Roadstar Investment Managers Limited
The IL&FS Financial Centre, 6th Floor, Plot C-22, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051.

July 21, 2026

BSE Limited, Corporate Relationship Department P.J. Tower, Dalal Street, Mumbai 400 001 **Scrip ID: 544374**	National Stock Exchange of India Limited Listing Department, 'Exchange Plaza', Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 **NSE Symbol: ROADSTAR**

Subject: Submission of Compliance Report on Corporate Governance for the quarter ended June 30, 2026.

Dear Sir/ Madam,

Pursuant to Regulation 26K of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and Chapter 20 of SEBI Master Circular SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 as amended from time, we hereby submit the Compliance Report on Corporate Governance for "Roadstar Infra Investment Trust" (hereinafter referred as the "Trust") for the quarter ended June 30, 2026.

The said information is also being uploaded on the website of the Trust i.e. www.roadstarinfra.com

Kindly take the above information on your records.

Thanking you

For Roadstar Investment Managers Limited
(in the capacity as the Investment Manager of Roadstar Infra Investment Trust)

JYOTSNA SHYAMKANT MATONDKAR
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Date: 2026.07.21 17:02:09 +05'30'

Jyotsna Matondkar
Company Secretary & Compliance Officer
ICSI Membership No. A19792

Encl: As above

ANNEXURE I

Report on Governance to be submitted by the Investment Manager on quarterly basis
(Pursuant to Regulation 26k of SEBI (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations") read with Chapter 20 of SEBI Master Circular for Infrastructure Investment Trusts (InvITs) dated July 11, 2025)

1. Name of InvIT – Roadstar Infra Investment Trust
2. Name of the Investment manager – Roadstar Investment Managers Limited
3. Quarter ending – June 30, 2026

I. Composition of Board of Directors of the Investment Manager

Title (Mr. / Ms.)	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 Investme	Number of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager *(Refer Regulation 26G of InvIT Regulations)*

										nt Manager *(Refer Regulation 26G of InvIT Regulations)*	
Ms.	Lubna Ahmad Usman	08299976	Non-Independent Director	11/01/2024	NA	-	NA	3	0	2	0
Ms.	Preeti Grover	00128513	Independent Director	11/01/2024	11/01/2026	-	29.20	3	3	4	1
Mr.	Dhanraj Tawade	02911849	Independent Director	27/11/2024	NA	-	19.04	1	1	1	0
Ms.	Subrata Kumar Atindra Mitra	00029961	Independent Director	11/04/2020	10/04/2025	-	74.20	3	2	5	4
Dr.	Jagadip Narayan Singh	00955107	Independent Director	16/07/2020	15/07/2025	-	71.15	4	3	3	0
Dr.	Rajeev Uberoi	01731829	Independent Director	11/01/2024	11/01/2026	-	29.20	7	7	7	2
Mr.	Sanjay Kumar Gupta	07030359	Additional Independent Director$	26/05/2026	NA	-	01.05	1	1	1	0
Whether Regular chairperson appointed – Yes											
Whether Chairperson is related to Managing director or CEO – No											

$PAN of any director would not be displayed on the website of Stock Exchange.
&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

**To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.*
@Any number after the decimal shall be read as that many days (excluding the date of appointment), for eg, 29.20 shall be read as 29 Months and 20 days;

As per Regulation 26G of SEBI InvIT Regulations, 2014 read with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chairmanship or Membership of Audit Committee & Stakeholders Relationship Committee ("Committee Positions"), held in all Manager / Investment Managers of RelT / InvIT, listed entities and public limited companies are considered and Committee Positions in Private Limited Companies, foreign companies,, and Companies under Section 8 of the Companies Act, 2013 are excluded.
$ The appointment of Mr. Sanjay Kumar Gupta has been done in the Board Meeting held on May 26, 2026 as an Additional Independent Director and he will be regularised in ensuing Annual General Meeting of the Company.

