



April 21, 2026

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai- 400 051, Maharashtra, India

Units: Symbol: NDRINVIT ISIN: INEQ7Q23015	Debt Securities: ISIN: INEQ7Q07018, ISIN: INEQ7Q07026, ISIN: INEQ7Q07034
--	--

Subject: Submission of Compliance Report on Corporate Governance for the quarter and financial year ended March 31, 2026.

Dear Sir/ Madam,

Pursuant to Regulation 26K of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with chapter 20 of the SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, we hereby submit the Compliance Report on Corporate Governance for NDR InvIT Trust ("Trust") for the quarter ended March 31, 2026 in PART – A and for the financial year ended March 31, 2026 in PART – B and PART - C.

The said information is also being uploaded on the website of the Trust at www.ndrinvit.com.

Kindly 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	Catalyst Trusteeship Limited ("Debenture Trustee") 901, 9th Floor, Tower B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 MH
--	--

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

1. Name of InvIT- **NDR InvIT Trust**
2. Name of the Investment manager- **NDR Invit Managers Private Limited**
3. Quarter Ending – **March 31, 2026**

I. Composition of Board of Directors of the Investment Manager											
Title (Mr./Ms./Dr)	Name of the Director	PAN & DIN	Category (Chairperson/Non-Independent/Independent/Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure *	No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager	No of Independent directorships in all Managers/Investment Managers of REIT/InvIT and listed entities, including this Investment Manager	Number of memberships in Audit/Stakeholder Committee(s) in all Managers/Investment Managers of REIT /InvIT and listed entities, including this Investment Manager <i>(Refer Regulation 26G of InvIT Regulations)</i>	Number of posts of Chairperson in Audit/Stakeholder Committee(s) in all Managers of REIT/InvIT and listed entities, including this Investment Manager <i>(Refer Regulation 26G of InvIT Regulations)</i>
Mr.	Mittur Swami Sundara Rajan	PAN: AAFPM4934N DIN: 00169775	Independent Director	17/03/ 2023	06/01/ 2026	-	3	-	1	1	1
Dr.	Brinda Jagirdar	PAN: AAAPJ2531P DIN: 06979864	Independent Director	10/01/2023	06/01/ 2026	-	3	-	2	2	2
Mr.	G K Ravishankar	PAN: AAFPR5871F DIN: 07624219	Independent Director	17/03/2023	06/01/ 2026	-	3	-	1	2	-

Mr.	Naidu Amrutesh Reddy	PAN: ABEPN9201H DIN: 00898556	Executive Director	19/12/2022	-	-	-	1	-	1	-
Mr.	Ritesh Vohra	PAN: ABBPV4200D DIN: 01259544	Non - Executive Director	17/03/2023	-	-	-	1	-	-	-
Mr.	Ramdas R Iyer	PAN: ACCPR4177P DIN: 03029948	Executive Director	19/12/2022	-	-	-	1	-	1	-
Whether Regular chairperson appointed - No											
Whether Chairperson is related to managing director or CEO- No											

***Tenure of independent directors:**

Independent director (Brinda Jagirdar) completed her first term of 3 years on January 10, 2026 & (Mittur Swami Sundara Rajan & G K Ravishankar) Completed their first term of 3 years on March 17, 2026 respectively. They are reappointed on 06.01.2026 for second term of 5 years.

II. Composition of Committees

<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non-Independent/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. M.S. Sundara Rajan	Chairperson - Independent Director	April 25, 2023	-
		Mr. Naidu Amrutesh Reddy	Member	April 25, 2023	-
		Mr. G K Ravishankar	Member	April 25, 2023	-
2. Nomination & Remuneration Committee	Yes	Mr. M. S. Sundara Rajan	Chairperson - Independent Director	April 25, 2023	-
		Ms. Brinda Jagirdar	Member	April 25, 2023	-
		Mr. G.K. Ravi Shankar	Member	April 25, 2023	-
3. Risk Management Committee	Yes	Mr. Naidu Amrutesh Reddy	Chairperson - Director	April 25, 2023	-
		Mr. Ramdas Iyer	Member	April 25, 2023	-
		Mr. G.K. Ravi Shankar	Member	April 25, 2023	-
4. Stakeholders Relationship	Yes	Dr. Brinda Jagirdar	Chairperson- Independent Director	April 25, 2023	-
		Mr. Ramdas Iyer	Member	April 25, 2023	-

