



August 27, 2026

Corporate Relationship Department, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai 400 051
---	---

Dear Sir / Madam,

Ref.: Scrip Code: 540526, Symbol: IRBINVIT

Sub.: Notice of Extra-Ordinary Meeting of IRB InvIT Fund (“the Trust”) dated August 26, 2026

We refer to the outcome of the Board Meeting held on August 26, 2026, and 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, we hereby inform you that an Extra-Ordinary Meeting (“EM”) of Unitholders of the Trust will be held on Monday, September 21, 2026 at 11:00 a.m. (IST) through Video Conferencing / Other Audio-Visual Means facility.

Accordingly, please find enclosed the Notice convening Extra-Ordinary meeting of the Trust.

The aforesaid Notice is also available on the website of Trust at [Notice of Extra-Ordinary Meeting- IRB InvIT Fund](#)

You are requested to take note of the same.

Thanking you.

Yours faithfully,

For IRB Infrastructure Private Limited
(Investment Manager to IRB InvIT Fund)

Swapna Arya
Company Secretary & Compliance Officer
Membership Number – A32376

CC:
IDBI Trusteeship Services Limited
Ground Floor, Universal Insurance Bldg,
Sir Phirozshah Mehta Rd., Fort
Mumbai 400 001



(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: IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072, Maharashtra, India

SEBI Registration Number: IN/InvIT/15-16/0001; **Tel:** 022 6640 4299; **Fax:** 022 6640 4274;

E-mail: info@irbinvit.co.in **Website:** www.irbinvit.co.in

NOTICE OF EXTRAORDINARY MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary Meeting (“**EM**”) of the Unitholders (the “**Unitholders**”) of IRB InvIT Fund (the “**Trust**”) will be held on Monday, September 21, 2026, at 11:00 a.m. (IST) through Video Conferencing (“**VC**”) /other Audio Visual Means (“**OAVM**”) to transact the following businesses:

ITEM NO. 1: TO APPROVE ISSUANCE OF UNITS ON A PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution by way of special majority (i.e., where the votes cast in favour of the resolution shall be at least sixty per cent of total votes cast for the resolution) in terms of Regulation 22(5) 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 re-enactment thereof for the time being in force) (the “InvIT Regulations”)

“**RESOLVED THAT** subject to such approvals, permissions, consents and sanctions of the concerned statutory, regulatory and governmental authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions, consents and sanctions which may be agreed to by the board of directors of IRB Infrastructure Private Limited, the Investment Manager (in its absolute discretion) (“**Board**”, which shall also include a duly authorized committee of the Board) acting on behalf of unitholders of the IRB InvIT Fund (“**the Trust**”) (hereinafter referred to as the “**Unitholders**”), and subject to the applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including, without limitation, the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (the “**InvIT Regulations**”), the master circular issued by the Securities and Exchange Board of India (“**SEBI**”) bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, as amended from time to time (“**SEBI Master Circular**”), Foreign Exchange Management Act, 1999, including the rules made thereunder including Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and such other applicable statutes, rules, regulations, guidelines, notifications, clarifications and circulars issued by SEBI, Reserve Bank of India or such other statutory, regulatory and governmental authorities, each as amended from time to time (such authorities “**Governmental Authorities**” and such laws, “**Applicable Law**”), and in accordance with the trust deed dated October 16, 2015, as amended and restated (such trust deed, “**Trust Deed**”), the investment



IRB InvIT Fund

management agreement dated March 3, 2016, as amended (the “**Investment Management Agreement**”) and the listing agreements entered into on behalf of the Trust with BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”), on which the units representing an undivided beneficial interest in the Trust (the “**Units**”) are listed, the consent, authority and approval of the Unitholders be and is hereby granted to create, make an invitation to offer, offer, issue and allot, in one or more allotments, up to 54,000,000 Units of the Trust at an issue price of ₹ 65/- per unit for an aggregate amount of up to ₹ 3,510,000,000/- (Indian Rupees Three Hundred and Fifty One crores only) on preferential basis in accordance with the InvIT Regulations (“**Issue**”), on such terms and conditions, and as agreed to by the Board in consultation with its Trustee, IDBI Trusteeship Services Limited and as determined by the Investment Manager, to the below mentioned proposed allottee (“**Proposed Allottee/ Investor**”) in accordance with the SEBI Master Circular or other provisions of law as may be prevailing at that time.

