pvt Ltd	Non- Sponsor	7,25,000
48.	ASKWA Income Opps Fund	Non- Sponsor	7,25,000
49.	Gurmit Singh Chugh	Non- Sponsor	3,50,000
50.	Punita Sharma	Non- Sponsor	3,50,000
51.	Premila Goyal	Non- Sponsor	3,50,000
52.	Niranjan Rathi	Non- Sponsor	3,50,000
53.	Bandekar Brothers Pvt Ltd	Non- Sponsor	3,50,000
54.	The Indian Express Group	Non- Sponsor	3,50,000
55.	Manju Modi	Non- Sponsor	3,50,000
56.	Mamta Bagla	Non- Sponsor	3,50,000
57.	Weil Investments LLP	Non- Sponsor	3,50,000
58.	Manish Bhachoo	Non- Sponsor	3,50,000
59.	Gunendra Kapoor	Non- Sponsor	3,50,000
60.	Anisha Family Ventures LLP	Non- Sponsor	3,50,000
61.	Kensai Advisors LLP	Non- Sponsor	18,25,000
	Total		5,35,25,000

RESOLVED FURTHER THAT, in terms of the provisions of SEBI Master Circular and clarifications thereunder, considering that the Units of the Trust are not frequently traded, the price to be determined by the Trust for the purposes of the Preferential Issue shall be at such price as may be determined in accordance with the SEBI InvIT Regulations read with SEBI Master Circular, which shall be a price at or above the floor price of INR 135.69 per Unit after taking into account the NAV of the Trust based on a full valuation of all existing Trust assets (as defined in the SEBI InvIT Regulations and SEBI Master Circular) conducted in terms of SEBI InvIT Regulations and SEBI Master Circular, as decided by the Board of the Investment Manager.”

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager be and is hereby authorized to decide and approve other terms and conditions of the Issue, as specified above and shall also be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may deem expedient, subject to applicable law.”

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Units in the Issue, as applicable and the utilization of the Issue proceeds in accordance with the investment strategy of the Trust, or in any other manner as the Board may deem fit subject to the provisions of the SEBI InvIT Regulations and the SEBI Master Circular, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, appoint banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board of Directors of the Investment Manager may suo moto decide in its sole discretion in the best interests of the Trust without being required to seek any further consent or approval, including for settling any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorized herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board of Directors of the Investment Manager.”

RESOLVED FURTHER THAT the Board of Directors of the of Investment Manager be and is hereby authorized to offer, issue and allot any and all of the Units, as applicable, and as specified



above, subject to the SEBI InvIT Regulations and the SEBI Master Circular.”

“RESOLVED FURTHER THAT the Units to be allotted shall be subject to the provisions of Trust Deed and the SEBI InvIT Regulations.”

“RESOLVED FURTHER THAT in terms of Chapter 7 of the Master Circular and other relevant provisions of the SEBI Circular, the ‘relevant date’ for the Preferential Issue is April 09, 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Investment Manager be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of directors constituted or to be constituted or any other officer or officers of the Investment Manager to give effect to the aforesaid resolutions.”

“RESOLVED FURTHER THAT the members of the Board of Directors of the Investment Manager and such other persons as may be authorised by the Board, on behalf of the Investment Manager, be and are hereby severally authorised to execute and deliver any and all other documents, papers, instruments, including any amendments, changes, variations, alterations, modifications thereto, and to do or cause to be done any and all acts or things that may be necessary, appropriate and advisable in order to carry out the purposes and intent of the foregoing resolution to the Issue; and any such other documents so executed and delivered or acts and things done or caused to be done shall be conclusive authority of the Investment Manager in doing so and any document so executed and delivered or acts and things done or caused to be done by any of the directors, key managerial personnel or authorized signatories of the Investment Manager prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Investment Manager, as the case may be.”

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolutions, the issue of the Units under the Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable law (i) the Units to be allotted shall rank pari passu with the existing Units of the Trust in all respects (including with respect to distributions and voting powers) from the date of allotment thereof, be subject to the requirements of applicable law and shall be subject to the provisions of the Trust Deed; (ii) the Units to be allotted shall be subject to lock-in for such period as specified in the provisions of the SEBI Master Circular and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals; and (iii) the Units shall be allotted in dematerialized form within a period of 15 days from the date of passing of the relevant Unitholders’ resolution, provided that where the allotment of the Units is pending on account of the requirement of any approval of any regulatory, governmental or statutory body/agency, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.”

“RESOLVED FURTHER THAT all acts and things previously done by any of the directors, key managerial personnel or authorized signatories of the Company on or prior to the date hereof in connection with the foregoing, are in all respects, ratified, approved, confirmed and adopted as acts and deeds done by the Company.”

ITEM NO. 2

Approval for issuance of up to 90,00,000 units of the NDR InvIT Trust on a preferential basis, by way of swap consideration.

To consider and if thought fit, to pass the following resolutions by way of special majority (i.e. where the votes cast in favour of a resolution are required to be more than sixty percent of the total votes cast for the resolution) in terms of Regulation 14 and Regulation 22 of the Securities



and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “SEBI InvIT Regulations”).

