

June 17, 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/Ma'am,

NSE Symbol: IRBIT / Series: IV

Sub: Voting Results of the Extraordinary Meeting of the Unitholders of IRB Infrastructure Trust

Dear Sir(s),

Further to our intimation dated June 2, 2025, we hereby submit details regarding the voting results of the business transacted (Resolution passed annexed as Annexure I) at the Extraordinary Meeting ("EM") of the Unitholders of the IRB Infrastructure Trust (the "Trust") held on Tuesday, June 17, 2025, at 1.30 PM IST, through Video Conferencing (VC) mode in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") read with SEBI Master circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (the "SEBI Master Circular").

The remote e-voting facility was provided on the item of the business sought to be transacted at the EM of the Unitholders of the Trust. Central Depository Services (India) Limited (CDSL) was appointed as the service provider for the purpose of extending the facility for remote e-voting to the Unitholders of the Trust.

The voting results are also being uploaded on the Trust's website i.e. www.irbinfratrust.co.in
Please take the above on record.

Thanking you,

For IRB Infrastructure Trust
By Order of the Board of MMK Toll Road Private Limited
(in its capacity as the Investment Manager to IRB Infrastructure Trust)

Kaustubh Shevade
Company Secretary & Compliance Officer
Encl.: As Above

The details of the voting results at the Extraordinary Meeting (EM):

Date of the AM /EM	June 17, 2025
Total number of unitholders on record date*	12
No. of Unitholders present in the meeting either in person or through proxy:	
Sponsor(s)/ Investment Manager/ Project Manager(s) and their associates/related parties:	Not applicable
Public:	Not applicable
No. of Unitholders attended the meeting through Video Conferencing:	
Sponsor(s)/ Investment Manager/ Project Manager(s) and their associates/related parties	1
Public	11

**Not grouped per PAN.*

The details of the business transacted/results of the Extraordinary Meeting:

Sr. No.	Agenda	Resolution Required	Remarks
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	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	Approved with requisite majority.

Voting Results of the resolution mentioned in notice of Extraordinary Meeting of the Unitholders of the Trust is as follows:

Item No. 1: 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

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

Category	Mode of Voting	No. of units held	No. of votes polled@	% of Votes Polled on outstanding units	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Sponsor(s) / Investment Manager / Project Manager(s) and their associates /related parties	Remote E-Voting	59,80,39,840	0	0	0	0	0	0
	E-Voting at EM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Institutional Unitholders	Remote E-Voting	57,40,53,425	29,28,41,955	51.01	29,28,41,955	0	100	0
	E-Voting at EM		28,12,11,470	48.99	28,12,11,470	0	100	0
	Total		57,40,53,425	100	57,40,53,425	0	100	0
Public- Non Institution Unitholders	Remote E-Voting	0	0	0	0	0	0	0
	E-Voting at EM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Total		117,20,93,265	57,40,53,425	48.98	57,40,53,425	0	100	0

Note: The unitholders (who are not party to the proposed transaction/approval sought) consisting of 48.98% of the total outstanding units have voted in favour of the resolution i.e 100% of the total votes casted for the resolution. Accordingly, the resolution is passed with unanimous approval/requisite majority of the unitholders who are eligible to vote on the said resolution (excluding the percentage of total value of the units held by the parties related to the transaction) in compliance with provisions of the InvIT Regulations.

@ Number of votes polled does not include 'no. of invalid votes/abstained votes'.

Annexure I
(Enclosed Separately below)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE UNITHOLDERS OF IRB INFRASTRUCTURE TRUST AT THEIR EXTRAORDINARY MEETING HELD ON JUNE 17, 2025

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

[Resolution passed 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;

IRBHMTL, 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 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 unless any consent is otherwise required pursuant to the terms and conditions of the Binding Term Sheet.

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.”

/// Certified True Copy ///

For **MMK Toll Road Private Limited**

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



Kaustubh Shevade

Company Secretary & Compliance Officer