

NXT-INFRA TRUST

April 21, 2025

To,
The Corporate Relations Department,
The National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1,
G-Block, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051

Re: Script Symbol “NXT-INFRA”

Dear Sir/ Madam,

Subject: Submission of the Compliance Report on Corporate Governance for the quarter and financial year ended March 31, 2025

Pursuant to Regulation 26K of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and Chapter 20 of SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44, dated May 15, 2024, please find enclosed the Compliance Report on Corporate Governance (Part A and Part B of Annexure – 15 of the above referred circular) of Nxt-Infra Trust for the quarter and financial year ended March 31, 2025.

The Compliance Report on Corporate Governance referred to above will also be uploaded on our website at <https://nxt-infra.com/investor-corner/regulatory-filings/>

Thanking you,

For **Nxt-Infra Trust**
(acting through Walter Infra Manager Private Limited)
(in its capacity as Investment Manager of the Trust)

ADITI
SAGAR
TAWDE

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ADITI SAGAR TAWDE
Date: 2025.04.21
16:49:12 +05'30'

Aditi Tawde
Company Secretary and Compliance Officer
Membership No. A28753

Encl: as above

Page 1 of 1

Principal Place of Business: 501, 5th Floor, Vikas Hub, Vikas Centre, next to Cubic Mall,
Dr. G. C. Road, Wadavali Village, Chembur East, Mumbai, 400 074, Maharashtra, India.

SEBI Reg No: IN/INVIT/23-24/00028

Email id- im@nxt-infra.com

Format of report on Governance to be submitted by the Investment Manager on a quarterly basis

1. Name of InvIT: Nxt-Infra Trust
2. Name of the Investment Manager: Walter Infra Manager Private Limited
3. Quarter ending: March 31, 2025

I. Composition of Board of Directors of the Investment Manager											
Title	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/Non- Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Number of directorships in all Managers / Investment Managers of REIT /-InvIT and listed entities, including this Investment Manager	Number of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of memberships in Audit / Stakeholder Committees / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit / Stakeholder Committees / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)
Mr.	Sumit Sen	DIN: 06734410	Non-executive Non-Independent Director	March 14, 2023	-	-	-	1	-	2	-
Mr.	Rajat Kumar Mishra	DIN: 03199515	Independent Director	August 09, 2023	-	-	19 months	1	1	2	-
Ms.	Jyoti Davar	DIN: 09757889	Independent Director	August 09, 2023	-	-	19 months	3	3	1	-
Mr.	Anil Kumar Chaudhary	DIN: 03256818	Independent Director	October 10, 2023	-	-	17 months	2	2	2	-
Mr.	Ralf Nowack Friedrich	DIN: 09518088	Non-executive Non-Independent Director	June 02, 2023	-	-	-	1	-	-	-
Mr.	Rakshit Jain	DIN: 06858141	Director & Chief Executive Officer	June 02, 2023	-	-	-	1	-	1	-
Whether Regular chairperson appointed – No											
Whether Chairperson is related to managing director or CEO – No											
⁵ 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.											