Sr. No.	Name of the Proposed Allottee / Investor	Category (Sponsor and Sponsor Group / Non - Sponsor)	Maximum No. of Units to be allotted*	Aggregate Amount (₹)
1.	IRB Infrastructure Developers Limited	Sponsor	54,000,000	3,510,000,000
	Total		54,000,000	3,510,000,000

*Assuming full subscription in the Issue

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the Issue, as specified above and shall accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions of the Issue, including the size of the Issue, as it may deem expedient, subject to applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Units in the Issue or in relation to raising of resources as authorised herein, as applicable and the utilization of the Issue proceeds in accordance with the investment strategy of the Trust, or in any other manner as the Board may deem fit, subject to the provisions of the InvIT Regulations and the SEBI Master Circular, and to give such directions and/or instructions as it may from time to time decide for the purpose of giving effect to any invitation to offer, offer, issue or allotment of Units, including without limitation, to apply for in-principle and final listing and trading approvals from the Stock Exchanges for the listing of the Units proposed to be issued pursuant to the Issue, appoint banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose including any amendments or supplements thereto, as necessary or appropriate, to finalize, approve or issue any documents or agreements, making applications to Governmental Authorities as may be required, making applications for consent to such third parties as may be determined by the Board in its absolute discretion and sign all deeds, documents and writings and to pay any fees, commission, remuneration and expenses relating thereto and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its sole discretion in the best interests of the Trust without being required to seek any further consent or approval and that



all or any of the powers conferred on the Board *vide* this resolution may be exercised by the Board of Directors of the Investment Manager.

RESOLVED FURTHER THAT the Units to be allotted shall be subject to the provisions of Trust Deed, the Investment Management Agreement and the InvIT Regulations.

RESOLVED FURTHER THAT in terms of the provisions of the SEBI Master Circular, the 'relevant date' for the purposes of determining the price of the Units to be issued shall be 'August 21, 2026'.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to a Committee of Directors constituted of the Investment Manager to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the issue of the Units under the Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- The Units to be allotted shall rank *pari passu* with the existing Units of the Trust in all respects (including with respect to distributions and voting powers) from the date of allotment thereof, be subject to the requirements of applicable law and shall be subject to the provisions of the Trust Deed;
- the Units to be allotted pursuant to the Issue and the entire pre-Issue unitholding of the Proposed Allottee, if any, shall be subject to lock-in for such period as specified in the provisions of the InvIT Regulations and the SEBI Master Circular and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals;
- the Units shall be allotted in dematerialized form within a period of 15 days from the date of passing of this resolution, provided that in case the approval of any regulatory, governmental or statutory body/agency is required, the period of 15 days will commence from the date of receipt of approval from such regulatory, governmental or statutory body/agency;
- full consideration for the Units issued shall be paid by the Proposed Allottee prior to the allotment of the Units through banking channels;
- All such monies shall be kept in a separate bank account in the name of the Trust and shall only be utilized for adjustment against allotment of Units or refund of money to the applicants till the time such Units are listed;
- The minimum allotment and trading lot for Units proposed to be issued pursuant to the Issue are equivalent to the minimum allotment and trading lot as applicable to the units of the same class; and
- The Units shall be listed within two working days from the date of allotment. Provided if the Units are not allotted or listed within the prescribed timelines the monies received shall be refunded through verifiable means within four working days from the date of the allotment, and if any such money is not repaid within such time after the issuer becomes liable to repay it, the Trust, the Investment Manager and its director or partner who is an officer in default shall, on and from the expiry of the fourth working day, be jointly and severally liable to repay that money with interest at the rate of fifteen percent per annum.



RESOLVED FURTHER THAT the members of the Board and such other persons as may be authorised by the Board, on behalf of the Investment Manager, be and are hereby severally authorised to execute and deliver any and all other documents, papers, instruments, including any amendments, changes, variations, alterations, modifications thereto, and to do or cause to be done any and all acts or things that may be necessary, appropriate and advisable in order to carry out the purposes and intent of the foregoing resolution to the Issue; and any such other documents so executed and delivered or acts and things done or caused to be done shall be conclusive authority of the Investment Manager in doing so and any document so executed and delivered or acts and things done or caused to be done by any of the directors, key managerial personnel or authorized signatories of the Investment Manager prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Investment Manager, as the case may be.

For IRB INVIT FUND

By Order of the Board

IRB Infrastructure Private Limited

(as the Investment Manager to IRB InvIT Fund)

Sd/-

Swapna Arya

Company Secretary & Compliance Officer

Place: Mumbai

Date: August 26, 2026

Principal place of business and Contact Details of the Trust:

IRB InvIT Fund

IRB Complex, Chandivali Farm, Chandivali Village,

Andheri (East), Mumbai - 400 072

SEBI Registration Number: IN/InvIT/15-16/0001

Tel: +91 22 6640 4299

Fax: +91 22 6640 4274

E-mail: info@irbinvit.co.in

Website: www.irbinvit.co.in

Compliance Officer: Ms. Swapna Arya

Registered Office and Contact Details of the Investment Manager:

