



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

Compliance Officer: Mr. Kaustubh Shevade; **E-mail:** kaustubh.shevade@irb.co.in

Website: 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 at shorter notice on **Tuesday, December 17, 2024 at 11.00 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the businesses mentioned below:

ITEM NO. 1: APPROVAL TO ACQUIRE UNITS MORE THAN 25% OF THE TOTAL UNIT CAPITAL OF IRB INFRASTRUCTURE TRUST

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of approval from at least 75% of the unitholders by value (excluding the value of units held by parties related to the transaction) in terms of Regulation 22(5C) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, clarifications, guidelines and notifications issued thereunder, each as amended from time to time (“InvIT Regulations”):

“RESOLVED THAT pursuant to Regulation 22(5C) and other applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (‘InvIT Regulations’), other regulations, circulars, guidelines issued by the Securities and Exchange Board of India (‘SEBI’) and such law as may be applicable, subject to such approvals, permissions, consents and sanctions of the concerned statutory, regulatory and governmental authorities and departments, if any and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions, consents and sanctions, the consent, authority, approval of the unitholders of IRB Infrastructure Trust (the ‘Trust’) be and is hereby accorded to the following financial investor entities, together with persons acting in concert (if any), to acquire and/or hold, directly or indirectly, more than 25% of the value of the outstanding units of the Trust, including pursuant to changes in the total number of outstanding units of the Trust pursuant to further issuances of units, secondary acquisitions/transfers/sales of units and/or subscription to any further issue of units of the Trust.

Sr. No.	Name of the Entity(ies)
1	Anahera Investment Pte. Ltd.*
2	Bricklayers Investment Pte. Ltd.*
3	Chiswick Investment Pte. Ltd.*
4	Stretford End Investment Pte. Ltd.*
5	Dagenham Investment Pte. Ltd.*

**Affiliates of GIC, a Singapore-based sovereign wealth fund.*

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of Investment Manager (**‘Board’**, expression which shall include any Committee(s) of the Board, as may be required, under any applicable law for time being in force or as may be delegated by the Board, from time to time) (acting directly and/or through its authorized delegates), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any appropriate 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, execute, modify, vary, amend and register all 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, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the of the Trust in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Unitholders, as the case may be.”

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: December 14, 2024

Principal Place of Business and Contact Details of the Trust:

IRB Infrastructure Trust

Principal Place of Business: 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

Website: 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

Contact Person: Mr. Dhananjay Joshi, Chief Executive Officer

EXPLANATORY STATEMENT TO RESOLUTION NO. 1

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

Item No. 1

Chiswick Investment Pte. Ltd has issued a notice dated December 14, 2024, (“**Notice**”) under Regulation 22(5C) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**InvIT Regulations**”).

Chiswick Investment Pte. Ltd, together with Anahera Investment Pte. Ltd., Bricklayers Investment Pte. Ltd, Stretford End Investment Pte. Ltd. and Dagenham Investment Pte. Ltd. (collectively, the “**Financial Investors**”), existing unitholders of the Trust, intend to participate in the rights issue of units of the Trust approved by the board of directors of the investment manager of the Trust and disclosed to the stock exchange on December 9, 2024, as eligible unitholders (“**Rights Issue**”).

The current unitholding of the Financial Investors is set out below:

Sr. No.	Name of the unitholder*	No of units held	%
1	Anahera Investment Pte. Ltd.	7,44,23,181	6.68
2	Bricklayers Investment Pte. Ltd.	6,65,57,561	5.98
3	Chiswick Investment Pte. Ltd.	6,65,57,561	5.98
4	Stretford End Investment Pte. Ltd.	5,27,57,561	4.74
5	Dagenham Investment Pte. Ltd.	1,79,57,561	1.61
	Total	27,82,53,425	24.99

*Folios grouped on PAN basis

The Financial Investors have informed the Investment Manager that simultaneous with the Rights Issue, one or more of the Financial Investors (as applicable) will sell certain units of the Trust pursuant to an *inter-se* commercial agreement between such seller and buyer (“**Secondary Sale**”).