Committee		Mr. G.K. Ravi Shankar	Member	April 25, 2023	
5. Investment Committee	Yes	Mr. M.S. Sundara Rajan	Chairperson- Independent Director	April 25, 2023	-
		Mr. Naidu Amrutesh Reddy	Member	April 25, 2023	
		Dr. Brinda Jagirdar	Member	April 25, 2023	-
		Mr. Ritesh Vohra	Member	April 25, 2023	-
		Mr. G. K. Ravishankar	Member	April 25, 2023	-
6. InvIT Committee	Yes	Mr. M.S. Sundararajan	Chairman- Independent Director	April 25, 2023	-
		Mr. N. Amrutesh Reddy	Member	April 25, 2023	-
		Mr. Ramdas. R. Iyer	Member	April 25, 2023	-

III. Meetings of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
13.10.2025, 11.11.2025 and 12.12.2025	11.02.2026	Yes	6	2	61 days
-	18.03.2026	Yes	6	3	35 days
-	31.03.2026	-	-		Resolution by Circulation

IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days) **</i>
Audit Committee					
11.02.2026	Yes	3	2	11.11.2025	92 days
Nomination and Remuneration Committee					
-	-	-	-	11.11.2025	-
Risk Committee					
11.02.2026	Yes	3	1	11.11.2025	92 days
Stakeholders' Relationship Committee					
11.02.2026	Yes	3	2	11.11.2025	-



Investment Committee					
09.02.2026	Yes	3	1	07.10.2025	-
18.03.2026	Yes	3	1		
Invit Committee					
-	-	-		-	-

* to be filled in only for the current quarter meetings.

**This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014. **Yes**
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk management committee - **Yes**
 - e. Investment Committee - **Yes**
 - f. InvIT Committee - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.- **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.
5. This report and the report submitted in the previous quarter has been placed before the Board of Directors of the investment manager. **There were no comments from the Board on the reports.**

Neha Chovatia
Company Secretary & Compliance Officer

Place: Mumbai
Date: April 21, 2026

NDR INVIT MANAGERS PRIVATE LIMITED

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

I. Disclosure on website of InvIT		
Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No / NA provide reasons
a) Details of business	Yes	https://www.ndrinvit.com
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	https://www.ndrinvit.com/investor-centre/financial-results-reports/annual-reports
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	https://www.ndrinvit.com/contactus
d) Email ID for grievance redressal and other relevant details	Yes	https://www.ndrinvit.com/contactus
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	https://www.ndrinvit.com/investor-centre/announcements/board-meeting-intimation
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	https://www.ndrinvit.com/investor-centre/announcements/board-meeting-intimation
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	https://www.ndrinvit.com/investor-centre/announcements/board-meeting-intimation
h) All complaints including SCORES complaints received by the InvIT	Yes	https://www.ndrinvit.com/investor-centre/announcements/board-meeting-intimation
i) Any other information which may be relevant for the investors	Yes	https://www.ndrinvit.com/
<i>It is certified that these contents on the website of the InvIT are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	2(1)(saa)	Yes
<i>Board composition</i>	4(2)(e)(v), 26G, 26H(1)	Yes
<i>Meeting of board of directors</i>	26G	Yes
<i>Quorum of board meeting</i>	26H(2)	Yes
<i>Review of Compliance Reports</i>	26H(3)	Yes
<i>Plans for orderly succession for Appointments</i>	26G	Yes
<i>Code of Conduct</i>	26G	Yes
<i>Minimum Information</i>	26H(4)	Yes
<i>Compliance Certificate</i>	26H(5)	Please note that the Compliance Certificate will be submitted at the time of approval of the financial statements for the year ended March 31, 2026. Compliance Certificate for the financial year ended March 31, 2025, was placed before the Board of Directors on May 26, 2025.
<i>Risk Assessment & Management</i>	26G	Yes
<i>Performance Evaluation of Independent Directors</i>	26G	Yes
<i>Recommendation of Board</i>	26H(6)	Yes
<i>Composition of Audit Committee</i>	26G	Yes
<i>Meeting of Audit Committee</i>	26G	Yes
<i>Composition of Nomination & Remuneration Committee</i>	26G	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	26G	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	26G	Yes
<i>Composition of Stakeholder Relationship Committee</i>	26G	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	26G	Yes
<i>Composition and role of Risk Management Committee</i>	26G	Yes
<i>Meeting of Risk Management Committee</i>	26G	Yes