“RESOLVED THAT, subject to such approvals, permissions, consents and sanctions of the concerned statutory, regulatory and governmental authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions, consents and sanctions which may be agreed to by the unitholders of the NDR InvIT TRUST (“NDR” or the “Trust”) (hereinafter referred to as the “Unitholders”) and, subject to the applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including, without limitation, 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 “SEBI InvIT Regulations”), the Master Circular issued by the Securities and Exchange Board of India (“SEBI”) bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, as amended from time to time (“SEBI Master Circular”), Foreign Exchange Management Act, 1999, including the rules made thereunder and other applicable regulations and guidelines issued by SEBI, RBI or such other statutory, regulatory and governmental authorities and in accordance with the trust deed dated March 27, 2023 as amended on November 28, 2023 and any amendments thereto (such trust deed “Trust Deed”), as amended from time to time, and the listing agreements entered into on behalf of the Trust with National Stock Exchange of India Limited (“Stock Exchange”), on which the units representing an undivided beneficial interest in the Trust (the “Units”) are listed, the consent, authority and approval of the Unitholders be and is hereby granted to undertake an issue up to 88,76,829 Units of the Trust to the shareholders of NDR Unique Space Private Limited (6299015 Units) NDR Bigbox Private Limited (119224 Units) and NDR Space Private Limited (2458590 Units) (“Target Entities”) as swap consideration (in connection with acquisition of 100% equity shares of Target Entities on such terms and conditions as agreed by the Board), or as the case may be, on a preferential basis in accordance with the SEBI InvIT Regulations (collectively, the “Issue”), on such terms and conditions, including at such price as may be determined in accordance with the SEBI InvIT Regulations, and as agreed to by the board of directors of the Company (“Investment Manager”) in consultation with its Trustee, Axis Trustee Services Limited and as determined by the Investment Manager, to the below mentioned proposed allottees (“Proposed Allottees/Investors”) in accordance with the SEBI Master Circular or other provisions of law as may be prevailing at that time.”

Sr. No.	Name of the Proposed Allottees/Investors	Category (Sponsor and Sponsor Group/Non - Sponsor)	Maximum No. of Units to be allotted
1.	V Prabhakar Reddy	Non - Sponsor	61,37,215
2.	Hans Space LLP	Non - Sponsor	22,45,853
3.	Krishnan Subramanian Iyer	Non - Sponsor	29,916
4.	Sandeep Jain	Non - Sponsor	29,916
5.	Machavolu Subbu Krishna	Non - Sponsor	29,916
6.	Daljit Singh	Non - Sponsor	29,916
7.	Ramakrishna Barnala	Non - Sponsor	25,823
8.	Giridhar Grandhi	Non - Sponsor	25,823

9.	Shreyance jain	Non - Sponsor	25,823
10.	Raj Srinivasan	Non - Sponsor	1,09,108
11.	Ramachandran Rajaram	Non - Sponsor	41,590
12.	Ankur Srivastava	Non - Sponsor	27,727
13.	Venkata Kailash Kumar Devireddy	Non - Sponsor	1,18,203
	Total		88,76,829

“RESOLVED FURTHER THAT, in terms of the provisions of SEBI Master Circular and clarifications thereunder, considering that the Units of the Trust are not frequently traded, the price to be determined by the Trust for the purposes of the Preferential Issue shall be at such price as may be determined in accordance with the SEBI InvIT Regulations read with SEBI Master Circular which shall be a price at or above the floor price of INR 135.69 per Unit after taking into account the NAV of the Trust based on a full valuation of all existing Trust assets (as defined in the SEBI InvIT Regulations and SEBI Master Circular) conducted in terms of SEBI InvIT Regulations and SEBI Master Circular, as decided by the Board of the Investment Manager.”

“RESOLVED FURTHER THAT the Board of Directors of the Investment Manager be and is hereby authorized to decide and approve other terms and conditions of the Issue, as specified above and shall also be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may deem expedient, subject to applicable law.”

“RESOLVED FURTHER THAT the Board of Directors of the Investment Manager be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Units in the Issue, as applicable and the utilization of the Issue proceeds in accordance with the investment strategy of the Trust, or in any other manner as the Board may deem fit subject to the provisions of the SEBI InvIT Regulations and the SEBI Master Circular, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, appoint banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board of Directors of the Investment Manager may suo moto decide in its sole discretion in the best interests of the Trust without being required to seek any further consent or approval, including for settling any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorized herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board of Directors of the Investment Manager.”

“RESOLVED FURTHER THAT the Board of Directors of the of Investment Manager be and is hereby authorized to offer, issue and allot any and all of the Units, as applicable, and as specified above, subject to the SEBI InvIT Regulations and the SEBI Master Circular.”

“RESOLVED FURTHER THAT the Units to be allotted shall be subject to the provisions of Trust Deed and the SEBI InvIT Regulations.”

“RESOLVED FURTHER THAT, in terms of the provisions of Chapter 7 of the Master Circular and other relevant provisions of the SEBI Circular, the ‘relevant date’ for the Preferential Issue is April 09, 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Investment Manager be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of



directors constituted or to be constituted or any other officer or officers of the Investment Manager to give effect to the aforesaid resolutions.”

“RESOLVED FURTHER THAT the members of the Board of Directors of the Investment Manager and such other persons as may be authorised by the Board, on behalf of the Investment Manager, be and are hereby severally authorised to execute and deliver any and all other documents, papers, instruments, including any amendments, changes, variations, alterations, modifications thereto, and to do or cause to be done any and all acts or things that may be necessary, appropriate and advisable in order to carry out the purposes and intent of the foregoing resolution to the Issue; and any such other documents so executed and delivered or acts and things done or caused to be done shall be conclusive authority of the Investment Manager in doing so and any document so executed and delivered or acts and things done or caused to be done by any of the directors, key managerial personnel or authorized signatories of the Investment Manager prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Investment Manager, as the case may be.”