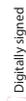
II. Composition of Committees						
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Appointment	Date of Cessation	
1. Audit Committee	No	Mr. Anil Kumar Chaudhary Mr. Rajat Kumar Mishra Mr. Sumit Sen	Independent Director Independent Director Non-Executive Director Non-Independent Director	10/10/2023 09/08/2023 14/03/2023	NA NA NA	
2. Nomination and Remuneration Committee	No	Mr. Anil Kumar Chaudhary Mr. Rajat Kumar Mishra Ms. Jyoti Davar	Independent Director Independent Director Independent Director	10/10/2023 09/08/2023 09/08/2023	NA NA NA	
3. Risk Management Committee	No	Ms. Jyoti Davar Mr. Sumit Sen Mr. Rakshit Jain	Independent Director Non-Executive Director Non-Independent Director Director & Chief Executive Officer	09/08/2023 14/03/2023 02/06/2023	NA NA NA	
4. Stakeholders' Relationship Committee	No	Mr. Rajat Kumar Mishra Mr. Sumit Sen Mr. Rakshit Jain	Independent Director Non-Executive Director Non-Independent Director Director & Chief Executive Officer	09/08/2023 14/03/2023 02/06/2023	NA NA NA	
*Category of directors means non-independent/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.						
III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter (October–December 2024)	Date(s) of Meeting (if any) in the relevant quarter (January–March 2025)	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)	
October 25, 2024 November 14, 2024	January 28, 2025 February 10, 2025 March 17, 2025 March 27, 2025	Yes	6 6 5 5	3 3 3 3	Number of days between November 14, 2024 and January 28, 2025 – 74 days Number of days between January 28, 2025 and February 10, 2025 – 12 days Number of days between February 10, 2025 and March 17, 2025 – 34 days Number of days between March 17, 2025 and March 27, 2025 – 9 days	
*to be filled in only for the current quarter meetings.						
IV. Meeting of Committees						
Date(s) of meeting of the committee in the relevant quarter (January–March 2025)	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 (October–December 2024)	Maximum gap between any two consecutive meetings in number of days**	
February 10, 2025 March 17, 2025 March 27 2025	Yes	3 3 3	2 2 2	November 13, 2024	Number of days between November 13, 2024 and February 10, 2025 – 88 days Number of days between February 10, 2025 and March 17, 2025 – 34 days Number of days between March 17, 2025 and March 27, 2025 – 9 days	
March 17, 2025	Yes	3	3	November 08, 2024	Number of days between November 08, 2024 and March 17, 2025 – 128 days	
January 30, 2025 March 27, 2025	Yes	3 3	1 1	No meeting held	Number of days between January 30, 2025 and March 27, 2025 – 55 days	
March 17, 2025	Yes	3	1	No meeting held	NA	
*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 and 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 has been placed before the Board of Directors of the Investment Manager. Any comments/observations/advice of the Board of Directors may be mentioned here – **The previous report for the quarter ended December 31, 2024, was placed before the Board of Directors of the Investment Manager in its meeting held on January 28, 2025, and the Board had no observation/comment/advice on the said Report. The report for the current quarter ended March 31, 2025, shall be placed before the Board of Directors of the Investment Manager in its meeting scheduled to be held for this quarter.**

For Walter Infra Manager Private Limited

(acting in its capacity as Investment Manager of Nxt-Infra Trust)

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by ADITI SAGAR

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Date: 2025.04.21

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Aditi Tawde

Company Secretary and Compliance Officer

M. No. A28753

Format to be submitted by the Investment Manager for the financial year

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

II. Annual Affirmations		Regulation Number	Compliance Status (Yes/No/NA) <small>refer name below</small>
Particulars			
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'		21)(saa)	Yes
Board composition		4(2)(e)(v), 26G, 26H(1)	Yes
Meeting of board of directors		26G	Yes
Quorum of board meeting		26H(2)	Yes
Review of compliance reports		26H(3)	Yes
Plans for orderly succession for appointments		26G	Yes
Code of conduct		26G	Yes
Minimum information		26H(4)	Yes
Compliance certificate		26H(5)	NA
			The units of Nxt-Infra Trust got listed on July 02, 2024. The Certificate for the financial year 2024-25 shall be placed before the Board in its ensuing meeting.
Risk assessment & management		26G	Yes
Performance evaluation of independent directors		26G	Yes
Recommendation of Board		26H(6)	Yes
Composition of Audit Committee		26G	Yes
Meeting of Audit Committee		26G	Yes
Composition of Nomination and Remuneration Committee		26G	Yes
Quorum of Nomination and Remuneration Committee meeting		26G	Yes
Meeting of Nomination and Remuneration Committee		26G	Yes
Composition of Stakeholders' Relationship Committee		26G	Yes
Meeting of Stakeholders' Relationship Committee		26G	Yes
Composition and role of Risk Management Committee		26G	Yes
Meeting of Risk Management Committee		26G	Yes
Vigil Mechanism		26I	Yes
Approval for related party transactions		19(3), 22(4)(a)	Yes
Disclosure of related party transactions		19(2)	Yes
Annual secretarial Compliance Report		26J	NA
Alternate Director to Independent Director		26G	NA

Maximum tenure of Independent Director	26G	Yes
Meeting of Independent Directors	26G	Yes
Familiarization of Independent Directors	26G	NA
Declaration from Independent Director	26G	Yes
Directors and Officers insurance	26G	Yes
Memberships in Committees	26G	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26G	Yes
Policy with respect to Obligations of directors and senior management	26G	Yes

Note

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.
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

For Walter Infra Manager Private Limited

(acting in its capacity as Investment Manager of Nxt-Infra Trust)

ADITI

Digitally signed
by ADITI SAGAR

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Date: 2025.04.21

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ADITI Tawde

Company Secretary and Compliance Officer

M. No. A28753