IRB Infrastructure Private Limited

IRB Complex, Chandivali Farm, Chandivali Village,

Andheri (East), Mumbai - 400 072

Tel: +91 22 6640 4299

Fax: +91 22 6640 4274

Email: info@irbfl.co.in

Contact Person: Ms. Swapna Arya



EXPLANATORY STATEMENT

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

The Board, at its meeting held on August 26, 2026, has, *inter alia*, subject to such approvals as may be required, approved the issue of up to 54,000,000 units (“Units”) at an issue price of ₹ 65/- per Unit, in accordance with applicable law, on a preferential basis to the below mentioned proposed allottee (“**Proposed Allottee/ Investor**”) for an aggregate amount of up to ₹ 3,510,000,000 (Indian Rupees Three Hundred and Fifty One crores only) in accordance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, guidelines, notifications and clarifications issued thereunder, each as amended from time to time (“**SEBI InvIT Regulations**”), including the SEBI Master Circular bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 for Infrastructure Investment Trusts (InvITs) dated July 11, 2025, as amended (“**SEBI Master Circular**”) issued by the Securities and Exchange Board of India (“**SEBI**”) or other provisions of law as may be prevailing at that time (the “**Issue**”).

Sr. No.	Name of the Proposed Allottee/ Investor	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted	Aggregate Amount (₹)*
1.	IRB Infrastructure Developers Limited	Sponsor	54,000,000	3,510,000,000
	Total		54,000,000	3,510,000,000

*Assuming full subscription in the Issue

The Proposed Allottee has confirmed that it has not sold or transferred any units of the Trust during the 90 trading days preceding the ‘relevant date’ (i.e., August 21, 2026).

Relevant Date:

In terms of the provisions of SEBI Master Circular, the ‘relevant date’ for determining the price for the Issue is required to be 30 days prior to the date on which the meeting of the Unitholders' is held to consider the Issue, i.e., August 21, 2026.

Issue Price:

The Units of the Trust are listed on Stock Exchanges. Since the traded turnover of the Units on National Stock Exchange of India Limited (NSE) during the 240 trading days preceding the ‘relevant date’ is more than 10% of the total number of issued and outstanding Units, the Units are considered to be ‘frequently traded units’ in accordance with the meaning of said term under the explanation to Paragraph 7.5.2 of Chapter 7 of the SEBI Master Circular.



IRB InvIT Fund

In accordance with Paragraph 7.5.1 of Chapter 7 of the SEBI Master Circular, where the units of the InvIT are frequently traded, the price of units to be allotted pursuant to the preferential issue shall not be less than higher of (i) the 90 trading days' volume weighted average price of the related units quoted on the recognised stock exchange preceding the relevant date; or (ii) the 10 trading days' volume weighted average prices of the related units quoted on a recognised stock exchange preceding the relevant date. Accordingly, the 90 trading days' volume weighted average price is ₹ 61.65/- per Unit and the 10 trading days' volume weighted average price is ₹ 64.14/- per Unit.

Considering the foregoing, the price determined by the Trust for the purposes of the Issue is ₹ 65/- per Unit.

Lock-in Period:

The Units allotted to the Proposed Allottee in the Issue shall be locked in for such period as prescribed under Paragraph 7.6.1 of Chapter 7 of the SEBI Master Circular, subject to Paragraph 7.6.5 of Chapter 7 of the SEBI Master Circular. Further, the entire pre-Issue unitholding, of the Proposed Allottee, shall be locked-in from the relevant date up to a period of 6 months from the date of the trading approval as specified under Paragraph 7.6.3 of Chapter 7 of the SEBI Master Circular.

Prescribed Disclosures:

1	Objects of the preferential issue	The Trust would utilize the funds for partial funding of the acquisition of CG Tollway Limited (“CGTL”) and Solapur Yedeshi Tollway Limited (“SYTL”) (collectively referred to as “Target SPVs”). Pursuant to a postal ballot notice dated July 2, 2026, the Investment Manager sought approval of the Unitholders, <i>inter alia</i>, for acquisition of the Target SPVs and matters related thereto. The postal ballot notice had relevant details in relation to the Target SPVs and proposed transaction as required under the InvIT Regulations. Pursuant to a resolution dated August 3, 2026, the Unitholders have approved the acquisition of the Target SPVs.
2	NAV of the Trust	₹ 81.26 per unit as of March 31, 2026.
3	Maximum number of units to be issued	Up to 54,000,000
4	Pricing of the Units	₹65/- per Unit, aggregating to up to ₹ 3,510,000,000
5	Intent of the parties to the Trust, their directors or key managerial personnel to subscribe to the issue.	The Investment Manager and IDBI Trusteeship Services Limited (the “Trustee”) will not receive any Units in the Issue. Further, none of the directors or the key managerial