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolutions, the issue of the Units under the Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable law (i) the Units to be allotted shall rank pari passu with the existing Units of the Trust in all respects (including with respect to distributions and voting powers) from the date of allotment thereof, be subject to the requirements of applicable law and shall be subject to the provisions of the Trust Deed; (ii) the Units to be allotted shall be subject to lock-in for such period as specified in the provisions of the SEBI Master Circular and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals; and (iii) the Units shall be allotted in dematerialized form within a period of 15 days from the date of passing of the relevant Unitholders’ resolution, provided that where the allotment of the Units is pending on account of the requirement of any approval of any regulatory, governmental or statutory body / agency, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.”

“RESOLVED FURTHER THAT all acts and things previously done by any of the directors, key managerial personnel or authorized signatories of the Company on or prior to the date hereof in connection with the foregoing, are in all respects, ratified, approved, confirmed and adopted as acts and deeds done by the Company.”

**For NDR InvIT Trust
By Order of the Board
NDR InvIT Managers Private Limited
(as the Investment Manager of NDR InvIT Trust)**

**Sd/-
Ms. Neha Chovatia
Company Secretary and Compliance Officer
Date: April 17, 2026
Place: Mumbai**

NOTES:

1. An explanatory statement setting out the material facts and reasons for the proposed resolution is annexed herewith and forms part of the Postal Ballot Notice.
2. As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, for any matter requiring approval of the unitholders, voting shall be done by electronic mode. Pursuant to this, the Trust is seeking the approval of the Unitholders on the proposed resolution by way electronic voting.
3. The Postal Ballot Notice is being sent to Unitholders at the email address registered with their Depository Participants by permitted mode.
4. Only those Unitholders whose names are recorded in the Register of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on **April 10, 2026** (“**Cut-off Date**”) shall be eligible for voting and receipt of notice.
5. Resolution passed by the Unitholders through Postal Ballot shall be deemed to have been passed as if they have been passed at a general meeting of the Unitholders.
6. Please note that if any Postal Ballot Form is received after the aforesaid date and time, it will be considered that no reply has been received from the Unitholder(s) and the said Unitholder(s) has chosen to abstain from voting on the items indicated in the Postal Ballot Notice.
7. The last date of voting, i.e. not later than 05: 00 p.m. hours IST on Monday, May 11, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
8. The e-voting period commences on Saturday, April 18, 2026, at 09:00 a.m. (hours IST) and ends on Monday, May 11, 2026, at 05:00 p.m. (hours IST). During this period the Unitholders of the Trust, may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by the Unitholder, the Unitholders shall not be allowed to change it subsequently.

EXPLANATORY STATEMENT:

ITEM NO.1

Background and Objective

The Board of Directors of the Investment Manager, at its meeting held on April 17, 2026, had, *inter alia*, subject to such approvals as may be required, approved the issue up to 5,35,25,000 Units of the Trust for an aggregate amount of up to INR 7268 million as cash consideration; Accordingly, it is proposed to issue up to 5,35,25,000 Units of the Trust for an aggregate amount of up to INR 7268 million as cash consideration; a preferential basis to the below mentioned proposed allottees (**“Proposed Allottee/Investor”**) in accordance with the SEBI Master Circular or other provisions of law as may be prevailing at that time. The Proposed Allottees listed below have been included on the basis of the commitment letters received by NDR InvIT Trust (“NDR” or the “Trust”) and its Investment Manager.

List of Proposed Allottees for Cash Consideration:

Sr. No.	Name of the Proposed Allottees/ Investors	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted
1.	NEO Real Asset Yield Fund	Non- Sponsor	18,50,000
2.	Munjali Mavjibhai Lakhani	Non- Sponsor	11,25,000
3.	Abhilash Sandhyala	Non- Sponsor	3,75,000
4.	Serum Institute of India Private Limited	Non- Sponsor	3,75,000
5.	Vayu Ramesh Garware	Non- Sponsor	3,75,000
6.	Ambika Chauhan Aibara	Non- Sponsor	3,75,000
7.	Samar Chauhan	Non- Sponsor	3,75,000
8.	Jinesh Kumar Jain	Non- Sponsor	3,75,000
9.	Supriya Advisors	Non- Sponsor	2,25,000
10.	Srf Transnational Holdings Limited	Non- Sponsor	2,25,000
11.	Robust Marketing Services Private Limited	Non- Sponsor	2,25,000
12.	Ajay Vijay Chauhan	Non- Sponsor	2,00,000
13.	Vrinda Rajgarhia	Non- Sponsor	1,50,000
14.	Prasad Agents Private Limited	Non- Sponsor	1,50,000
15.	Abbas Yahyabhai Jasdhanwalla	Non- Sponsor	1,50,000
16.	Rahul Jain HUF	Non- Sponsor	75,000
17.	Vara Futures LLP	Non- Sponsor	5,00,000
18.	L&T Limited	Non- Sponsor	1,10,25,000
19.	LTI Mindtree Limited	Non- Sponsor	55,00,000
20.	Pico Capital	Non- Sponsor	3,50,000
21.	Rudira Aqua	Non- Sponsor	14,50,000
22.	Anuj Agarwal	Non- Sponsor	3,50,000
23.	Jagran Prakashan Limited Or Shri Puran Chandra Gupta Smarak Trust (1/2)	Non- Sponsor	5,00,000
24.	Jagran Prakashan Limited Or Shri Puran Chandra Gupta	Non- Sponsor	2,25,000

