



(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

June 02, 2025

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: Notice of Extraordinary Meeting of Unitholders

In furtherance to our intimation dated May 30, 2025, we enclose herewith the notice convening extraordinary meeting (EM) of the unitholders of IRB Infrastructure Trust ("the Trust") scheduled to be held on **Tuesday, June 17, 2025 at 1.30 PM (IST)** through Video Conferencing or other audio visual means, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended read with the relevant circulars issued by SEBI in this regard, from time to time.

The said notice of EM is also available on the website of the Trust at www.irbinfratrust.co.in.

You are requested to 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 & Compliance Officer

Encl.: As above.



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, June 17, 2025 at 1.30 PM (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the businesses mentioned below:

ITEM NO. 1: APPROVAL FOR TRANSFER OF IRB HAPUR MORADABAD TOLLWAY LIMITED, KAITHAL TOLLWAY LIMITED AND KISHANGARH GULABPURA TOLLWAY LIMITED TO IRB INVIT FUND AND MATTERS IN RELATION THERETO

To consider and, if thought fit, to pass with or without modification(s), the following resolution by way of requisite majority (i.e. where the votes cast in favour of the resolution shall be more than the fifty percent of the total votes cast for the resolution) in terms of Regulation 22(4) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the circulars, clarifications, guidelines and notifications issued thereunder, each as amended from time to time (“InvIT Regulations”):

RESOLVED THAT pursuant to a) Regulation 10, 19 and 22 and any other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars, notifications and guidelines issued thereunder, as amended (“InvIT Regulations”), 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, b) approval of the Audit Committee and the Board of Directors of the Investment Manager (the “IM”) of IRB Infrastructure Trust (the “Trust”) pursuant to their resolutions dated May 30, 2025, the approval of the unitholders of the Trust be and is hereby accorded for the following:

- i) the transfer of 100% of the equity share capital of **IRB Hapur Moradabad Tollway Limited (“IHMTL”)** held by IRB Infrastructure Trust (the Trust) to IRB InvIT Fund (a publicly listed infrastructure investment trust registered with the Securities and Exchange Board of India, (the “Public InvIT”) and repayment of subordinated debt / shareholder’s loan of IHMTL;
- ii) the transfer of 100% of the equity share capital of **Kaithal Tollway Limited (“KTL”)** held by the Trust to IRB InvIT Fund and repayment of subordinated debt / shareholder’s loan of KTL; and

- iii) the transfer of 100% of the equity share capital of **Kishangarh Gulabpura Tollway Limited** (“**KGTL**”) held by the Trust to IRB InvIT Fund and repayment of subordinated debt / shareholder’s loan of KGTL;

IRBHTL, KTL and KGTL collectively referred to as the “Project SPVs” and the transactions stated at i), ii) and iii) above are collectively referred to as the “Proposed Transaction”.

, in one or more tranches, for aggregate purchase consideration of an equity value of Rs. 4,905 crore with respect to Project SPVs, resulting in an enterprise value of Rs. 8,436 crore, as of June 30, 2025 (the agreed reference date), and for entering into documents, arrangements, agreements, including execution of the binding term sheet with the Public InvIT (“**Binding Term Sheet**”) between the Trust on one hand and its related party, the Public InvIT on the other hand and related actions, on such terms and conditions as may be agreed among the parties, on an arms-length basis.

RESOLVED FURTHER THAT the Board of Directors of Investment Manager to IRB Infrastructure Trust (including any Committee(s) thereof) be and is hereby authorized on behalf of the Trust to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board of Directors of Investment Manager (including any Committee(s) thereof) to be in the best interest of the Trust and its Unitholders, including any negotiations, finalizations, amendments, supplements or modifications to the agreements, deeds, letters, undertakings and any other documents in relation to the above transactions, as applicable or appropriate, to carry out and complete the above arrangements/transactions, and in relation to the aforesaid proposed transactions, to negotiate and finalize the terms and conditions of any agreements, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as any amendments, modifications, supplements or terminations to documents, including to appoint any advisers, valuers, experts or other persons 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 deem fit from time to time, to 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 of the Trust or otherwise to the end and intent that the unitholders of the Trust 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 acting in its capacity of Investment Manager to IRB Infrastructure Trust (including any Committee(s) thereof) and as authorized pursuant to the above resolution in connection with any matter(s) referred to or contemplated in the foregoing resolution 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 30, 2025