IRB InvIT Fund

		personnel of any of the parties to the Trust will receive any Units in the Issue. The Sponsor (also the Project Manager) shall subscribe to up to 54,000,000 Units pursuant to the Issue. Other than the Sponsor, no other members of the Sponsor Group will receive any Units in the Issue.
6	Unitholding pattern of the Trust before and after the preferential issue.	Refer to Exhibit A
7	Time frame within which the preferential issue shall be completed.	The allotment pursuant to the Issue shall be completed within 15 days from the date of passing of this resolution or the receipt of all applicable regulatory, governmental or statutory body/agency approvals, including in relation to the proposed acquisition of the Target SPVs for which the proceeds of the Issue are proposed to be utilized, whichever is later.
8	Identity of the natural persons who are the ultimate beneficial owners of the units proposed to be allotted and/or who ultimately control the proposed allottee.	Not applicable as the proposed allottee is a company with its equity shares listed on BSE and NSE

Exhibit A:

The pre-issue unitholding pattern of the Trust as of June 30, 2026, is given below:

Category	Category of Unitholders	Pre-Preferential Issue Unitholding (as on June 30, 2026)	
		No. of Units	Percentage of Unitholding(%)
(A)	Sponsor(s)/ Investment Manager/ Project Manager(s) and their associates/related parties		
(1)	Indian		
(a)	Individuals / HUF	17,340,000	1.35
(b)	Central/State Govt.	0	0
(c)	Financial Institutions / Banks	0	0
(d)	Any Other (specify)		
	Bodies Corporates*	212,400,000	16.57
	Sub- Total (A) (1)	229,740,000	17.93
(2)	Foreign		
(a)	Individuals (Non Resident Indians / Foreign Individuals)	0	0



IRB InvIT Fund

(b)	Foreign government	0	0
(c)	Institutions	0	0
(d)	Foreign Portfolio Investors	0	0
(e)	Any Other (specify)	0	0
	Sub-Total (A) (2)	0	0
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1) +(A)(2)	229,740,000	17.93
(B)	Public Holding		
(1)	Institutions		
(a)	Mutual Funds	51,492,117	4.02
(b)	Financial Institutions/ Banks	2,559,185	0.20
(c)	Central/State Govt.	1,500	0.00
(d)	Venture Capital Funds	0	0
(e)	Insurance Companies	13,913,000	1.09
(f)	Provident/pension funds	1,109,805	0.09
(g)	Foreign Portfolio Investors	452,901,677	35.34
(h)	Foreign Venture Capital investors	0	0
(i)	Any Other (specify)		
	Alternate Investment Fund	3,884,946	0.30
	Sub- Total (B) (1)	525,862,230	41.03
(2)	Non-Institutions		
(a)	Central Government /State Governments(s)/President of India	0	0
(b)	Individuals	297,700,188	23.23
(c)	NBFCs registered with RBI	7,889,772	0.62
(d)	Any Other (specify)	0	0
	Trust	889,385	0.07
	Non-Resident Indians	11,757,594	0.92
	Clearing Members	0	0
	Bodies Corporate	207,760,831	16.21
	Sub- Total (B) (2)	525,997,770	41.04
	Total Public Unitholding (B) = (B)(1) + (B)(2)	1,051,860,000	82.07
	Total Units Outstanding (C) = (A) + (B)	1,281,600,000	100.00

**Unitholding of the Proposed Allottee (IRB Infrastructure Developers Limited)*



IRB InvIT Fund

The post-issue unitholding pattern of the Trust is given below:

Scenario 1: Post-issue unitholding pattern without any other fresh issue of units by the Trust⁽¹⁾⁽³⁾⁽⁴⁾

Category	Category of Unitholders	Post-Preferential Issue Unitholding ⁽¹⁾⁽³⁾⁽⁴⁾	
		No. of Units	Percentage of Unitholding(%)
(A)	Sponsor(s)/ Investment Manager/Project Manager(s) and their associates/related parties		
(1)	Indian		
(a)	Individuals / HUF	17,340,000	1.30
(b)	Central/State Govt.	0	0
(c)	Financial Institutions / Banks	0	0
(d)	Any Other (specify)		
	Bodies Corporates ⁽²⁾	266,400,000	19.95
	Sub- Total (A) (1)	283,740,000	21.24
(2)	Foreign		
(a)	Individuals (Non-Resident Indians / Foreign Individuals)	0	0
(b)	Foreign government	0	0
(c)	Institutions	0	0
(d)	Foreign Portfolio Investors	0	0
(e)	Any Other (specify)	0	0
	Sub-Total (A) (2)	0	0
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1) +(A)(2)	283,740,000	21.24
(B)	Public Holding		
(1)	Public Holding		
	Public Holding	1,051,860,000	78.76
	Total Units Outstanding	1,335,600,000	100

⁽¹⁾Assuming full subscription in the Issue. The table above does not reflect any other fresh issue of units that may be undertaken by the Trust prior to the completion of the proposed preferential issue.