	Smarak Trust (2/2)-Shri Puran Chandra Gupta Smarak Trust		
25.	Devyani Gulabsi Khimji (NRE)	Non- Sponsor	3,50,000
26.	SJPM Enterprise Pvt Ltd	Non- Sponsor	3,50,000
27.	Nishaya Ventures Limited (Earlier known as Unique Pharmaceutical Labs Limited)	Non- Sponsor	7,25,000
28.	Cello Pens and Stationery Private Limited	Non- Sponsor	3,50,000
29.	Filatex	Non- Sponsor	3,50,000
30.	Surendra Agarwal	Non- Sponsor	3,50,000
31.	ATMECS Technologies Pvt Ltd	Non- Sponsor	7,25,000
32.	Haldiram Nagpur	Non- Sponsor	7,25,000
33.	Whitestone Pvt Ltd	Non- Sponsor	7,25,000
34.	Vaibhav Pittie, Rajbahadur Mills	Non- Sponsor	3,50,000
35.	Edelweiss Alternatives	Non- Sponsor	73,50,000
36.	Tarun Sawhney	Non- Sponsor	3,50,000
37.	Manav Gupta	Non- Sponsor	3,50,000
38.	Anil Chokhani (Spectrum TrimpeX Pvt. Ltd.)	Non- Sponsor	3,50,000
39.	Vijay Chauhan	Non- Sponsor	3,50,000
40.	Nikhil Rungta Famil	Non- Sponsor	3,50,000
41.	Everest Food Products Pvt Ltd	Non- Sponsor	18,25,000
42.	Kunjal Patel	Non- Sponsor	14,50,000
43.	Krishnaraj Ventures LLP	Non- Sponsor	3,50,000
44.	Purab Entertainment LLP	Non- Sponsor	3,50,000
45.	Aamir Khan Films LLP	Non- Sponsor	3,50,000
46.	Vimal Lakhani	Non- Sponsor	11,00,000
47.	Maya Appliances Pvt Ltd	Non- Sponsor	7,25,000
48.	ASKWA Income Opps Fund	Non- Sponsor	7,25,000
49.	Gurmit Singh Chugh	Non- Sponsor	3,50,000
50.	Punita Sharma	Non- Sponsor	3,50,000
51.	Premila Goyal	Non- Sponsor	3,50,000
52.	Niranjan Rathi	Non- Sponsor	3,50,000
53.	Bandekar Brothers Pvt Ltd	Non- Sponsor	3,50,000
54.	The Indian Express Group	Non- Sponsor	3,50,000
55.	Manju Modi	Non- Sponsor	3,50,000
56.	Mamta Bagla	Non- Sponsor	3,50,000
57.	Weil Investments LLP	Non- Sponsor	3,50,000
58.	Manish Bhachoo	Non- Sponsor	3,50,000
59.	Gunendra Kapoor	Non- Sponsor	3,50,000
60.	Anisha Family Ventures LLP	Non- Sponsor	3,50,000
61.	Kensai Advisors LLP	Non- Sponsor	18,25,000
	Total		5,35,25,000

Eligibility:

In terms of Paragraph 7.2 of Chapter 7 of the SEBI Master Circular, the Investment Manager on behalf of the Trust confirms that:

- Units of the same class, which are proposed to be allotted in the Issue, have been listed on the Stock Exchanges for a period of at least 6 (six) months prior to the date of issuance

of the present notice;

- The Trust is in compliance with the conditions for continuous listing and disclosure obligations under the InvIT Regulations and circulars issued thereunder; and
- None of the respective promoters or partners or directors of the Sponsor(s) or Investment Manager, or the Trustee, of the Trust is a fugitive economic offender declared under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

The Investment Manager shall apply for obtaining in-principle approvals of the Stock Exchanges for the listing of Units proposed to be issued under the Issue as soon as reasonably practicable after the passing of the Unitholders' resolution, and the subscription by the proposed allottees shall be subject to the obtainment of such in-principle approvals of the Stock Exchanges.

The Investors have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of SEBI Master Circular.

The Proposed Allottee have confirmed that they have not sold or transferred any Units during 90 trading days preceding the 'relevant date' i.e. April 09, 2026.

Relevant Date:

In terms of the provisions of the SEBI Master Circular, the 'relevant date' for the Issue is April 09, 2026, being the date 30 days prior to the date on which this resolution, if approved by the requisite special majority by way of Postal Ballot through remote e-voting ending on Monday, May 11, 2026.

Basis of Issue Price:

The Units of the Trust are listed on National Stock Exchange of India Limited (NSE). Since, the traded turnover of the Units on NSE during the 240 trading days preceding the 'relevant date' is not more than 10% of the total number of issued and outstanding Units, the Units are not considered to be 'frequently traded units' in accordance with the meaning of said term under explanation to Paragraph 7.5.2 of Chapter 7 of the SEBI Master Circular.

Pursuant to Paragraph 7.5.3 of Chapter 7 of the SEBI Master Circular, Where the units of the Trust are not frequently traded, the price determined by the Trust shall take into account the NAV of the Trust based on a full valuation of all existing Trust assets conducted in terms of InvIT Regulations.

Considering the foregoing, the Price determined by the Trust for the purpose of Issue is INR135.80 per unit.

Lock-in Period:

The Units allotted to the Proposed Allottee in the Issue shall be locked in for such period as prescribed under Paragraph 7.6 of Chapter 7 of the SEBI Master Circular. Accordingly, the entire pre-Issue unitholding of the Proposed Allottee shall be locked-in from the relevant date up to a period of 6 months from the date of the trading approval as specified under Paragraph 7.6 of Chapter 7 of the SEBI Master Circular.