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

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

The Board, at its meeting held on November 14, 2024 and May 08, 2025, had approved the preliminary and non-binding offer (the “NBO”) issued in connection with the sale of 3 (three) assets of the IRB Infrastructure Trust (the “Trust”) to the IRB InvIT Fund, a publicly listed infrastructure investment trust registered with the Securities and Exchange Board of India (the “Public InvIT”). Three assets identified for transfer are IRB Hapur Moradabad Tollway Limited, Kaithal Tollway Limited, Kishangarh Gulabpura Tollway Limited (hereinafter collectively referred to as “Project SPVs”).

Details in relation to the Project SPVs are provided as under.

Sr. No.	Particulars	Details		
		IRB Hapur Moradabad Tollway Limited (“IHMTL”)	Kaithal Tollway Limited (“KTL”)	Kishangarh Gulabpura Tollway Limited (“KGTL”)
1	Project Details	Six Laning of Hapur bypass to Moradabad Section including Hapur bypass from Km 50.000 (Design Chainage 50.000) to Km 148.277 (Design Chainage 149.867) of NH 24 (New NH-9) in the State of Uttar Pradesh under NHDP Phase V (Bharatmala Pariyojna) on DBFOT (Toll) mode	Four Laning of Kaithal to Rajasthan Border section of NH-152/65 from km 33+250 (Design Km- 0.500) to km 241+580 (Design Km 165.759) in the State of Haryana under NHDP Phase IV on Design, Build, Finance, Operate and Transfer (DBFOT) Toll basis.	Six Laning of Kishangarh to Gulabpura Section of NH 79A and NH 79 in the state of Rajasthan (length 90.000 km) under NHDP Phase V package - I on DBFOT (Toll) mode
2	Total Lane Kilometers (Design Length)	99.87 KMs	166.26 KMs	90.00 KMs
3	Aggregate Purchase Consideration	Aggregate purchase consideration shall be an equity value of Rs. 4,905 crore with respect to Project SPVs, resulting in an enterprise value of Rs. 8,436 crore, as of June 30, 2025 (the agreed reference date).		
4	% of equity shares proposed for transfer	100% of Equity Share capital of the IHMTL i.e. 37,15,00,000 fully paid equity shares of Rs. 10 each.	100% of Equity Share capital of the KTL i.e. 32,80,00,000 fully paid equity shares of Rs. 10 each.	100% of Equity Share capital of the KGTL i.e. 15,55,00,000 fully paid equity shares of Rs. 10 each.

The Board and the Audit Committee of the Investment Manager of IRB Infrastructure Trust have approved the arrangements described below, pursuant to their resolutions dated May 30, 2025.

Rationale for consideration proposed: Basis the internal assessment of the IM and the valuation by the independent valuer, the aggregate purchase consideration is in line with the fair value of the asset.

Proposed Related Party Transactions:

The Trust proposes (i) to transfer the entire equity share capital of each of the Project SPVs to IRB InvIT Fund, in one or more tranches and (ii) to receive repayment of the subordinated debt/ shareholders loan provided by the Trust to each of the Project SPVs, for an aggregate purchase consideration of an equity value of Rs. 4,905 crore with respect to the Project SPVs' assets, resulting in an enterprise value of Rs. 8,436 crore, as of June 30, 2025 (the agreed reference date) as described in the table hereinabove, payable in one or more tranches, and other terms and conditions as may be agreed to between the parties, on an arms-length basis and as may be specified in the definitive documentation to be entered for this purpose (hereinafter collectively referred to as the "Proposed Transaction"). The Proposed Transaction shall be subject to (i) the execution of definitive documents and fulfilment of the conditions precedent thereunder, (ii) receipt of any regulatory approvals that may be required; and (iii) the approval of the unitholders.

