



(A subsidiary of
IRB INFRASTRUCTURE DEVELOPERS LTD)

Corporate Office:

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village,
Andheri (E), Mumbai-400 072
Tel: 91-22-6640 4220 / 4880 4200 • Fax: 91-22-2857 3441
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CIN : U45200MH2002PTC135512

November 28, 2023

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

Sub: Postal Ballot Notice

This is in continuation of our disclosure dated November 22, 2023, intimating the appointment of M/s. MSKA & Associates, Chartered Accountants as Joint-Statutory Auditors of IRB Infrastructure Trust. Pursuant to the provisions of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and all other applicable Regulations (including any statutory modifications or amendments or re-enactments thereof for the time being in force) (the “SEBI InvIT Regulations”) and subject to other applicable laws and regulations, the Investment Manager on behalf of IRB Infrastructure Trust (the “Trust”) seek approval of the unitholders on appointment of M/s. MSKA & Associates, Chartered Accountants as Joint-Statutory Auditors of the Trust as per the details mentioned in the Postal Ballot Notice, through remote e-voting process.

We wish to inform that the Investment Manager acting on behalf of the Trust, has completed today electronic transmission of Postal Ballot Notice to those Unitholders of the Trust whose names appear in the records of Depository as on the cut-off date i.e. November 17, 2023.

Pursuant to applicable provisions of the InvIT Regulations and any other applicable laws and regulations, please find enclosed herewith a copy of Postal Ballot Notice dated November 22, 2023. The Notice is also available on the website of the Trust i.e. <https://www.irbinfratrust.co.in/>.

The remote e-voting shall commence on Thursday, November 30, 2023 at 9.00 a.m. (IST) and ends on Thursday, December 21, 2023 at 5.00 p.m. (IST).

Kindly take the same on record.

Thanking you,

For MMK Toll Road Private Limited
(Investment Manager to IRB Infrastructure Trust)

Kaustubh Shevade
Company Secretary and Compliance Officer

Encl.: Postal Ballot Notice



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)

Principal place of business: 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;

E-mail: irbinfrastructuretrust@irb.co.in; **Website:** www.irbinfratrust.co.in

POSTAL BALLOT NOTICE

NOTICE IS HEREBY GIVEN that pursuant to Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) (the “SEBI InvIT Regulations”) and subject to other applicable laws and regulations, the resolution as set out in this Notice is proposed to be passed by the Unitholders of IRB Infrastructure Trust (the “Trust”) through Postal Ballot by remote e-voting process only (“remote e-voting”). The relevant explanatory statement, setting out the material facts concerning the resolution is annexed hereto.

The Board of Directors of Investment Manager has appointed M/s. Kaushal Dalal & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the remote e-voting process in a fair and transparent manner.

Investment Manager has entered into an agreement with Central Depository Services Limited (“CDSL”) for facilitating remote e-voting to enable Unitholders to cast their votes electronically only. Unitholders are requested to carefully read the instructions provided in the Annexure A forming part of this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of Board of Directors of the Investment Manager, after completion of scrutiny of total votes cast for Postal Ballot. The results of the resolution proposed to be passed by Postal Ballot would be declared on or before Friday, December 22, 2023. The results declared along with the Scrutinizer’s report will be sent to National Stock Exchange of India Limited. The same will be available on website of the Trust at www.irbinfratrust.co.in.

PROPOSED RESOLUTION:

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

“**RESOLVED THAT** pursuant to Reg. 10(5), 10(6), 10(6A), 13, 22 and any other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “SEBI InvIT Regulations”), and the circulars and guidelines issued thereunder, and other applicable rules, if any, 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, appointment of M/s. MSKA & Associates, Chartered Accountants (ICAI Registration No.: 105047W) as the Joint Statutory Auditors of IRB Infrastructure Trust (the “Trust”), who have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of the SEBI InvIT Regulations, until the conclusion of 9th Annual Meeting of Unitholders to be held in the year 2028, be and is hereby approved.

RESOLVED FURTHER THAT the Investment Manager be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the proposed Joint-Statutory Auditors.”

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: November 22, 2023

Registered Office and Contact Details of the Trust:

IRB Infrastructure Trust

Please refer the details provided at the heading of the 1st page.