Prescribed Disclosures:

Sr.	Particulars	Details
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No.		
1	Objects of the preferential issue	<p>The proceeds from the Preferential Issue are proposed to be utilized:</p> <p>(i) Acquisition of assets and funding of capital expenditure requirements</p>
2	NAV of the Trust	As on March 19, 2026, NAV per unit is INR 135.69
3	Maximum number of units to be issued	Up to 5,35,25,000 Units
4	Pricing of the Units	INR 135.80 per unit
5	Intent of the parties to the InvIT, their directors or key managerial personnel to subscribe to the issue.	None of the parties to the NDR InvIT Trust, Viz., their directors or key managerial personnel intend to subscribe to the Preferential Issue.
6	Unitholding pattern of the Trust before and after the preferential issue.	Please refer " Exhibit A "
7	Time frame within which the preferential issue shall be completed.	<p>Within 15 (Fifteen) days from the date of passing this resolution, the allotment shall be completed.</p> <p>As required under Paragraph 7.7 sub-paragraph 7.7.2 of Chapter 7 of the Master Circular, the Units shall be allotted pursuant to the Preferential Issue within a period of 15 days from the date of passing of this resolution, or where the allotment of the Units is pending on account of the requirement of any approval of any regulatory, governmental or statutory body / agency, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.</p> <p>If the NDR InvIT Trust fails to allot the Units issued pursuant to the Preferential Issue within the specified time, the monies received shall be refunded through verifiable means within twenty days from the date of the resolution, and if any such money is not repaid within such time after the NDR InvIT Trust becomes liable to repay it, the NDR InvIT Trust, the Investment Manager and each director of the Investment Manager who is an officer in default shall, on and from the expiry of the twentieth day, be jointly and severally liable to repay that money with interest at the rate of 15% per annum.</p> <p>Under sub-paragraph 7.3.5 of Chapter 7 of the Master Circular, post-allotment, the Trust shall make an application for listing of the Units issued pursuant to the Preferential Issue to the Stock Exchanges and such Units</p>

		shall be listed within 2 working days from the date of allotment.
8	Identity of the natural persons who are the ultimate beneficial owners of the units proposed to be allotted and/or who ultimately control the proposed allottees.	Please see Exhibit B-1 for these details.
10	Consideration	Against cash consideration of upto INR 7268 million for issuance of 5,35,25,000 units;

The units allotted would be listed on the National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of regulatory approvals, if any.

None of the directors are concerned or interested in the resolution mentioned in Item No. 1 of this Notice.

The Board of the Investment Manager recommends the aforesaid Resolution No. 1 set forth in the Notice for approval by the unitholders with special majority (i.e., where the votes cast in favour of the resolution shall be at least sixty percent of total votes cast for the resolution).

ITEM NO.2

Background and Objective

As indicated in item no (3) above, the Trust, has entered into a Securities Purchase Agreement (“SPA”) on 19 march 2026, March 30, 2026 & April 17, 2026 (“SPA”) with NDR Unique Space Private Limited, NDR Bigbox Private Limited and NDR Space Private Limited (“**Target Entities**”) and shareholders of Target entities, for acquisition of 100% shares and economic interest of the Target Entity . The consideration for the acquisition is proposed to be discharged by way of cash consideration and swap consideration, i.e., issuance of units of the Trust to shareholders (listed below) of the Target entities in lieu of equity value of the Target Entity (“**Proposed Transaction**”).

List of Proposed Allottees for swap Consideration:

Sr. No.	Name of the Proposed Allottees/ Investors	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted
1.	V Prabhakar Reddy	Non - Sponsor	61,37,215
2.	Hans Space LLP	Non - Sponsor	22,45,853
3.	Krishnan Subramanian Iyer	Non - Sponsor	29,916
4.	Sandeep Jain	Non - Sponsor	29,916
5.	Machavolu Subbu Krishna	Non - Sponsor	29,916
6.	Daljit Singh	Non - Sponsor	29,916
7.	Ramakrishna Barnala	Non - Sponsor	25,823
8.	Giridhar Grandhi	Non - Sponsor	25,823

9.	Shreyance jain	Non - Sponsor	25,823
10.	Raj Srinivasan	Non - Sponsor	1,09,108
11.	Ramachandran Rajaram	Non - Sponsor	41,590
12.	Ankur Srivastava	Non - Sponsor	27,727
13.	Venkata Kailash Kumar Devireddy	Non - Sponsor	1,18,203
	Total		88,76,829

Eligibility:

In terms of Paragraph 7.2 of Chapter 7 of the SEBI Master Circular, the Investment Manager on behalf of the Trust confirms that:

- Units of the same class, which are proposed to be allotted in the Issue have been listed on the Stock Exchanges for a period of at least 6 (six) months prior to the date of issuance of the present notice;
- The Trust is in compliance with the conditions for continuous listing and disclosure obligations under the InvIT Regulations and circulars issued thereunder; and
- None of the respective promoters or partners or directors of the Sponsor(s) or Investment Manager, or the Trustee, of the Trust is a fugitive economic offender declared under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

The Investment Manager shall apply for obtaining in-principle approvals of the Stock Exchanges for the listing of Units proposed to be issued under the Issue as soon as reasonably practicable after the passing of the Unitholders' resolution, and the subscription by the proposed allottees shall be subject to the obtainment of such in-principle approvals of the Stock Exchanges.

The Investors have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of SEBI Master Circular.

The Proposed Allottees have confirmed that they have not sold or transferred any Units during 90 trading days preceding the 'relevant date' i.e. April 09, 2026.

Relevant Date:

In terms of the provisions of the SEBI Master Circular, the 'relevant date' for the Issue is April 09, 2026, being the date 30 days prior to the date on which this resolution, if approved by the requisite special majority by way of Postal Ballot through remote e-voting ending on Monday, May 11, 2026.