IRB Infrastructure Developers Limited functions as common sponsor for both InvITs i.e. the Trust (the Seller) and IRB InvIT Fund (the Buyer). Further, IRB Infrastructure Private Limited, the Investment Manager to IRB InvIT Fund is 'Associate' of MMK Toll Road Private Limited, the Investment Manager to the Trust, pursuant to the provisions of Regulation 2(1)(b) of InvIT Regulations.

Therefore, the proposed transaction would be considered as Related Party Transaction ("RPTs") under Regulation 19(4) of the InvIT Regulations. Also, pursuant to Regulation 19(3), the aggregate purchase consideration of the Proposed Transaction will exceed 5% of the value of the Trust's assets as on March 31, 2025. Hence, it is required to obtain the approval of the unitholders with requisite majority as prescribed under the provisions of Regulation 22(4) of the InvIT Regulations.

All related party transactions of the Trust are at arms-length as required under the InvIT Regulations and applicable law. For more detailed information, please refer valuation report issued by M/s. KPMG Valuation Services LLP, IBBI Registration Number: IBBI Reg. No. IBBI/RV-E/06/2020/115) dated May 08, 2025.

NSE web-link:

https://nsearchives.nseindia.com/corporate/IRBIT_09052025023804_UpdateValReportMar2025IRBITsd.pdf

The Proposal with related parties was presented to the Audit Committee of the Investment Manager for consideration. As required by relevant regulations, approval of Audit Committee, which comprises two-thirds of independent directors, has been obtained for all applicable related party transactions. The Audit Committee approves related party transactions after satisfying themselves that they are at arms-length and in the interest of the Unitholders. Further, the Audit Committee also reviews on a quarterly basis, all related party transactions. The related party transactions between the Trust and its associates are also approved by the Audit Committee, as may be required.

The following is the information in relation to the proposed related party transactions.

Sr. No.	Description	Details of proposed RPTs regarding IRB Hapur Moradabad Tollway Limited (“IHMTL”) Kaithal Tollway Limited (the “KTL”) Kishangarh Gulabpura Tollway Limited (“KGTL”)
1a	Type, material terms, monetary value and particulars of the proposed transaction	
	Transfer of 100% of equity share capital of the Project SPVs held by the Trust to IRB InvIT Fund and repayment of subordinated debt / shareholder’s loan provided by the Trust to the Project SPVs.	<p>Transfer, in one or more tranches, of:</p> <ul style="list-style-type: none"> i) 37,15,00,000 fully paid equity shares of Rs. 10 each and repayment of subordinated debt / shareholder’s loan of IHMTL ii) 32,80,00,000 fully paid equity shares of Rs. 10 each and repayment of subordinated debt / shareholder’s loan of KTL. iii) 15,55,00,000 fully paid equity shares of Rs. 10 each and repayment of subordinated debt / shareholder’s loan of KGTL. <p>for an aggregate purchase consideration of an equity value of Rs. 4,905 crore with respect to the Project SPVs’ assets, resulting in an enterprise value of Rs. 8,436 crore, as of June 30, 2025 (the agreed reference date).</p>
1b	Name of the Related Party and its relationship with the Entity including nature of its concern or interest (financial or otherwise)	
	<p>IRB InvIT Fund (the “proposed Buyer”) (“Public InvIT”) and the IRB Infrastructure Trust (the “proposed Seller”) (“the Trust”) have common sponsor i.e. IRB Infrastructure Developers Limited (IRBIDL).</p> <p>IRB Infrastructure Private Limited, the Investment Manager to the Public InvIT, is ‘Associate’ of MMK Toll Road Private Limited, the Investment Manager to the Trust, pursuant to the provisions of Regulation 2(1)(b) of the InvIT Regulations.</p>	
1c	Tenure of the proposed transaction	
	Closing as per the binding term sheet entered amongst the parties, to be achieved on or before September 30, 2025, or any other date as may be mutually agreed between the parties.	
1d & 1e	Value of the proposed RPTs and Percentage of the value of the Trust’s asset, as on the immediately preceding financial year, that is represented by the value of the proposed RPTs	