⁽²⁾Unitholding of the Proposed Allottee (IRB Infrastructure Developers Limited)

⁽³⁾Subject to change based on the structure of the unit capital fund raise, any adjustments to the enterprise value as agreed among the parties at the time of closing and the completion of the Issue.

⁽⁴⁾The table above assumes that there are no changes to the enterprise value under the definitive agreements. Please note that the enterprise value under the agreements is subject to certain adjustments as agreed among the parties.

Scenario 2: Post-issue unitholding pattern assuming an additional fresh issue of units by the Trust prior to the completion of the proposed Issue ⁽¹⁾⁽⁴⁾⁽⁵⁾

Category	Category of Unitholders	Post-Preferential Issue Unitholding ⁽¹⁾⁽²⁾⁽⁴⁾⁽⁵⁾	
		No. of Units	Percentage of Unitholding (%)
(A)	Sponsor(s)/ Investment Manager/Project Manager(s) and their associates/related parties		
(1)	Indian		
(a)	Individuals / HUF	17,340,000	1.07
(b)	Central/State Govt.	0	0
(c)	Financial Institutions / Banks	0	0
(d)	Any Other (specify)		
	Bodies Corporates ⁽³⁾	266,400,000	16.36
	Sub- Total (A) (1)	283,740,000	17.43
(2)	Foreign		
(a)	Individuals (Non Resident Indians / Foreign Individuals)	0	0
(b)	Foreign government	0	0
(c)	Institutions	0	0
(d)	Foreign Portfolio Investors	0	0
(e)	Any Other (specify)	0	0
	Sub-Total (A) (2)	0	0
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1) +(A)(2)	283,740,000	17.43
(B)	Public Holding		
(1)	Public Holding		
	Public Holding ⁽¹⁾	1,051,860,000	82.57
	Total Units Outstanding	1,627,907,692	100

⁽¹⁾Pursuant to a board resolution of the Investment Manager dated July 2, 2026 and a unitholders' resolution of the Trust dated August 3, 2026, raising of funds of up to ₹3,000 crore through such modes as may be permissible under applicable law by the Trust has been approved, for inter alia, financing (wholly or in part) one or more, or any combination, of the following: (a) the acquisition of the equity share capital of the Target SPVs; (b) providing shareholder loans/sub-debt to the Target SPVs and (c) general corporate purposes and/or such other purpose(s) as may be permissible under applicable law. Accordingly, Scenario 2 assumes: (i) a preferential issue of 54,000,000 units aggregating to ₹ 351 crore to the Proposed Allottee (i.e., the Issue) and (ii) a fresh issue of 292,307,692 units aggregating to ₹1,900 crore to non-sponsor/sponsor group allottees ("Additional Fresh Issue"). The table above also assumes that the proceeds of the Additional Fresh Issue will be utilized towards [(a) the acquisition of



the equity share capital of the Target SPVs; and (b) providing shareholder loans/sub-debt to the Target SPVs.

The terms, timing, manner and mode of any Additional Fresh Issue, if undertaken by the Trust, shall be determined by the Investment Manager (on behalf of the Trust) in its sole discretion, and shall be subject to applicable law and appropriate approvals.

⁽²⁾ Assuming full subscription in the Issue.

⁽³⁾ Unitholding of the Proposed Allottee (IRB Infrastructure Developers Limited)

⁽⁴⁾ Subject to change based on the structure of the unit capital fund raise, any adjustments to the enterprise value as agreed among the parties at the time of closing and the completion of the proposed preferential issue (i.e., the Issue) and the Additional Fresh Issue.

⁽⁵⁾ The table above assumes that there are no changes to the enterprise value under the definitive agreements. Please note that the enterprise value under the agreements is subject to certain adjustments as agreed among the parties.

The Units allotted pursuant to the Preferential Issue would be listed on the BSE Limited and National Stock Exchange of India Limited.

None of the Director(s) or Key Managerial Personnel of Investment Manager or their respective relatives are concerned or interested, financial or otherwise, in the resolution mentioned in Item No. 1 of this Notice.

The Board of Directors of Investment Manager recommends the resolution set forth in Item No. 1 for the approval of the Unitholders by way of special majority.