Basis of Issue Price:

The Units of the Trust are listed on National Stock Exchange of India Limited (NSE). Since, the traded turnover of the Units on NSE during the 240 trading days preceding the 'relevant date' is not more than 10% of the total number of issued and outstanding Units, the Units are not considered to be 'frequently traded units' in accordance with the meaning of said term under explanation to Paragraph 7.5.2 of Chapter 7 of the SEBI Master Circular.

Pursuant to Paragraph 7.5.3 of Chapter 7 of the SEBI Master Circular, Where the units of an Trust are not frequently traded, the price determined by the Trust shall take into account the NAV of the

Trust based on a full valuation of all existing Trust assets conducted in terms of InvIT Regulations.

Considering the foregoing, the Price determined by the Trust for the purpose of Issue is INR135.80 per unit.

Lock-in Period:

The Units allotted to the Proposed Allottee in the Issue shall be locked in for such period as prescribed under Paragraph 7.6 of Chapter 7 of the SEBI Master Circular. Accordingly, the entire pre-Issue unitholding of the Proposed Allottee shall be locked-in from the relevant date up to a period of 6 months from the date of the trading approval as specified under Paragraph 7.6 of Chapter 7 of the SEBI Master Circular.

Prescribed Disclosures:

Sr. No.	Particulars	Details
1	Objects of the preferential issue	The units allotted for consideration other than cash are in discharge of consideration for acquisition of 100% equity and economic interest in the Target Entity.
2	NAV of the Trust	As on March 19, 2026, NAV per unit is INR 135.69
3	Maximum number of units to be issued	Up to 88,76,829 Units
4	Pricing of the Units	INR 135.80per unit
5	Intent of the parties to the InvIT, their directors or key managerial personnel to subscribe to the issue.	None of the parties to the NDR InvIT Trust, viz., their directors or key managerial personnel are being issued Units by way of swap, i.e., issuance of units of the Trust to shareholders of the Target entities in lieu of equity value of the Target Entity, save for proposed issue of 29916units to Sandeep Jain & 29916units by Krishnan S Iyer.
6	Unitholding pattern of the Trust before and after the preferential issue.	Please refer “ Exhibit A ”
7	Time frame within which the preferential issue shall be completed.	<p>Within 15 (Fifteen) days from the date of passing this resolution, the allotment shall be completed.</p> <p>As required under Paragraph 7.7 subparagraph 7.7.2 of Chapter 7 of the Master Circular, the Units shall be allotted pursuant to the Preferential Issue within a period of 15 days from the date of passing of this resolution, or where the allotment of the Units is pending on account of the requirement of any approval of any regulatory, governmental or statutory body / agency, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.</p>

		Under sub-paragraph 7.3.5 of Chapter 7 of the Master Circular, post-allotment, the Trust shall make an application for listing of the Units issued pursuant to the Preferential Issue to the Stock Exchanges and such Units shall be listed within 2 working days from the date of allotment.
8	Identity of the natural persons who are the ultimate beneficial owners of the units proposed to be allotted and/or who ultimately control the proposed allottees.	Please see Exhibit B-2 for these details.
10	Consideration	i. Against transfer of securities of Target entities by the shareholders (listed above) of target entity as elaborated above for 88,76,828 units.

The units allotted would be listed on the National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of regulatory approvals, if any.

None of the directors are concerned or interested in the resolution mentioned in Item No. 2 of this Notice.

The Board of the Investment Manager recommends the aforesaid Resolution No. 2 set forth in the Notice for approval by the unitholders with special majority (i.e., where the votes cast in favour of the resolution shall be at least sixty percent of total votes cast for the resolution).

Exhibit A: Unitholding pattern of the Trust before and after the preferential issue: -

Category	Category of Unitholders	Before preferential issue (Note 1)		After preferential allotment (Note 2)	
		Unit Holding	Unit Holding Pattern %	Unit Holding	Unit Holding Pattern %
(A)	Sponsor(s) / Sponsor Groups / Investment Manager / Project Manager(s) and their associates/related parties				
1	Indian				
(a)	Individuals / HUF	61,41,321	1.55	61,41,321	1.34
(b)	Central/State Govt.	-	0.00	-	
(c)	Financial Institutions/ Banks	-	0.00	-	
(d)	Any Other (specify)	15,38,44,211	38.85	15,38,44,211	33.56
	Sub- Total (A) (1)	15,99,85,532	40.40	15,99,85,532	34.90
2	Foreign				
(a)	Individuals (Non Resident Indians / Foreign Individuals)	-	0.00	-	0.00
(b)	Foreign government	-	0.00	-	0.00
(c)	Institutions	-	0.00	-	0.00

