



## **IRB INFRASTRUCTURE TRUST**

*(An irrevocable trust set up under the Indian Trusts Act, 1882 and registered as an infrastructure investment trust with the Securities and Exchange Board of India)*

**Registered Office:** Off No-11th Floor/1101, Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai, Mumbai 400 076, Maharashtra, India

**SEBI Registration Number:** IN/InvIT/19-20/0012; **Tel:** +91 22 6733 6400

**Compliance Officer:** Mr. Kaustubh Shevade; **E-mail:** [kaustubh.shevade@irb.co.in](mailto:kaustubh.shevade@irb.co.in)

**Website:** [www.irbinfratrust.co.in](http://www.irbinfratrust.co.in)

### **NOTICE OF EXTRAORDINARY MEETING OF UNITHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Extraordinary Meeting (“EM”) of the Unitholders (the “Unitholders”) of the IRB Infrastructure Trust (the “Trust”) will be held on **Friday, June 23, 2023 at 11.00 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the businesses mentioned below:

#### **ITEM NO. 1: AMENDMENT TO INDENTURE OF TRUST i.e. TRUST DEED**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of special majority (*i.e. where the votes cast in favour of the resolution that are more than the one and a half times the votes cast against the resolution*) in terms of Regulation 22(5) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

**“RESOLVED THAT** pursuant the applicable provisions of the Securities and Exchange of Board India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, guidelines, notifications and clarifications issued thereunder, the Indian Trusts Act, 1882 and other applicable laws, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), approval/confirmation of the unitholders be and is hereby granted for amendment to the Indenture of Trust dated August 27, 2019 entered into between IDBI Trusteeship Services Ltd. and IRB Infrastructure Developers Ltd. as Sponsor (the “Indenture”), as under:

i) Clause 6.15(e) of the Indenture shall stand replaced as follows:

*“Notwithstanding the above, if the Units are listed on the Stock Exchanges, the conditions for borrowings and deferred payments specified in Regulation 20 of the InvIT Regulations shall be applicable to the Trust, unless otherwise permitted by the SEBI or other applicable Governmental Authority.”*

ii) A new sub-clause (h) shall be inserted after the existing sub-clause (g) under Clause 9.1 of the Indenture as follows:

*“(h) Amounts remaining unclaimed or unpaid out of declared Distributions shall be dealt with in the manner specified under the InvIT Regulations and other Applicable Law.”*

**RESOLVED FURTHER THAT** the Sponsor(s), the Trustee and the Board of Directors of the Investment Manager and such other person(s) as they may authorise, be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities including but not limited to registration of the amendment to the Trust Deed with the concerned

department/ registrar/ sub- Registrar and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolutions and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors or committee(s) or officers authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

## **ITEM NO. 2: AMENDMENT TO INVESTMENT MANAGEMENT AGREEMENT**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of special majority (*i.e. where the votes cast in favour of the resolution that are more than the one and a half times the votes cast against the resolution*) in terms of Regulation 22(5) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

**“RESOLVED THAT** pursuant to the applicable provisions of the Securities and Exchange of Board India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, guidelines, notifications and clarifications issued thereunder, and other applicable laws, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), approval/confirmation of the unitholders be and is hereby granted for amendment to the Investment Management Agreement dated August 27, 2019 entered into between IDBI Trusteeship Services Ltd. and MMK Toll Road Pvt. Ltd. as Investment Manager, as subsequently amended through the amendment agreement dated September 16, 2019, as under:

- i) Clause 3.2(p)(v) of the Investment Management Agreement shall stand replaced as follows:

*“Notwithstanding the above, if the Units are listed on the Stock Exchanges, the conditions for borrowings and deferred payments specified in Regulation 20 of the InvIT Regulations shall be applicable to the Trust, unless otherwise permitted by the SEBI or other applicable Governmental Authority.”*

- ii) Clause 3.2(u)(ii) of the Investment Management Agreement shall stand replaced as follows:

