

NXT-INFRA TRUST

July 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 ended June 30, 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/2025/102, dated July 11, 2025 please find enclosed the Compliance Report on Corporate Governance (Part A of Annexure – 15 of the above referred circular) of Nxt-Infra Trust for the quarter ended June 30, 2025.

Thanking you

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

Aditi Tawde
Company Secretary and Compliance Officer
Membership No. A28753

Encl: as above

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:** June 30, 2025

I. Composition of Board of Directors of the Investment Manager											
Title	Name of the Director	PAN[§] & 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 Committee(s) in all Managers / 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 Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)
Mr.	Sumit Sen	DIN: 06734410 PAN: AUUPS0982P	Non-executive Non-Independent Director	March 14, 2023	-	-	-	1	-	2	-
Mr.	Rajat Kumar Mishra	DIN: 03199515 PAN: AAGPM0847F	Independent Director	August 09, 2023	August 09, 2023	-	22 months	1	1	2	-
Ms.	Jyoti Davar	DIN: 09757889 PAN: AADPD2244E	Independent Director	August 09, 2023	August 09, 2023	-	22 months	3	3	2	-
Mr.	Anil Kumar Chaudhary	DIN: 03256818 PAN: AADPC9882H	Independent Director	October 10, 2023	October 10, 2023	-	20 months	2	2	2	-
Mr.	Ralf Nowack Friedrich	DIN: 09518088 PAN: L6Z31YJ6K	Non-executive Non-Independent Director	June 02, 2023	-	-	-	1	-	-	-
Mr.	Gaurav Chaturvedi*	DIN: 08884892	Non-executive Non-Independent Additional	May 09, 2025	-	-	-	1	-	1	-

		PAN: AGYPC7984R	Director								
Mr.	Rakshit Jain*	DIN:	Director and Chief Executive Officer		-	May 08, 2025	-	1	-	1	-
		PAN:									
<p>* Mr. Rakshit Jain ceased to be the Director of the Company with effect from May 08, 2025, and Mr. Gaurav Chatuevedi was appointed as the Non-Executive Non-Independent Additional Director of the Company in his place with effect from May 09, 2025.</p>											
Whether Regular chairperson appointed – No											
Whether Chairperson is related to managing director or CEO – No											
<p>§PAN of any director would not be displayed on the website of Stock Exchange.</p> <p>&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p> <p>*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.</p>											

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	Independent Director	10/10/2023	NA
		Mr. Rajat Kumar Mishra	Independent Director	09/08/2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	14/03/2023	NA
2. Nomination and Remuneration Committee	No	Mr. Anil Kumar Chaudhary	Independent Director	10/10/2023	NA
		Mr. Rajat Kumar Mishra	Independent Director	09/08/2023	NA
		Ms. Jyoti Davar	Independent Director	09/08/2023	NA

3. Risk Management Committee	No	Ms. Jyoti Davar	Independent Director	09/08/2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	14/03/2023	NA
		Mr. Rakshit Jain*	Director & Chief Executive Officer	02/06/2023	08/05/2025
		Mr. Gaurav Chaturvedi*	Non-Executive Director Non-Independent Additional Director	09/05/2025	NA

4. Stakeholders' Relationship Committee	No	Mr. Rajat Kumar Mishra	Independent Director	09/08/2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	14/03/2023	NA
		Mr. Rakshit Jain*	Director & Chief Executive Officer	02/06/2023	08/05/2025
		Mr. Gaurav Chaturvedi*	Non-Executive Director Non-Independent Additional Director	09/05/2025	NA

*Mr. Rakshit Jain ceased to be the Director and Chief Executive Officer of the Company with effect from May 08, 2025, and Mr. Gaurav Chaturvedi was appointed as the Non-Executive Non-Independent Additional Director of the Company in his place and as Member of the Risk Management Committee and Stakeholders' Relationship Committee with effect from May 09, 2025.

&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 (January–March 2025)	Date(s) of Meeting (if any) in the relevant quarter (April-June 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)
January 28, 2025	April 24, 2025	Yes	5	3	Number of days between March 27, 2025 and April 24, 2025 – 27 days
February 10, 2025	May 06, 2025		6	3	Number of days between April 24, 2025 and May 06, 2025 – 11 days
March 17, 2025	May 29, 2025		5	3	Number of days between May 06, 2025 and May 29, 2025 – 22 days
March 27, 2025	June 26, 2025		6	3	Number of days between May 29, 2025 and June 26, 2025 – 27 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 (April-June 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 (January–March 2025)	Maximum gap between any two consecutive meetings in number of days**
Audit Committee					
April 24, 2025	Yes	3	2	February 10, 2025	Number of days between March 27, 2025 and April 24, 2025 – 27 days
May 29, 2025		3	2	March 17, 2025	Number of days between April 24, 2025 and May 29, 2025– 34 days
May 29, 2025		3	2	March 27, 2025	Number of days between May 29, 2025 and June 26, 2025– 27 days
June 26, 2025		3	2		
Nomination and Remuneration Committee					
May 06, 2025	Yes	3	3	March 17, 2025	Number of days between March 17, 2025 and May 06, 2025– 49 days

Risk Management Committee					
No meeting held	-	-	-	January 30, 2025 March 27, 2025	NA
Stakeholders' Relationship Committee					
No meeting held	-	-	-	March 17, 2025	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 March 31, 2025, was placed before the Board of Directors of the Investment Manager in its meeting held on April 24, 2025, and the Board had no observation/comment/advice on the said Report. The report for the current quarter ended June 30, 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)

Aditi Tawde

Company Secretary and Compliance Officer

M. No. A28753