



IRB INFRASTRUCTURE TRUST

TRANSCRIPT OF THE PROCEEDINGS OF THE EXTRAORDINARY MEETING OF THE UNITHOLDERS HELD ON THURSDAY, FEBRUARY 26, 2026 AT 2.00 PM (IST) HELD THROUGH VIDEO CONFERENCE MODE

Present: The Chairman and other Director of the Investment Manager (the IM) were present for the extraordinary meeting. The representatives of the unitholders & the key managerial personnels of the Investment Manager were also present.

Other invitees present were the representatives of IDBI Trusteeship Services Limited (Trustee to IRB Infrastructure Trust) and the representative of the Auditors.

Mr. Nagendraa Parakh Good afternoon. I welcome you all to the extraordinary meeting of IRB Infrastructure Trust being held today on February 26, 2026 at 2.00 PM (IST). With the permission of the unitholders, I request Mr. Virendra Mhaiskar to chair this meeting.

Mr. Virendra D. Mhaiskar Thank you. Good afternoon Unitholders. I welcome you all to Extraordinary Meeting of IRB Infrastructure Trust being held through video conference mode. I also welcome the Trustee, the Board of Directors & KMPs of the Investment Manager and the Auditors of the Trust who are also present for this meeting. Since requisite number of unitholders are present I declare that the meeting is in order and now we commence the proceedings of the meeting. Now I request the Compliance Officer to read out the statutory items.

Kaustubh Shevade Thank you Sir. On behalf the Investment Manager, I confirm that all reasonable efforts have been made by the Investment Manager of the Trust to enable unitholders to participate and vote on the items being considered in the meeting. For unitholders who are present and have not completed remote e-voting earlier, facility of e-voting is also available for them to vote and also for the purpose of conducting a poll on the business to be considered during the meeting being held through Video Conferencing. We confirm that this extraordinary meeting is convened in compliance with the provisions of SEBI InvIT Regulations and SEBI Master Circular dated July 11, 2025 and the IM has taken all reasonable efforts to enable all the unitholders to participate and vote on the items being considered in this meeting on CDSL e-voting platform.

The Notice of the extraordinary meeting is already circulated to the unitholders electronically and with the permission of the unitholders, it is considered as read. Agenda item for approval of unitholders which are provided through e-voting are as follows:

1. **To consider and approve investment in IRB Chandibhadra Tollway Private Limited (TOT-18 Project SPV) and approve related party transactions in relation to the TOT-18 Project**

2. To consider and approve the appointment of Project Manager in relation to the TOT-18 Project and other related matters

Both the resolutions shall be considered as approved by way of requisite majority (i.e. where the votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution) in terms of Regulation 22(4) of SEBI InvIT Regulations.

M/s. Mihen Halani & Associates, Practicing Company Secretaries are appointed as scrutinizer to conduct the remote e-voting process. After receipt of the report from the scrutinizer, voting results shall be declared subsequently. Thank you. Over to you Chairman Sir.

Mr. Virendra D. Mhaiskar Now I would like to invite the questions from the unitholders if any in connection with the resolution placed for approval. *(No questions received)*. The matter is being voted through e-voting and there is no other business. Hence, with the permission of the unitholders present, we hereby conclude the meeting.

Mr. Nagendraa Parakh I propose a vote of thanks to the Chairman, Auditors, Trustee of the Investment Manager and the Unitholders of IRB Infrastructure Trust. Thank you.

Mr. Kaustubh Shevade Thank you everyone for joining and making yourself available for the meeting.

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