<i>Vigil Mechanism</i>	<i>26I</i>	<i>Yes</i>
<i>Approval for related party Transactions</i>	<i>19(3), 22(4)(a)</i>	<i>Yes</i>
<i>Disclosure of related party transactions</i>	<i>19(2)</i>	<i>Yes</i>
<i>Annual Secretarial Compliance Report</i>	<i>26J</i>	<i>Yes</i>
<i>Alternate Director to Independent Director</i>	<i>26G</i>	<i>NA</i>
<i>Maximum Tenure of Independent Director</i>	<i>26G</i>	<i>Yes</i>
<i>Meeting of independent directors</i>	<i>26G</i>	<i>Yes</i>
<i>Familiarization of independent directors</i>	<i>26G</i>	<i>Yes</i>
<i>Declaration from Independent Director</i>	<i>26G</i>	<i>Yes</i>
<i>Directors and Officers insurance</i>	<i>26G</i>	<i>Yes</i>
<i>Memberships in Committees</i>	<i>26G</i>	<i>Yes</i>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	<i>26G</i>	<i>Yes</i>
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26G</i>	<i>Yes</i>
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of InvIT Regulations, "Yes" may be indicated. Similarly, in case the InvIT has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the investment manager would like to provide any other information the same may be indicated here.</p>		
<p>Neha Chovatia Company Secretary & Compliance Officer</p> <p style="text-align: right;">Place: Mumbai Date: April 21, 2026</p>		

PART C

Broad heading	Regulation Number	Compliance status (Yes / No / NA) refer note below
Copy of annual report of the InvIT including balance sheet, profit and loss account, governance report, Secretarial compliance report displayed on Website	26J, 26K and this Master Circular SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025	Yes *
Presence of Chairperson of Audit Committee at the Annual Meeting of Unitholders	26G	Yes **
Presence of Chairperson of the nomination and remuneration committee at the Annual Meeting of Unitholders	26G	Yes **
Presence of Chairperson of the Stakeholder Relationship committee at the Annual Meeting of Unitholders.	26G	Yes **
Whether “Governance Report” and “Secretarial Compliance Report” disclosed in Annual Report of the InvIT	26J and 26K	Yes ***
<p>Note</p> <ol style="list-style-type: none"> 1 InvIT/Trust refers to NDR InvIT Trust acting through its Investment Manager, NDR InvIT Managers Private Limited. 2 If status is “No” details of non-compliance may be given here. 3 If the investment manager would like to provide any other information the same may be indicated here. <p>* The Annual Report (including balance sheet, profit and loss account is displayed on the website) for FY 2024-25 which was approved during FY 2025-26. The Annual Report of the Trust including the balance sheet, profit and loss account, governance report and secretarial compliance report FY 2025-26, will be displayed on the website upon dispatch of the same to the Unitholders and submitting to the stock exchange.</p> <p>** The above affirmations on the status of compliance with regard to presence of chairperson of audit committee, nomination and remuneration and stakeholder relationship committee in the annual meeting of NDR InvIT Trust is given with respect to the Second annual meeting of Unitholders of NDR InvIT Trust held on July 23, 2025.</p>		



*** Governance Report” and “Secretarial Compliance Report” were disclosed in Annual Report of the InvIT for the Financial Year 2024-25. The Annual Report for the period ended March 31, 2026, will include the “Governance Report” and “Secretarial Compliance Report”.

For NDR Invit Managers Private Limited

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

Neha Chovatia
Company Secretary & Compliance Officer

Place: Mumbai
Date: April 21, 2026

NDR INVIT MANAGERS PRIVATE LIMITED

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