***“(u) Power to appoint intermediaries***

*(ii) The Investment Manager shall appoint an individual or a firm as the Auditor, for such term, in such manner and subject to such conditions as may be set out under Applicable Law, including the InvIT Regulations.”*

- iii) Clause 8.3 of the Investment Management Agreement shall stand amended by the addition of the second sentence as follows:

***“Reserved Matters:*** *Notwithstanding anything contained in this Agreement or any other Trust Documents and without prejudice to the rights of the Investors/their affiliates under the Transaction Documents, the Investment Manager and the Trustee shall ensure that no resolution shall be passed in respect of any of the Reserved Matters without obtaining the Special Approval of the Unitholders at a Unitholders meeting, provided that if the InvIT*

*Regulations specify a different threshold for the approval by Unitholders of any Reserved Matter, the threshold specified in the InvIT Regulations shall prevail. Further, if a Reserved Matter does not require the approval of the Unitholders to be obtained at a Unitholders meeting under the InvIT Regulations, then, a meeting of the Unitholders shall not be required if the prior approval in writing of the Unitholders holding at least 60% of the Unitholding of the Trust has been obtained in respect of such Reserved Matter.”*

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Investment Manager or Mr. Mohit Raizada or Mr. Jitender K Chauhan or Mr. Ramdas K Menon or Mr. Sunil Gupta be and are hereby authorised severally to take all such further action and to negotiate, sign, execute, modify, amend and deliver the amendment agreement to the Investment Management Agreement or any other ancillary documents thereto and do all such acts, deeds and things as may be required to give effect to this resolution, including to sign, execute, amend, deliver and terminate any agreements, engagement letters, memoranda, documents, letters, deeds or instruments as may be required in this regard and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors or committee(s) or officers authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

For **IRB INFRASTRUCTURE TRUST**

By Order of the Board

**MMK Toll Road Private Limited**

(as the Investment Manager to IRB Infrastructure Trust)

**Kaustubh Shevade**

Company Secretary & Compliance Officer

Place: Mumbai

Date: May 31, 2023

**Registered Office and Contact Details of the Trust:**

**IRB Infrastructure Trust**

**Registered Office:** Off No-11th Floor/1101 Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai Mumbai 400076

**SEBI Registration Number:** IN/InvIT/19-20/0012

**Tel:** +91 22 6640 4200

**Fax:** +91 22 6640 4274

**E-mail:** [irbinfrastructuretrust@irb.co.in](mailto:irbinfrastructuretrust@irb.co.in)

**Website:** [www.irbinfratrust.co.in](http://www.irbinfratrust.co.in)

**Compliance Officer:** Mr. Kaustubh Shevade

**Registered Office and Contact Details of the Investment Manager:**

**MMK Toll Road Private Limited**

**Registered Office:** Off No-11th Floor/1101 Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai Mumbai 400076

**Tel:** +91 22 6640 4200

**Fax:** +91 22 6640 4274

**Email:** [grievances@irb.co.in](mailto:grievances@irb.co.in)

**Contact Person:** Mr. Kaustubh Shevade

## **EXPLANATORY STATEMENT**

The following Statement sets out the material facts and reasons for the proposed resolution at Item No. 1 and 2 in the accompanying Notice:

### **Item No. 1 & 2**

You kind attention is drawn to the fact that pursuant to amendments to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (SEBI InvIT Regulations) dated February 14, 2023, certain governance provisions are made applicable to the InvIT and their Investment Managers. Further, the units of the Trust have been listed on to NSE w.e.f. April 3, 2023. Accordingly, certain provisions of InvIT Regulations, which are applicable for Privately Placed Listed InvIT are made applicable to IRB Infrastructure Trust.

