

NXT-INFRA TRUST

October 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 September 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 September 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:** September 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 | - | 25 months | 1 | 1 | 2 | - |
| Ms. | Jyoti Davar | DIN: 09757889 PAN: AADPD2244E | Independent Director | August 09, 2023 | August 09, 2023 | - | 25 months | 3 | 3 | 2 | - |
| Mr. | Anil Kumar Chaudhary | DIN: 03256818 PAN: AADPC9882H | Independent Director | October 10, 2023 | October 10, 2023 | - | 23 months | 1 [#] | 1 [#] | 2 | 1 |
| 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 Director | May 09, 2025 | - | - | - | 1 | - | 1 | - |

| | | | | | | | | | | |
|---|--|-----------------|--|--|--|--|--|--|--|--|
| | | PAN: AGYPC7984R | | | | | | | | |
| 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> <p>#Mr. Anil Kumar Chaudhary ceased to be a director from one of the listed companies with effect from September 08, 2025.</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. Gaurav Chaturvedi | Non-Executive Director Non-Independent Director and Chief Financial Officer | 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. Gaurav Chaturvedi | Non-Executive Director Non-Independent Director and Chief Financial Officer | 09/05/2025 | 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 (April-June 2025) | Date(s) of Meeting (if any) in the relevant quarter (July-September 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) |
|---|---|-------------------------------------|-------------------------------|--|--|
| April 24, 2025 May 06, 2025 May 29, 2025 June 26, 2025 | 29.07.2025 13.08.2025 | Yes | 5 6 | 3 3 | Number of days between June 26, 2025 and July 29, 2025 – 32 days Number of days between July 29, 2025 and August 13, 2025 – 14 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 (July-September 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 (April-June 2025) | Maximum gap between any two consecutive meetings in number of days** |
| Audit Committee | | | | | |
| 13.08.2025 | Yes | 3 | 2 | April 24, 2025 May 29, 2025 May 29, 2025 June 26, 2025 | Number of days between June 26, 2025 and August 13, 2025 – 47 days |
| Nomination and Remuneration Committee | | | | | |
| 29.07.2025 | Yes | 3 | 3 | May 06, 2025 | Number of days between May 06, 2025 and July 29, 2025 – 83 days |
| Risk Management Committee | | | | | |
| 29.07.2025 | Yes | 3 | 1 | No meeting held | Number of days between March 27, 2025 and July 29, 2025 – 123 days |
| Stakeholders' Relationship Committee | | | | | |
| No meeting held | - | - | - | 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 | | | | | |
| <p>1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014- Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014:</p> <p>a. Audit Committee- Yes</p> <p>b. Nomination and Remuneration Committee – Yes</p> <p>c. Stakeholders' Relationship Committee - Yes</p> <p>d. Risk Management Committee - Yes</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. - Yes</p> <p>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</p> <p>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 June 30, 2025, was placed before the Board of Directors of the Investment Manager in its meeting held on August 13, 2025, and the Board had no observation/comment/advice on the said Report. The report for the current quarter ended September 30, 2025, shall be placed before the Board of Directors of the Investment Manager in its meeting scheduled to be held for this quarter.</p> | | | | | |
| <p>For Walter Infra Manager Private Limited (acting in its capacity as Investment Manager of Nxt-Infra Trust)</p> <p>Aditi Tawde Company Secretary and Compliance Officer M. No. A28753</p> | | | | | |