Sr. No.	Description	Details of proposed RPTs regarding IRB Hapur Moradabad Tollway Limited (“IHMTL”) Kaithal Tollway Limited (the “KTL”) Kishangarh Gulabpura Tollway Limited (“KGTL”)
	<p>Estimated Aggregate Value in (Rs.): The Parties have agreed for an aggregate purchase consideration of an equity value of Rs. 4,905 crore with respect to the Project SPVs’ assets, resulting in an enterprise value of Rs. 8,436 crore, as of June 30, 2025 (the agreed reference date).</p> <p>Estimated Percentage of the value of the Trust’s assets as on immediately preceding financial year. The Aggregate Value of the Trust’s Assets as on March 31, 2025, is Rs. 61,737 Crore (As set out in the valuation report issued by M/s. KPMG Valuation Services LLP, IBBI Registration Number: IBBI Reg. No. IBBI/RV-E/06/2020/115 dated May 08, 2025).</p> <p>NSE web-link: https://nsearchives.nseindia.com/corporate/IRBIT_09052025023804_UpdateValReportMar2025IRBITsd.pdf</p> <p>Percentage: ~14%</p>	
2	Justification as to why the proposed transactions are in the interest of the Entity:	
	The proposed sale of the Project SPVs is as per the Trust’s strategy of monetizing the investments and the proposed transaction would enable the Trust to utilise capital unblocked for deployment in future opportunities including in new projects for expansion of its portfolio and ensure long-term visibility of the revenue to the portfolio. Hence, this RPT is in best interest of the Trust/ unitholders.	
3	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction: Not Applicable</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>Not Applicable</p> <p>iii. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured the nature of security: Not Applicable</p> <p>iv. Purpose for which funds will be utilized by the ultimate beneficiary of such funds pursuant to the proposed transaction: Not Applicable</p>	
4	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:	

Sr. No .	Description	Details of proposed RPTs regarding IRB Hapur Moradabad Tollway Limited (“IHMTL”) Kaithal Tollway Limited (the “KTL”) Kishangarh Gulabpura Tollway Limited (“KGTL”)
	The latest available valuation of the Trust’s portfolio has been undertaken by its independent valuer as of March 31, 2025, as set out in the valuation report issued by M/s. KPMG Valuation Services LLP (IBBI Registration Number: IBBI Reg. No. IBBI/RV-E/06/2020/115) dated May 08, 2025. NSE web-link: https://nsearchives.nseindia.com/corporate/IRBIT_09052025023804_UpdateValReportMar2025IRBITsd.pdf	
5	Any other relevant information: All relevant information is considered.	

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

The Board of the Investment Manager recommends the aforesaid Resolution No. 1 set forth in the Notice for approval by the unitholders with requisite majority in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

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.

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 30, 2025

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”), as amended, 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.irbinfratrust.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.
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 – irbinfratrustertrust@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 **June 10, 2025**. 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 12, 2025 and ends at 05:00 PM (IST) on June 16, 2025**, 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 June 10, 2025, 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 10, 2025**.
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. KDA & Associates, Practicing 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 item given in the Notice through electronic voting system, to the unitholders holding units as on June 10, 2025 (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. Unitholders 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 9.00 AM IST on June 12, 2025 to 5.00 PM IST on June 16, 2025.
7. Unitholders who need assistance with the technology before or during the meeting, can contact the Compliance Officer on email ID: Kaustubh.shevade@irb.co.in or call on Tel +91 22 6640 4200.

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