Hence, it is considered necessary to make amendments in the Indenture of Trust (the “Indenture”) dated August 27, 2019 by substitution of Clause 6.15 (e) with new clause (related to borrowings and deferred payments) and insertion of new sub-clause (h) after existing sub-clause (g) under Clause 9.1 (related to unclaimed or unpaid amount of declared Distribution) and in the Investment Management Agreement dated August 27, 2019 by substitution of Clause 3.2(p)(v), and Clause 3.2(u)(ii) with new clauses (related to borrowings and deferred payments and Power to appoint intermediaries respectively) and alteration in the clause 8.3 (related to Reserved Matters), in order to align it with the provisions of the SEBI InvIT Regulations.

Aforesaid proposed amendments in the Indenture of Trust and Investment Management Agreement requires to obtain the approval/confirmation of the Unitholders of Trust in accordance with Regulation 22(5) of the SEBI InvIT Regulations and the provisions of the Indenture of Trust and the Investment Management Agreement.

None of the director(s) or key managerial personnel of the Investment Manager (or their relatives) are interested in the above resolutions.

None of the key managerial personnel or directors of IDBI Trusteeship Services Limited (the Trustee) are interested in the above resolutions.

The Board of Directors of the Investment Manager recommends the resolution no. 1 and 2 as set out in the Notice for your approval by way of special majority (i.e. *where the votes cast in favour of the resolution that are more than the one and a half times the votes cast against the resolution*).

For **IRB INFRASTRUCTURE TRUST**

By Order of the Board

**MMK Toll Road Private Limited**

(as the Investment Manager to IRB Infrastructure Trust)

**Kaustubh Shevade**

Company Secretary & Compliance Officer

Mumbai

Date: May 31, 2023

## **NOTES:**

1. In view of Securities and Exchange Board of India (the “SEBI”) circular No. SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2023/14 dated January 12, 2023 (hereinafter referred to as the “SEBI Circular”), SEBI has allowed the Infrastructure Investment Trusts (InvITs) to conduct their meetings of the unitholders through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the unitholders at a common venue, subject to the fulfillment of conditions as specified in the Circular. In compliance with the Circular, the extraordinary meeting (EM) of the unitholders of IRB Infrastructure Trust (the “Trust”/“InvIT”) is being held through VC.
2. The Investment Manager, acting on behalf of the Trust, has enabled the Unitholders to participate in the EM through VC facility to be provided by the Investment Manager. At the scheduled time on the date of the EM, the unitholders are requested to click on the web-link to be provided separately to participate through Video Conference.  
  
The Unitholders are requested to click on the said link to participate in the live proceedings of EM.
3. The facility of joining the EM through VC will be opened 15 minutes before the scheduled start-time of the EM and shall not be closed until 15 minutes after such scheduled time.
4. The EM Notice is being sent to the unitholders and all other persons so entitled electronically on their emails registered with Investment Manager, acting in behalf of the Trust. The Notice calling EM has been uploaded on the Website of the Trust at [www.irbinfratrust.co.in](http://www.irbinfratrust.co.in) and website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com)
5. The Investment Manager, acting on behalf of the Trust, has provided the facility to Unitholders to enable them to exercise their right to vote on the matters listed in the Notice by electronic means through remote e-voting. The process of remote e-voting to be exercised with necessary user ID and password is given in the subsequent paragraphs.
6. Since this EM is being held through VC, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the EM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Unitholders (such as companies or body corporates) intending to participate in the EM through their authorised representatives are required to send duly certified copy of their Board Resolution / Governing Body resolution / Authorisation letter, etc. by mailing a copy to email ID – [irbinfratrust@irb.co.in](mailto:irbinfratrust@irb.co.in) / [kaustubh.shevade@irb.co.in](mailto:kaustubh.shevade@irb.co.in)
8. The Unitholders whose email addresses are not registered with the Depositories can register by contacting their respective Depository Participant.
9. The Investment Manager, acting on behalf of the Trust, is providing a facility of remote e-voting to the Unitholders as on the cut-off date, being June 16, 2023. For this purpose, the Investment Manager, acting on behalf of the Trust, has engaged services of Central Depository Services (India) Limited (CDSL) for providing e-Voting services.