(d)	Foreign Portfolio Investors	-	0.00	-	0.00
(e)	Any Other (specify)		0.00	-	0.00
	Sub- Total (A) (2) Total unit holding of Sponsor & Sponsor Group	-	0.00	-	0.00
	(A) = (A)(1) +(A)(2)	15,99,85,532	40.40	15,99,85,532	34.90
(B)	Public Holding				
1	Institutions				
(a)	Mutual Funds	-	0.00	-	0.00
(b)	Financial Institutions/ Banks	-	0.00	-	0.00
(c)	Central/State Govt.	-	0.00	-	0.00
(d)	Venture Capital Funds	-	0.00	-	0.00
(e)	Insurance Companies	1,92,00,000	4.85	1,92,00,000	4.19
(f)	Provident/pension funds	-	-	-	0.00
(g)	Foreign Portfolio Investors	27,50,000	0.69	27,50,000	0.60
(h)	Foreign Venture Capital Investors	-	0.00	-	0.00
(i)	Other institution	1,21,05,154	3.06	1,39,55,154	0.30
	Sub-Total (B) (1)	3,40,55,154	8.60	3,59,05,154	7.83
2	Non-Institutions				
(a)	Central Government/State Governments(s) /President of India	-	0.00	-	0.00
(b)	Individuals	9,20,77,598	23.25	10,97,33,574	23.94
(c)	NBFCs registered with RBI	-	-	-	0.00
(d)	Other Non-Institutions Unit Holding	10,98,93,930	27.75	15,27,89,783	33.33
(i)	Trusts	-	0.00	-	0.00
(ii)	Non-Resident Indians	3,50,000	0.09	3,50,000	0.08
(iii)	Clearing Members	-	0.00	-	0.00
(iv)	Body Corporates	10,95,43,930	27.66	14,99,39,783	32.71
(v)	Other Non-Institutions Holding - Any other	-	0.00	25,00,000	0.55
	Sub- Total (B) (2) Total Public Unit holding	20,19,71,528	51.00	26,25,23,356	57.27
	(B) = (B)(1)+(B)(2)	23,60,26,682	59.60	29,84,28,510	65.10
	Total Units Outstanding (C) = (A) + (B)	39,60,12,214	100.00	45,84,14,042	100.00

1. The unitholding pattern before Preferential Issue is as on the latest BENPOS date i.e. April 10, 2026.

2. Assuming allotment to all the allottees up to the maximum no. of units as set out previously in this notice

Exhibit B-1: Beneficial owners of the units proposed to be allotted and/or who ultimately control the proposed allottees.

Sr. No.	Name of the Proposed Allottee/ Investors	Ultimate Beneficial Owners and/or natural person who ultimately control
1	NEO Real Asset Yield Fund	Puneet Jain
2	Munjal Mavjibhai Lakhani	Not Applicable being Individual
3	Abhilash Sandhyala	Not Applicable being Individual
4	Serum Institute of India Private Limited	Cyrus Soli Poonawala
5	Vayu Ramesh Garware	Not Applicable being Individual
6	Ambika Chauhan Aibara	Not Applicable being Individual
7	Samar Chauhan	Not Applicable being Individual
8	Jinesh Kumar Jain	Not Applicable being Individual
9	Supriya Advisors	Satish Waman Wagh
10	Srf Transnational Holdings Limited	Kama Holdings Limited
11	Robust Marketing Services Private Limited	Sailesh Chimanlal Mehta Parul Sailesh Mehta
12	Ajay Vijay Chauhan	Not Applicable being Individual
13	Vrinda Rajgarhia	Not Applicable being Individual
14	Prasad Agents Private Limited	Vrinda Rajgarhia
15	Abbas Yahyabhai Jasdanwalla	Not Applicable being Individual
16	Rahul Jain HUF	Rahul Jain HUF
17	Vara Futures LLP	Vardhman Jain Radhika Jain
18	L&T Limited	Not Applicable being Listed Entity
19	LTI Mindtree Limited	Not Applicable being Listed Entity
20	Pico Capital Private Limited	Mr. Ajay Girdharilal Bhartiya Mrs. Shilpa Ajay Bhartiya
21	Rudira Aqua	Valluru Venkat Ruthvik Reddy
22	Anuj Agarwal	Not Applicable being Individual
23	Jagran Prakashan Limited Or Shri Puran Chandra Gupta Smarak Trust (1/2)	Mrs Vijaya Gupta Mr Dhirendra Mohan Gupta
24	Jagran Prakashan Limited Or Shri Puran Chandra Gupta Smarak Trust (2/2)-Shri Puran Chandra Gupta Smarak Trust	Mr Sameer Gupta
25	Devyani Gulabsi Khimji (NRE)	Mr Sameer Gupta
26	SJPM Enterprise Pvt Ltd	Not Applicable being Individual
27	Nishaya Ventures Limited (Earlier known as Unique Pharmaceutical Labs Limited)	Pranabh Dinesh Mody Sejal Pranabh Mody
28	Cello Pens and Stationery Private Limited	Pallavi Mehta
29	Filatex	Gaurav Rathod Malvika Rathod

		Karishma Parekh Sneha Ajmera
30	Surendra Agarwal	Madhav Bhageria Purrshottam Bhaggeria Madhu Sudhan Bhageria
31	ATMECS Technologies Pvt Ltd	Not Applicable being Individual
32	Haldiram Nagpur	Vijayalakshmi Velagapudi
33	Whitestone Pvt Ltd	-
34	Vaibhav Pittie, Rajbahadur Mills	-
35	Edelweiss Alternatives	-
36	Tarun Sawhney	Not Applicable being Individual
37	Manav Gupta	Not Applicable being Individual
38	Anil Chokhani (Spectrum Trimpex Pvt. Ltd.)	Not Applicable being Individual
39	Vijay Chauhan	Spectrum Trimpex private limited
40	Nikhil Rungta Family	Not Applicable being Individual
41	Everest Food Products Pvt Ltd	Nikhil Rungta Ritika Rungta
42	Kunjal Patel	Not Applicable being Individual
43	Krishnaraj Ventures LLP	Ranbir Kapoor Neetu Singh
44	Purab Entertainment LLP	Bimal Parekh
45	Aamir Khan Films LLP	Aamir Khan
46	Vimal Lakhani	Not Applicable being Individual
47	Maya Appliances Pvt Ltd	Trivellore Thattai Varadarajan Maya Varadarajan"
48	ASKWA Income Opps Fund	AIF Structure with ASK Wealth as the Sponsor & other unit holders of the fund
49	Gurmit Singh Chugh	Not Applicable being Individual
50	Punita Sharma	Not Applicable being Individual
51	Premila Goyal	Not Applicable being Individual
52	Niranjana Rathi	Not Applicable being Individual
53	Bandekar Brothers Pvt Ltd	Not Applicable being Individual
54	The Indian Express Group	Viveck Goenka Anant Vivek Goenka
55	Manju Modi	Not Applicable being Individual
56	Mamta Bagla	Not Applicable being Individual
57	Weil Investments LLP	Hiten Shah Gopi Shah
58	Manish Bhachoo	Not Applicable being Individual
59	Gunendra Kapoor	Not Applicable being Individual
60	Anisha Family Ventures LLP	Yashwardhan Rajesh Patil
61	Kensai Advisors LLP	Aparna T Chandrashekar

