

NXT-INFRA TRUST

January 20, 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 December 31, 2024.

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 of Annexure – 15 of the above referred circular) of Nxt-Infra Trust for the quarter ended December 31, 2024.

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:** December 31, 2024

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	Non-executive Non-Independent Director	March 14, 2023	-	-	-	1	-	2	-
Mr.	Rajat Kumar Mishra	DIN: 03199515	Independent Director	August 09, 2023	-	-	16 months	1	1	2	-
Ms.	Jyoti Davar	DIN: 09757889	Independent Director	August 09, 2023	-	-	16 months	3	3	1	-
Mr.	Anil Kumar Chaudhary	DIN: 03256818	Independent Director	October 10, 2023	-	-	14 months	2	2	2	-
Mr.	Ralf Nowack Friedrich	DIN: 09518088	Non-executive Director 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											
[§] 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	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	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	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 (July – September 2024)	Date(s) of Meeting (if any) in the relevant quarter (October – December 2024)	Whether the requirement of Quorum met *	Number of Directors present *	Number of independent directors' present *	Maximum gap between any two consecutive meetings (in number of days)
September 11, 2024	October 25, 2024	Yes	5	3	Number of days between September 11, 2024 and October 25, 2024 – 44 days
-	November 14, 2024	Yes	4	3	Number of days between October 25, 2024 and November 14, 2024 – 20 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 (October – December 2024)	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 (July – September 2024)	Maximum gap between any two consecutive meetings in number of days**
Audit Committee					
November 13, 2024	Yes	3	2	No meeting held	NA
Nomination and Remuneration Committee					
November 08, 2024	Yes	3	3	No meeting held	NA
Risk Management Committee					
No meeting held	NA	NA	NA	No meeting held	NA
Stakeholders' Relationship Committee					
No meeting held	NA	NA	NA	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

The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014- **Yes**

The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014:

- Audit Committee- **Yes**
- Nomination and Remuneration Committee – **Yes**
- Stakeholders' Relationship Committee - **Yes**
- Risk Management Committee - **Yes**

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. - **Yes**

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**

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 September 30, 2024, was placed before the Board of Directors of the Investment Manager in its meeting held on November 14, 2024. The report for the current quarter ended December 31, 2024, shall be placed before the Board of Directors of the Investment Manager in its meeting scheduled to be held for this quarter.**

Name and Designation

Aditi Tawde
Company Secretary and Compliance Officer
A28753