NOTES:

1. In order to ensure maximum participation of the unitholders in the decision-making process irrespective of their geographical location, and provides a collaborative meeting experience at their convenience, Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 (as amended) has granted the facility of conducting meetings of unitholders of InvITs through Video Conferencing (VC) or Other Audio Visual means (OAVM), subject to the fulfilment of conditions as specified in the aforesaid circular issued thereunder. In compliance with the aforesaid circular, the Extraordinary Meeting (EM) is being held through VC. The principal place of business of IRB InvIT Fund (“the Trust”) shall be deemed to be the venue of the EM.
2. The Investment Manager, on behalf of the Trust has enabled the Unitholders to participate at the meeting through the VC facility provided by KFin Technologies Limited (“KFintech”), the Registrar and Transfer Agent (“RTA”) of the Trust for the purpose of providing facility for voting through remote e-voting, for participation in the EM through VC/OAVM facility and e-voting during the EM.
3. The instructions for participation by Unitholders are given in the subsequent paragraphs. Participation at the meeting through VC shall be allowed on a first-come-first-served basis for first 1,000 unitholders. Further, all the parties to the InvIT shall be allowed to attend the meeting without restriction on account of first-come-first-served principle. The unitholders can visit <https://emeetings.kfintech.com/> and login through existing user id and password to attend the live proceedings of the meeting of the Trust.
4. Notices of the EM are being sent to the Unitholders whose email addresses are registered with the Trust or with the depository participant / depository. Unitholders may note that the Notice of Extraordinary meeting is available on the InvIT’s website at www.irbinvit.co.in, website of Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of RTA i.e. <https://evoting.kfintech.com>.
5. For Unitholders whose email addresses are not registered, SMSs, wherever mobile numbers are available, are being sent by the RTA.
6. Online Dispute Resolution, Unitholders are informed that SEBI vide its Master Circular for Online Dispute Resolution, dated July 31, 2023 (updated on December 28, 2023) has issued guidelines for common Online Dispute Resolution portal (“ODR Portal”) for resolving grievances/disputes arising between investors/clients and listed companies or specified intermediaries/ regulated entities in the security market. In case the grievance is not redressed satisfactorily by the entity/RTA, the investor may escalate the same through SEBI SCORES portal. After exhausting the above options, if the investor is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR portal.



The link of SEBI circular, SEBI SCORES Portal and ODR Portal are provided hereunder for reference:

- SEBI Circular & ODR Portal Link : www.irbinvit.co.in/miscellaneous
- SEBI SCORES Portal : <https://scores.sebi.gov.in/>

7. The Investment Manager, on behalf of the Trust, is providing a facility to the Unitholders as on the cut-off date, being Monday, September 14, 2026 (“**the Cut-Off Date**”) to exercise their right to vote by electronic voting systems (“**Remote e-Voting**”). Additionally, the Unitholders can also exercise their right to vote by e-voting during the meeting. Further a person who is not a unitholder as on the cut-off date should treat this Notice for information purposes only.
 8. Details of the process and manner of Remote e-Voting along with the User ID and Password are given below. Such remote e-voting facility is in addition to voting that will take place at the meeting being held through VC. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Unitholders’ participation in the decision-making process.
 9. The remote e-voting period commences on Wednesday, September 16, 2026, at 9:00 a.m. (IST) and ends on Sunday, September 20, 2026, at 5:00 p.m. (IST). Unitholders who have cast their vote by Remote e-Voting prior to the EM may attend the EM; however they shall not be entitled to vote again. Unitholders can opt for only one mode of voting, i.e. Remote e-Voting or e-voting at the EM. If a Unitholder opts for Remote e-Voting, then he/she shall not vote using e-voting at the EM and vice versa. In case a Unitholder casts his/her vote, both by Remote e-Voting and e-voting at the EM mode, then the voting done by Remote e-Voting shall prevail and the e-voting at the EM shall be invalid.
- 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 meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. An explanatory statement setting out material facts, relating to the business to be transacted at EM is annexed herewith and forms part of the EM Notice.
 11. Any person who acquires units of the Trust and becomes a Unitholder of the Trust after the dispatch of the Notice, and holds units as on the cut-off date, may obtain the User ID and Password by sending a request at evoting@kfintech.com or contact KFintech at toll free number 1800-309-4001. However, if a person is already registered with KFintech for remote e-Voting then the existing User-ID and password can be used for casting the vote.

12. The Board of Directors of the IM of the Trust has appointed Mihen Halani & Associates, Practicing Company Secretaries (Membership No.: F9926, COP: 12015) as the Scrutinizer to scrutinise the remote e-voting process and e-voting during EM in a fair and transparent manner.

