



(A subsidiary of
IRB INFRASTRUCTURE DEVELOPERS LTD)

Corporate Office:

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Andheri (E), Mumbai-400 072

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CIN : U45200MH2002PTC135512

May 10, 2024

To,

National Stock Exchange of India Limited

Exchange Plaza

Plot no. C/1, G Block

Bandra-Kurla Complex, Bandra (East)

Mumbai 400051

Dear Sir,

NSE Symbol: IRBIT / Series: IV

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

Pursuant to Regulation 26J of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time and Chapter 19 of SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, we hereby submit the Annual Secretarial Compliance Report of IRB Infrastructure Trust for the year ended March 31, 2024, issued by Kaushal Dalal & Associates, Company Secretaries.

Kindly take the same on record.

For MMK Toll Road Private Limited

(in its capacity as Investment Manager to IRB Infrastructure Trust)

Kaustubh Shevade

Company Secretary and Compliance Officer

Encl.: As above

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.

Email id: kaushaldalalcs@gmail.com **Contact No:** 02235000811/35000812 **Mobile No:** 9820636169

SECRETARIAL COMPLIANCE REPORT

OF

IRB INFRASTRUCTURE TRUST

FOR THE YEAR ENDED MARCH 31, 2024

[Pursuant to Chapter 19 of Master Circular for Infrastructure Investment Trusts (InvITs) dated July 06, 2023, issued by the Securities and Exchange Board of India]

I have examined:

- (a) all the documents and records made available to me and explanation provided by MMK Toll Road Private Limited ("the Investment Manager"),
- (b) the filings/submission made by the Investment Manager to the stock exchanges,
- (c) website of IRB Infrastructure 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 **March 31, 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') and the rules made thereunder and 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**
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued thereunder;

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

- (a) The investment manager of 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 (Regulation/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	NIL		

- (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 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 letters, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any
1.	NIL			

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

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2024	Actions taken by the Investment Manager, if any	Comments of the Practising Company Secretary on the action taken by the InvIT
1.			NA	

For Kaushal Dalal & Associates
Practising Company Secretaries

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KAUSHAL
MADHUSUDAN DALAL
Date: 2024.05.03
16:16:41 +05'30'

Kaushal Dalal
Proprietor
CoP No.: 7512
Membership No.: FCS - 7141
Peer Review Certificate No.: 1127/2021
UDIN: F007141F000302700

Date: May 03, 2024
Place: Mumbai