As informed by the Financial Investors, upon completion of the Rights Issue and any secondary acquisitions/transfers of units that may be undertaken by the Financial Investors pursuant to the Secondary Sale, the aggregate unitholding of the Financial Investors in the Trust will be below 25%. However, due to procedural requirements, unforeseen reasons and/ or settlement timelines, the aggregate unitholding of the Financial Investors may exceed 25% for a temporary period of time (i.e. less than 5 (five) business days), until the completion of both, the Rights Issue and the Secondary Sale.

It is within the abovementioned background that the Financial Investors have requested the Investment Manager to convene a meeting of the unitholders of the Trust to obtain approval under Regulation 22(5C) of the InvIT Regulations.

Further, the Financial Investors have confirmed to the Investment Manager that in the event the said aggregate unitholding exceeds 25% for a brief period of time (i.e., less than five (5) business days), then, the Financial Investors will not exercise any incremental rights in respect of the additional unitholding for such time period.

The board of directors of the Investment Manager (“**Board**”), pursuant to a resolution dated December 14, 2024, has taken on record the Notice and approved the proposal, subject to the approval of the unitholders or the provision of an exit offer (if required to be provided under the InvIT Regulations).

Regulation 22(5C) of the InvIT Regulations requires the approval of 75% of the unitholders by value (excluding the value of units held by parties related to the transaction). If such approval is not received, an exit option is required to be provided the dissenting unitholders as of the cut-off date in accordance with Chapter 11 of the Master Circular for Infrastructure Investment Trusts (InvITs) dated May 15, 2024, as amended, issued by the Securities and Exchange Board of India.

Accordingly, the approval of the unitholders is sought for the above proposal.

The Board recommends the resolution set forth in Item No. 1 for the approval of the unitholders by way of approval from at least 75% of unitholders by value, excluding the value of units held by parties related to the transaction.

The unitholders are requested to note that in terms of the provisions of the InvIT Regulations, voting by any person who is a party related to the proposed transaction shall not be considered on the aforesaid resolution set forth in the notice.

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 of the Trust) are interested in the above 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: December 14, 2024

NOTES:

1. In view of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“SEBI InvIT Regulations”) and SEBI Master circular No. SEBI/HO/DDHS-PoD-2/P/ CIR/2024/44 dated May 15, 2024 (“SEBI Master 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 SEBI Master Circular. In compliance with applicable provisions SEBI InvIT Regulations read with the SEBI Master 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 which shall 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 or Depositories. The Notice calling EM has been uploaded on the Website of the Trust at www.irbinfratrtrust.co.in and website of National Stock Exchange of India Limited at www.nseindia.com
5. The Registrar and Transfer Agent for Unit Registry work of the Trust is KFin Technologies Limited having office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.
6. 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 through CDSL. The process of remote e-voting to be exercised with necessary user ID and password is given in the subsequent paragraphs.
7. 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.
8. 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 – irbinfratrtrust@irb.co.in / kaustubh.shevade@irb.co.in not less than 48 hours before EM.
9. The Unitholders whose email addresses are not registered with the Depositories can register by contacting their respective Depository Participant.

10. Those Unitholders who have not registered their e-mail addresses or have not received any communication regarding this EM for any reason whatsoever, may obtain the user ID and password by sending a request at kaustubh.shevade@irb.co.in
11. 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 December 13, 2024. 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 December 16, 2024 and ends at 05:00 p.m. (IST) on December 16, 2024**, 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. During this period, unitholders of the Trust, holding units in dematerialised form, as on the cut-off date of December 13, 2024 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 December 13, 2024.
12. 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.
13. 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.
14. 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).
15. The results declared shall be communicated to the Stock Exchanges and shall also be placed on the Trust's website 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 InvIT Regulations and SEBI Master Circular, the Investment Manager, acting on behalf of the Trust is providing facility of remote e-voting to exercise votes on the items given in the Notice through electronic voting system, to the unitholders holding units as on December 13, 2024 (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 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. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
21. 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.
22. 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.

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 SEBI InvIT Regulations and SEBI Master 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 by mentioning the name, demat account number/folio number, email ID, mobile number. The window shall remain active from 10.00 AM IST on December 16, 2024 to 5.00 PM IST on December 16, 2024.
7. Unitholders who need assistance before or during the EM, can contact the Compliance Officer on email ID: Kaustubh.shevade@irb.co.in or Tel +91 22 6640 4200.