- Remote e-voting facility will be available on the website <https://www.evotingindia.com/> **from 9.00 am (IST) on June 19, 2023** and **ends at 05:00 p.m. (IST) on June 22, 2023**, after which the facility will be disabled by CDSL and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website <https://www.evotingindia.com/> and the website of the Trust - [www.irbinfratrust.co.in](http://www.irbinfratrust.co.in). During this period, unitholders of the Trust, holding units in dematerialised form, as on the cut-off date of June 16, 2023 shall eligible to cast their vote electronically.
  - The voting rights of Unitholders shall be in proportion to their units of the paid -up unit capital of the Trust as on the cut-off date being June 16, 2023.
10. The Unitholders, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again at the meeting. Once a vote is cast by unitholder, it shall not be allowed to alter it subsequently.
  11. The Board of Directors of Investment Manager has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  12. The Results shall be declared on or after the EM of the Trust and the resolution will be deemed to be passed on the EM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
  13. The results declared shall be communicated to the Stock Exchanges and shall also be placed on the Trust's website [www.irbinfratrust.co.in](http://www.irbinfratrust.co.in) within two (2) working days of passing of the resolutions at the EM of the Trust.

#### **INSTRUCTIONS FOR UNITHOLDERS FOR REMOTE E-VOTING:**

In Compliance with the SEBI Circular, the Investment Manager, acting on behalf of the Trust is providing facility of remote e-voting facility to exercise votes on the items given in the Notice through electronic voting system, to the unitholders holding units as on June 16, 2023 (end of day), being the cut-off date fixed for determining voting rights of unitholders, entitled to participate in the remote e-voting process, through the e-voting platform provided by CDSL. The details of the process and manner for remote e-voting are given below:

Unitholders would receive an email from the Investment Manager which will include details of Electronic Voting Sequence Number (EVSN).

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. Now enter your User ID / Login ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user:

<b>Non-Individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Investment Manager record, acting in behalf of the Trust in order to login.  *If the details are not recorded with the depository or Investment Manager, acting in behalf of the Trust, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Unitholders holding units in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. Click on the EVSN for the IRB INFRASTRUCTURE TRUST on which you choose to vote.
10. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
12. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
15. If demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
17. Non-Individual unitholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
18. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
19. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
20. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



21. Alternatively Non Individual unitholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Investment Manager at the email address [kaustubh.shevade@irb.co.in](mailto:kaustubh.shevade@irb.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**The instructions for e-Voting during the EM are as under (if required):**

1. Only those Unitholders who will be present in the EM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through e-Voting system in the EM.
2. The procedure for e-Voting during the EM is same as the instructions mentioned above for remote e-Voting, since the Meeting is being held through VC.
3. Members who have voted through Remote e-Voting will be eligible to attend the EM. However, they will not be eligible to vote at the EM.

**Instructions for the Unitholders for attending the EM through Video Conference:**

1. Unitholders may note that the ensuing EM of the Trust will be convened through VC in compliance with the Circular. The facility to attend the meeting through VC will be provided by the Investment Manager, acting on behalf of the Trust.
2. A web-link for attending the EM through VC and access to other required documents to the Unitholders is being sent in the email dispatching the EM notice. On the date of EM at scheduled time, the Unitholders are requested to click on the said link to attend live proceedings of EM.
3. The facility of joining the EM through VC will open 15 minutes before the scheduled start-time of the EM.
4. Unitholders can participate in the EM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
5. Please note that participants will be required to grant access to the webcam to enable VC / OAVM. Further, the participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

6. Unitholders who would like to express their views/ask questions may post their queries/views/questions by sending email to [Kaustubh.shevade@irb.co.in](mailto:Kaustubh.shevade@irb.co.in) by mentioning the name, demat account number/folio number, email ID, mobile number. The window shall remain active from 10.00 am on June 19, 2023 to 5.00 pm on June 22, 2023.
7. Unitholders who need assistance before or during the EM, can contact the Compliance Officer on email ID: [Kaustubh.shevade@irb.co.in](mailto:Kaustubh.shevade@irb.co.in) or Tel +91 22 6640 4200.