Exhibit B-2: Beneficial owners of the units proposed to be allotted and/or who ultimately control the proposed allottees.

Sr. No.	Name of the Proposed Allottees/ Investors	Ultimate Beneficial Owners and/or natural person who ultimately control
1	V Prabhakar Reddy	Not Applicable being Individual

2	Hans Space LLP	Narendra Chebrolu Sundeep Chebrolu
3	Krishnan Subramanian Iyer	Not Applicable being Individual
4	Sandeep Jain	Not Applicable being Individual
5	Machavolu Subbu Krishna	Not Applicable being Individual
6	Daljit Singh	Not Applicable being Individual
7	Ramakrishna Barnala	Not Applicable being Individual
8	Giridhar Grandhi	Not Applicable being Individual
9	Shreyance jain	Not Applicable being Individual
10	Raj Srinivasan	Not Applicable being Individual
11	Ramachandran Rajaram	Not Applicable being Individual
12	Ankur Srivastava	Not Applicable being Individual
13	Venkata Kailash Kumar Devireddy	Not Applicable being Individual

For NDR InvIT Trust
By Order of the Board
NDR InvIT Managers Private Limited
(Acting as the Investment Manager to NDR InvIT Trust)

Sd/-
Neha Chovatia
Company Secretary & Compliance Officer

Date: April 17, 2026
Place: Mumbai

INSTRUCTIONS FOR VOTING:

Trust is pleased to provide e-voting facility to all its Unitholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post or by email. Trust has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) the Registrar to an Issue and Share Transfer Agent (RTA) for the purpose of providing e-voting facility to all its Unitholders. During the voting period, Unitholders can login to RTA's e-voting platform any number of times till they have voted on all the resolutions.

Remote e-Voting Instructions for unitholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual Unitholders holding units in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Unitholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual Unitholders holding units in demat mode:

INDIVIDUAL UNITHOLDERS HOLDING UNITS IN DEMAT MODE WITH NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Unitholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Unitholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDEAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

Visit URL: <https://www.evoting.nSDL.com>

- a) Click on the “Login” tab available under ‘Unitholder/Member’ section.
- b) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL UNITHOLDERS HOLDING UNITS IN DEMAT MODE WITH CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility

Unitholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.

- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Unitholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).
- d) Individual Unitholders holding units in demat mode with Depository Participant

Individual Unitholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for Unitholders holding units in physical mode / Non-Individual Unitholders holding units in demat mode.

Unitholders holding units in physical mode / Non-Individual Unitholders holding units in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Unitholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

- b) Enter details as under:

- A. User ID: Enter User ID
- B. Password: Enter existing Password
- C. Enter Image Verification (CAPTCHA) Code

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

D. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Unitholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

A. User ID: Enter User ID

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Unitholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Unitholders, holding units in NSDL form, shall provide ‘point 4’ above.
- Unitholders, holding units in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
- Unitholders, holding units in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

E. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

F. Enter Image Verification (CAPTCHA) Code.

G. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No.+ Folio no., registered with the Company



- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Unitholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Unitholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate Unitholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](#) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](#).

Guidelines for Institutional Unitholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.



- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate unitholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) Click on “Votes Entry” tab under the Menu section.

- c) Enter the “Event No.” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- d) Enter “16-digit Demat Account No.”.

- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) After successful login, you will see “Notification for e-voting”.

- c) Select “View” icon for “Company’s Name / Event number”.

- d) E-voting page will appear.

- e) Download sample vote file from “Download Sample Vote File” tab.

- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.

- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate Unitholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered_email_address.

HELPDESK:

Unitholders holding unit in physical mode / Non-Individual Unitholders holding units in demat mode:

Unitholders holding units in physical mode / Non-Individual Unitholders holding units in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Unitholders holding units in demat mode:

Individual Unitholders holding units in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

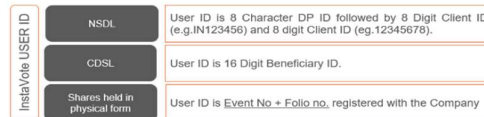
Login type	Helpdesk details
Individual Unitholders holding units in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Unitholders holding units in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Unitholders holding units in physical mode / Non-Individual Unitholders holding units in demat mode:

Individual Unitholders holding units in physical mode / Non-Individual Unitholders holding units in demat mode have forgotten the USER ID [Login ID] or Password or both then the unitholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the unitholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.



In case Unitholders have a valid email address, Password will be sent to his / her registered e-mail address. Unitholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Unitholders holding units in demat mode with NSDL/ CDSL has forgotten the password:

Individual Unitholders holding units in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Unitholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Unitholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For Unitholders/ members holding units in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, Unitholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".