II. Composition of Committees

Name of Committee	**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. Subrata Kumar Mitra	Chairperson-Independent Director	08-09-2020	-
		Dr. Jagadip Narayan Singh	Member-Independent Director	08-09-2020	-
		Dr. Rajeev Uberoi	Member-Independent Director	11-01-2024	-
		Ms. Lubna Usman	Member-Independent Director	11-01-2024	-
		Mr. Sanjay Gupta	Member-Non Independent Director	26-05-2026	
2. Nomination & Remuneration Committee	Yes	Dr. Jagadip Narayan Singh	Chairperson-Independent Director	08-09-2020	-
		Mr. Subrata Kumar Mitra	Member-Independent Director	08-09-2020	-
		Ms. Preeti Grover	Member-Independent Director	11-01-2024	-

3. Risk Management Committee [&]	Yes	Dr. Rajeev Uberoi	Chairperson-Independent Director	11-01-2024	-
		Dr. Jagadip Narayan Singh	Member-Independent Director	11-01-2024	-
		Ms. Lubna Usman	Member- Non-Independent Director	11-01-2024	-
		Mr. Dhanraj Tawade	Member- Independent Director	21-03-2025	-
4. Stakeholders Relationship Committee [&]	Yes	Ms. Preeti Grover	Chairperson-Independent Director	11-01-2024	-
		Ms. Lubna Usman	Member- Non Independent Director	11-01-2024	-
		Mr. Dhanraj Tawade	Member- Independent Director	21-03-2025	-
5. Corporate Social Responsibility Committee	Yes	Mr. Dhanraj Tawade	Chairperson - Independent Director	26-05-2026	-
		Ms. Preeti Grover	Member- Independent Director	26-05-2026	-
		Mr. Sanjay Gupta	Member- Independent Director	26-05-2026	-

[&]*Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with a hyphen.*

III. Meetings of the Board of Directors

Date(s) of Meeting (if any) in the previous quarter	***Date(s) of Meeting (if any) in the relevant quarter***	***Whether requirement of Quorum met****	**Number of Directors present***	**Number of independent directors present***	***Maximum gap between any two consecutive meetings (in number of days)***
10-02-2026	-	Yes	6	5	
-	17-04-2026	Yes	6	5	66
-	26-05-2026	Yes	7	6	39

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

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	***Whether requirement of Quorum met (details)***	**Number of Directors present**	**Number of independent directors present***	***Date(s) of meeting of the committee in the previous quarter***	***Maximum gap between any two consecutive meetings (in number of days) *****
Audit Committee					
-	Yes	4	3	10-02-2026	
17-04-2026	Yes	4	3	-	66
26-05-2026	Yes	4	3	-	39
Nomination and Remuneration Committee					
	Yes	3	3	10-02-2026	-
25-05-2026	Yes	3	3	-	104
Stakeholders Relationship Committee***					
-	Yes	3	2	23-03-2026	-
No meeting held during the previous quarter					
Risk Management Committee					
	Yes	4	3	10-02-2026	
25-05-2026	Yes	4	3	-	104

** 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 the 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**
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. – **Yes**
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors of the investment manager. **Yes**

i. *"As reported, the New Board of Infrastructure Leasing & Financial Services ("IL&FS), has approved sale of IL&FS Group's economic and management interest in the Roadstar Infra Investment Trust ("**the Trust**") alongwith its stake in the Parties to the Trust, comprising of 100% equity stake in Roadstar Infra Private Limited ("**Sponsor of the Trust**"), 100% equity stake in Roadstar Investment Managers Limited ("**Investment Manager of the Trust**"), 100% equity stake in Elsamex Maintenance Services Limited ("**Project Manager of the Trust**") and 7.33% of Trust's Units held by Sponsor Group through a sale process (hereinafter referred as "**InvIT Platform Sale**"). Axis Capital has been appointed by IL&FS as the Financial and Transaction Advisor for the sale process. Expression of Interest (EOI) from interested bidders for the InvIT Platform sale were invited through advertisements published in leading newspapers on November 13, 2025. Currently, thirteen potential bidders are undertaking due diligence of ITNL InvIT Platform. Upon completion of the due diligence, binding bids for ITNL InvIT Platform sale would be invited from these potential bidders."*

ii. *Pursuant to Circular Resolution No. 01/2026-27 passed by the Board of Directors on July 21, 2026, the Nomination and Remuneration Committee has been re-constituted with effect from July 21, 2026. Consequent thereto, **Mr. S. K. Mitra, Independent Director, has been appointed as the Chairman of the Nomination and Remuneration Committee**, and **Dr. J. N. Singh continues as a Member** of the Committee. There is no change in the overall composition of the Committee.*

For **Roadstar Infra Investment Trust**
By Order of the Board
Roadstar Investment Managers Limited

JYOTSNA SHYAMKANT MATONDKAR
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Jyotsna Matondkar
Company Secretary & Compliance Officer