13. Institutional Unitholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/ JPG format) of the Board Resolution / Governing body Resolution/Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), authorizing its representative to attend the EM on its behalf and to vote either through remote e-voting or during the EM. The said Resolution/ Authorization should be sent electronically to the Scrutinizer by email to mihenhalani@mha-cs.com with a copy marked to evoting@kfintech.com.
14. The results of e-voting shall be announced on or before Wednesday, September 23, 2026. The said results along with the Scrutinizer's report would be submitted with the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited. Additionally, the results would also be placed on the website of Trust - www.irbinvit.co.in and on the website of remote e-voting agency viz., KFintech – <https://evoting.kfintech.com>.
15. Unitholders who have not registered their email 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 to KFintech (Unit: IRB INVIT FUND) at einward.ris@kfintech.com or evoting@kfintech.com or contact KFintech at 1800-309-4001 (between 9:00 A.M. to 5:30 P.M.) or contact IRB InvIT Fund at 022 6640 4299 (on weekdays between 9:00 A.M. to 5:30 P.M.).
16. Documents referred to in this Notice and Explanatory Statement are available on the website of the Trust at www.irbinvit.co.in.
17. Unitholders who have not registered their e-mail addresses so far are requested to register the same with their respective depository participants for receiving all communications including annual reports, notices, circulars etc. from the Investment Manager, on behalf of the Trust electronically and also for the smooth remote e-voting process.
18. Unitholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.
19. Pursuant to Regulation 18 of SEBI (Infrastructure Investment Trusts) Regulations, 2014 read with Master Circular for Infrastructure Investment Trusts (InvITs) SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 (as amended) any amount remaining unclaimed or unpaid out of the distributions declared by an InvIT, shall be transferred to the "Investor Protection and Education Fund". Further the relevant details of such unclaimed unitholders is available on website of the InvIT at [Unpaid / Unclaimed Distribution – IRB InvIT Fund](#)
20. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar and Unit Transfer Agent, KFintech (Unit: IRB InvIT Fund), Selenium Building, Tower

B, Plot No. 31&32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, India.

1. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EXTRA ORDINARY MEETING:

(I) Instructions for Unitholders for Remote e-Voting:

Details of the process and manner of e-Voting are provided below:

Step 1: Access to Depositories' e-Voting system in case of Individual Unitholders.

Step 2: Access to KFintech e-Voting system in case of Non-Individual Unitholders.

Details on Step 1 are mentioned below:

1. Login method for remote e-Voting for Individual Unitholders

As per SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-Voting facility provided by Listed Entities', individual demat account holders can access e-Voting facility and cast their vote, by way of single login credential, through their demat accounts / websites of Depositories or Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

(I) Login method for remote e-Voting for Individual Unitholders through Depositories	
NSDL	CDSL
1. Existing IDeAS Users (i) Visit URL: https://eservices.nsdl.com (ii) On e-Services home page, Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section and enter your existing user ID and Password. (iii) Post successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" and you will be able to see e-Voting page. (iv) Click on company name or e-Voting service provider i.e. KFintech and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.	1. Users who have opted for Easi/ Easiest (i) Visit URL: www.cdslindia.com (ii) Click on login icon & New System Myeasi Tab. (iii) Login with your existing registered user ID and password. Upon login, option will be made available to reach e-Voting page without any further authentication. (iv) Post successful login, you will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. (v) On clicking the e-Voting option, you will be able to see e-Voting page of the e-Voting service provider i.e. KFintech for casting the vote during the remote e-

(I) Login method for remote e-Voting for Individual Unitholders through Depositories	
NSDL	CDSL
	Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
2. Users not registered for IDeAS e-Services (i) To register, click on link: https://eservices.nsdl.com (ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (iii) Proceed with completing the required fields. (iv) Follow steps given in point no. 1	2. User not registered for Easi/Easiest (i) Option to register is available at http://www.cdslindia.com (ii) Click on login & New System Myeasi Tab and then click on registration option. (iii) Proceed with completing the required fields. (iv) Follow the steps given in point no. 1
3. Users may alternatively vote by directly accessing the e-Voting website of NSDL (i) Open URL: https://www.evoting.nsdl.com/ (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. KFintech and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.	3. Users may alternatively vote by directly accessing the e-Voting website of CDSL (i) Visit URL: www.cdslindia.com (ii) Login with your demat Account Number and PAN No. (iii) System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. (iv) Post successful authentication, you will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
4. Unitholders can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.	

IRB

IRB InvIT Fund

(I) Login method for remote e-Voting for Individual Unitholders through Depositories	
NSDL	CDSL
NSDL Mobile App is available on  App Store  Google Play  	
(II) Login method for remote e-Voting for Individual Unitholders through Depository Participants (“DP”)	
1. Login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. 2. Upon Logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on Company name or e-Voting service provider i.e. KFintech and you will be redirected to e-Voting service provider (i.e. KFintech) website for casting the vote during the remote e-Voting period.	
Important note: Unitholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.	
Helpdesk for Individual Unitholders for any technical issues related to login through Depository i.e., NSDL and CDSL is as under:	
Login type	Helpdesk details
Units held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 and 022 2499 7000 In case of any query and/ or grievance, in respect of voting by electronic means, Unitholders may refer to ‘Help/FAQs’ section of https://www.evoting.nsdl.com/
Units held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 22 2305 8738 or +91 22-2305 8542-43 or 1800 22 55 33 In case of any query and/ or grievance, in respect of voting by electronic means, Unitholders may refer to ‘Help’ section of https://www.evotingindia.com/
Details on Step 2 are mentioned below:	
1. Login method for remote e-Voting for Non-Individual Unitholders	