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

Contact Person: Mr. Kaustubh Shevade

EXPLANATORY STATEMENT

Pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “SEBI InvIT Regulations”), as amended, the Investment Manager (the “IM”) shall appoint the auditor who shall hold office from the date of conclusion of the annual meeting in which the auditor is appointed till the date of conclusion of the sixth annual meeting of the unitholders. The Unitholders at their 4th Annual Meeting held on July 27, 2023, had approved the appointment of M/s. Gokhale & Sathe, Chartered Accountants (G&S) as the Statutory Auditors of IRB Infrastructure Trust (the “Trust”), until the conclusion of 9th annual meeting of unitholders to be held in the year 2028.

Further it is proposed to appoint M/s. MSKA & Associates, Chartered Accountants as joint-statutory auditors of the Trust. Therefore, the IM in consultation with the Trustee has proposed to appoint M/s. MSKA & Associates, Chartered Accountants as Joint-Statutory Auditors of the Trust until the conclusion of 9th annual meeting of unitholders to be held in the year 2028, pursuant to the provisions of SEBI InvIT Regulations. The Board of Directors of the IM have approved the proposal and recommended the appointment of M/s. MSKA & Associates, Chartered Accountants as Joint-Statutory Auditors of the Trust.

Brief Profile of M/s. MSKA & Associates, Chartered Accountants:

M/s. MSKA & Associates, Chartered Accountants (Firm Registration No.: 105047W) established in 1978, is an Indian Partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and PCAOB (US Public Company Accountancy Oversight Board) having offices across 11 key cities in India namely Ahmedabad, Bengaluru, Chandigarh, Chennai, Goa, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai and Pune.

The Firm provides range of services which include Audit & Assurance, Taxation and Accounting Advisory. The Firm's Audit and Assurance practice has significant experience in auditing financial services clients including large banks. The Audit Committee at its meeting to be held before the board meeting would consider the said proposal and provide its recommendation to the board.

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

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

The Board of Directors of the Investment Manager recommends the aforesaid resolution as set out in the Postal Ballot Notice for your approval by way of ordinary majority (*i.e. where the votes cast in favour of the resolution that are more than the votes cast against the resolution*).

For **IRB INFRASTRUCTURE TRUST**

By Order of the Board of Directors of
MMK Toll Road Private Limited
(as the Investment Manager to IRB Infrastructure Trust)

Kaustubh Shevade
Company Secretary & Compliance Officer

Place: Mumbai

Date: November 22, 2023

Annexure A

NOTES:

1. An Explanatory Statement setting out material facts and reasons for the proposed resolution is annexed hereto and forms part of the Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to the unitholders electronically as on the close of the Business hours on Friday, November 17, 2023 (“cut off date”) on their emails registered with Investment Manager, acting in behalf of the Trust. Unitholders as on the cut-off date would be entitled to cast their vote and convey their assent and dissent to the proposed resolution through the remote e-voting process.
3. The Postal Ballot Notice will also be available on the Website of the Trust at www.irbinfratrust.co.in and may also be accessed from the relevant section of website of National Stock Exchange of India Limited at www.nseindia.com
4. Resolution passed by the requisite majority by the Unitholders through Postal Ballot shall be deemed to have been duly passed at a General Meeting convened in that behalf.
5. The Resolution(s), if approved by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, December 21, 2023.
6. The Board of Directors of Investment Manager has appointed M/s. Kaushal Dalal & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. 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 will be available on the website <https://www.evotingindia.com/> from **9.00 am (IST) on Thursday, November 30, 2023** and **ends at 05:00 p.m. (IST) on Thursday, December 21, 2023**, after which the facility will be disabled by CDSL and remote e-voting shall not be allowed beyond the said date and time. During this period, unitholders of the Trust, holding units in dematerialised form, as on the cut-off date i.e. Friday, November 17, 2023 shall eligible to cast their vote electronically.

8. The voting rights of Unitholders shall be in proportion to their units of the unit capital of the Trust as on the cut-off date being Friday, November 17, 2023.
9. 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 by mentioning the name, demat account number/folio number, email ID, mobile number.

10. The Unitholders whose email addresses are not registered with the Depositories can register by contacting their respective Depository Participant.

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 Postal Ballot Notice through electronic voting system, to the unitholders holding units as on Friday, November 17, 2023 (as on the close of the Business hours), 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/Registrar and Transfer Agent which will include details of Electronic Voting Sequence Number (EVSN).

1. The unitholders should log on to the e-voting website 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/units in demat form and had logged on to 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:

	Non-Individual unitholders holding Units in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department
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 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
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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.