



May 27, 2024

To

National Stock Exchange of India Ltd

Exchange Plaza, C/1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai- 400 051, Maharashtra, India

Scrip Name: NDRINVIT

Subject: - Annual Secretarial Compliance Report for the year ended on March 31, 2024

Dear Sir/ Madam,

Pursuant to Regulation 26J of Securities and Exchange Board of India (Infrastructure Investment Trust) Regulation, 2014, we hereby submit the Annual Secretarial Compliance Report of NDR InvIT Trust (acting through its Investment Manager -NDR InvIT Managers Private Limited) for the financial year ended on March 31, 2024, issued by Rahul A. Jain & Co, Practicing Company Secretary.

You are requested to take the same on your record.

Thanking you,

For NDR InvIT Managers Private Limited

(acting in its capacity as Investment Manager of NDR InvIT Trust)

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Date: 2024.05.27
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Digitally signed by
NEHA HARDIK
CHOVATIA
Date: 2024.05.27
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Neha Chovatia

Company Secretary and Compliance Officer

Place: Mumbai

CC:-

Axis Trustee Services Limited

("Trustee of the NDR InvIT Trust")

Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg,
Worli, Mumbai -400025

NDR INVIT MANAGERS PRIVATE LIMITED

Regd. Office : CTS No. 54, Village Bamanwada, Vile Parle (East)
Mumbai, Maharashtra - 400 099. E-Mail : info@ndrinvit.com

Rahul A. Jain & Co.

Practicing Company Secretary

Email: csrahulajain@gmail.com

Add: 12AB/B1, Nandanvan Industrial Estate, Near Teen Hath Naka, LBS Marg, Thane West 400604.

Mob No.: 9029745313

**Secretarial compliance report of NDR InvIT Trust for the year ended
31st March, 2024**

To

NDR INVIT MANAGERS PRIVATE LIMITED,

(the Investment Manager to NDR InvIT Trust)

Ground Floor, KHIL House

CTS No. 54, Vile Parle (East),

Mumbai, Maharashtra, India 400099.

We have examined:

- (a) all the documents and records made available to us and explanation provided by NDR Invit Managers Private Limited (“the Investment Manager”),
- (b) the filings/ submissions made by the investment manager to the stock exchanges,
- (c) website of NDR InvIT Trust (“the InvIT”),
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014
- (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable to the trust during the period under review;**
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable;**
- (f) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011– **Not Applicable;**
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable;**

(h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **Not Applicable**;

Based on the above examination, we hereby report that, during the Review Period:

- (a) The investment manager of the InvIT has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

- (b) The investment manager of the InvIT has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the InvIT, parties to the InvIT, its promoters, directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

- (d) The investment manager of the InvIT has taken following actions to comply with the observations made in previous reports:

Rahul A. Jain & Co.

Practicing Company Secretary

9029745313

Email: csrahulajain@gmail.com

Add: 12AB/B1, Nandanvan Industrial Estate, Near Teen Hath Naka, LBS Marg, Thane West 400604.

Mob No.:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the Investment Manager, if any	Comments of the Practicing Company Secretary on the actions taken by the InvIT
Not Applicable				

**For Rahul A. Jain & Co.
Practicing Company Secretaries**



Rahul Jain

Rahul Jain
Proprietor (Peer reviewed)
ACS No.: 42889
CoP No.: 23684

Place: Thane

Date: 22/05/2024

UDIN: A042889F000422191