A. Unitholders whose email IDs are registered with Depositories/Depository Participant(s), will receive an email from KFintech which will include details of e-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>



- (ii) Enter the login credentials (i.e. User ID and Password). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-Voting, you can use your existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the “EVEN” i.e., “**IRB INVIT FUND**” and click on “Submit”.
- (vii) On the voting page, enter the number of units (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total unitholding as mentioned herein above. You may also choose the option “ABSTAIN”. If Unitholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the units held will not be counted under either head.
- (viii) Unitholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as Abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Unitholders can login any number of times till they have voted on the Resolution(s).
- (xii) Institutional Unitholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/ JPG format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who is/ are authorized to vote, to the Scrutinizer by email to mihenhalani@mha-cs.com with a copy marked to evoting@kfintech.com . The scanned image of the above-mentioned documents should be in the naming format “Corporate Name EVENT No.”
- (xiii) May contact to Mr. S V Raju, Deputy Vice President of M/s. KFin Technologies Limited, Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Hyderabad, Telangana – 500 032, India OR
- (xiv) e-mail at einward.ris@kfintech.com or evoting@kfintech.com or call KFinTech’s toll free No. 1800-309-4001 for any further clarifications.



B. Unitholders whose email IDs are not registered with Depositories / Depository Participants(s):

In case of Unitholders who have not registered their e-mail address or become a Unitholder of IRB InvIT Fund after dispatch of EM Notice but on or before the cut-off date for e-Voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- a. If the mobile number of the Unitholder is registered against DP ID Client ID, the Unitholder may send SMS: MYEPWD<space>E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 - i. Example for NSDL - MYEPWD<space>IN12345612345678,
 - ii. Example for CDSL - MYEPWD<space>1402345612345678,
- b. If e-mail address or mobile number of the Unitholder is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Unitholder may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. KFintech shall endeavour to send User ID and Password to those new Unitholders whose e-mail ids are available.

In case of any query and/ or grievance, in respect of voting by electronic means, Unitholders may refer to

- the ‘Help’ & ‘Frequently Asked Questions’ (FAQs) and e-Voting user manual available at the ‘Downloads’ section of <https://evoting.kfintech.com> OR
- may contact to Mr. S V Raju, Deputy Vice President of M/s. KFin Technologies Limited, Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Hyderabad, Telangana – 500 032, India OR
- e-mail at einward.ris@kfintech.com or evoting@kfintech.com or call KFintech’s toll free No. 1800-309-4001 for any further clarifications.

(II) Instructions for Unitholders for e-Voting during the EM session:

Those Unitholders, who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-Voting, can vote through e-Voting at the Meeting. The Unitholders may vote through the Insta Poll facility that will be made available on the Meeting page (after you log into the Meeting). An icon, “Vote”, will be available on the Meeting Screen. Unitholders will be able to cast their vote by clicking on this icon, using the user ID and Password as communicated in the e-mail from KFintech as the credentials.

2. Instructions for the Unitholders for attending the EM through VC / OAVM:

- a. Unitholders will be provided with a facility to attend the EM through video conferencing platform provided by KFintech. Unitholders may access the same at <https://emeetings.kfintech.com/> and click on the “video conference” and access the shareholders/ members login by using the remote e-Voting credentials. The link for EM will be available in shareholder/members login where the EVENT and the name of IRB INVIT FUND can be selected.

- b. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.
- c. 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.
- d. Please note that 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.
- e. The facility of joining the EM through VC will be opened 30 minutes before the scheduled start-time of the EM and will not be closed until the expiry of 15 minutes after such scheduled time.
- f. Unitholders who would like to express their views/ ask questions as a speaker at the EM may visit <https://emeetings.kfintech.com> and login through the User Id and Password provided in the mail received from KFintech. On successful login, select 'Speaker Registration', which will be opened from Friday, September 18, 2026, to Sunday, September 20, 2026. The Trust reserves the right to limit the number of Unitholders asking questions depending on the availability of time at the EM. Due to limitations of transmission and coordination during the Q&A session, the Trust has dispensed with the speaker registration during the EM.
- g. Unitholders who would like to post their questions may send their queries in advance by visiting at <https://emeetings.kfintech.com> and login through the User Id and Password provided in the e-mail received from KFintech. On successful login, select "Post your Questions", which will be opened from Friday, September 18, 2026, to Sunday, September 20, 2026. Please note that the Unitholders' questions will be answered only if the Unitholder continues to hold the Units as of the cut-off date i.e. Monday, September 14, 2026.
- h. Unitholders who need assistance before or during the EM, can contact KFintech on evoting@kfintech.com or 1800-309-4001 (toll free) or contact Mr. S V Raju, Deputy Vice President, KFintech through an e-mail request to inward.ris@kfintech.com or evoting@kfintech.com