

Date: February 7, 2025

To,

**Corporate Relationship Department,
BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

**Listing Department,
National Stock Exchange of India Limited**
Exchange Plaza, C-1 Block G
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Dear Sir/Madam,

Re: Scrip Code 532947; Symbol: IRB

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –Postal Ballot Notice

We refer to the outcome of Board Meeting dated January 31, 2025, and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the postal ballot notice seeking approval of the Shareholders of the Company, by way of remote e-voting process (e-voting) for:

| Item No. | Description of Resolution |
|----------|--|
| 1. | Appointment of Mr. Luis Aguirre De Carcer Cabezas as a Non-Executive Director, not liable to retire by rotation. |
| 2. | Appointment of Dr Ajay Kumar Singh as an Independent Director of the Company. |

In compliance with the applicable circulars, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. Wednesday, February 5, 2025.

The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to enable the members to cast their votes electronically.



Certificate Number 23725

The e-voting facility will be available during the following period:

| | |
|---------------------------------|--|
| Commencement of remote e-voting | Monday, February 10, 2025 (09:00 a.m.) |
| End of remote e-voting | Tuesday, March 11, 2025 (05:00 p.m.) |

The Postal Ballot notice is also available on the Company's website at www.irb.co.in.

You are requested to take the same on record.

Thank you,

For IRB Infrastructure Developers Limited

Mehul Patel
Company Secretary

Encl.: Postal Ballot Notice

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of IRB Infrastructure Developers Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Company is sending the Postal Ballot Notice to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, February 5, 2025, being the cut-off date for the purpose, in electronic form to those Members whose email address is registered with KFin Technologies Limited, the Company’s Registrar and Share Transfer Agent (“KFintech” or “Registrar and Transfer Agent”) or Depository Participants.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act read with rules, the Statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions are annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice (“the **Notice**” or “the **Postal Ballot Notice**”).

The Board of Directors has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be Final. The Company has engaged the services of KFintech as an agency to provide e-voting facility.

In accordance with the MCA General Circular No. 09/2024 dated September 19, 2024, read with other relevant circulars (MCA Circular), Postal Ballot Notice is being sent only through electronic mode to the shareholders whose names appear in the Register of Members / Register of Beneficial Owners, as on Wednesday, February 5, 2025, and whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The Physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes section of this Postal Ballot Notice to cast their vote electronically which **begins on Monday, February 10, 2025 at 9:00**

a.m. (IST) and ends on 5:00 p.m. (IST) on Tuesday, March 11, 2025 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Thursday, March 13, 2025 and will be displayed on the Company's website at www.irb.co.in and will also be communicated to the 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 "KFintech" at <https://evoting.kfintech.com>. The Company will also display the results of the Postal Ballot at its Registered Office. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday, March 11, 2025.

SPECIAL BUSINESS

1. Appointment of Mr. Luis Aguirre De Carcer Cabezas as a Non-Executive Director, not liable to retire by rotation.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Sections 152, 160, 161 read with other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Luis Aguirre De Carcer Cabezas (DIN: 10868771), who was appointed as a Non-retiring Additional Non-Executive Director with effect from December 29, 2024, in accordance with the provisions of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office is not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

2. Appointment of Dr Ajay Kumar Singh as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Dr. Ajay Kumar Singh (DIN: 08532830), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from February 5, 2025 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the act, the rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from February 5, 2025 to February 4, 2030.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

By Order of the Board of Directors
For **IRB Infrastructure Developers Limited**

Sd/-
Mehul Patel
Company Secretary
Mumbai, January 31, 2025

Registered office:
Office No – 11th Floor / 1101, Hiranandani Knowledge Park,
Technology Street, Hill Side Avenue,
Opp. Hiranandani Hospital, Powai, Mumbai 400 076
CIN: L65910MH1998PLC115967
Tel. + 91 22 67336400 Fax: + 91 22 4053 6699
E-mail: grievances@irb.co.in

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

As per Articles of Association of the Company, Cintra INR Investments BV has nominated Mr. Luis Aguirre De Carcer Cabezas (holding DIN: 10868771) as a Non-retiring Additional Non-executive Director of the Company in place of Mr. Jose Tamariz. As per recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company have appointed Mr. Luis Aguirre as a Non-retiring Additional Non-executive Director of the Company with effect from December 29, 2024 and recommended his appointment pursuant to provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received a notice in writing from a member of the Company proposing the candidature of Mr. Aguirre as Non-executive Director.

Mr. Luis Aguirre de Carcer Cabezas holds a degree in Law from the Complutense University of Madrid, as well as a master's degree in financial markets from the Instituto de Estudios Bursatiles de Madrid (IEB). He also holds an executive program in Private Equity and Venture Capital from Columbia Business School. He joined Cintra in 2012. Since then, he has held several positions such as Head of Investment Analysis for Europe and New Markets, Project Director within the Corporate & Business Development department, and Global Head of Corporate Development for water projects. He became Head of Europe and New Markets and Asset Management Director in 2024.

The Company has received from Mr. Aguirre a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any order passed by the Securities and Exchange Board of India or any such other regulatory authority.

As per regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the appointment of any person on the Board of directors is required to be approved by the shareholders earlier of the next general meeting or three months. Accordingly, the Board of Directors of the Company requests approval of the shareholders by way of Ordinary Resolution for appointment of Mr. Aguirre as Non-Executive Director of the Company whose period of office shall not be liable to retire by rotation. However, continuation of Mr. Aguirre as a Director beyond 5 years, will be subject to regulation 17(1D) of the Listing Regulations.

Details of Mr. Aguirre pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is provided under **Annexure A** to this Notice.

Mr. Aguirre will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof and reimbursement of expenses for participating in the Board and Committee meetings.

Except Mr. Aguirre, being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the resolutions. Relatives of Mr. Aguirre may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. The Board recommends the Ordinary Resolution set out at Item No. 1 of this Notice for the approval of the members.

ANNEXURE A

Details of the Directors seeking re-appointment / appointment / change in remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2.

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| Name of the Director | Mr. Luis Aguirre de Carcer Cabezas |
| DIN | 10868771 |
| Age | 41 Years |
| Qualification | Degree in Law from the Complutense University of Madrid, Master's degree in Financial markets from the Instituto de Estudios Bursatiles de Madrid (IEB), Executive Program in Private Equity and Venture Capital from Columbia Business School. |
| Experience (including expertise in specific functional area) / Brief Resume | Mr. Luis Aguirre de Carcer Cabezas joined Cintra in 2012. Since then, he has held several positions such as Head of Investment Analysis for Europe and New Markets, Project Director within the Corporate & Business Development department, and Global Head of Corporate Development for water projects. He became Head of Europe and New Markets and Asset Management Director in 2024. |
| Terms & Conditions of Appointment | As mentioned in the resolution set out at Item No.1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act. |
| Remuneration last drawn (including sitting fees, if any) | Not Applicable |
| Remuneration proposed to be paid | Mr. Aguirre will be entitled to remuneration by way of sitting fees for attending Board and Committee Meetings, as approved by the Board from time to time. |
| Date of first appointment on the Board | December 29, 2024 |

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| Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice | None |
| Member/ Chairperson of Committees of the Company | Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Member Risk Management Committee – Member Corporate Social Responsibility Committee – Member Management Administration and Share Transfer Committee – Member |
| Relationship with other Directors/Key Managerial Personnel | None |
| Number of meetings of the Board attended during the financial year | 1 (One) |
| Directorships of other Boards as on date of Postal Ballot Notice | None |
| Memberships / Chairmanships of committees of other Boards as on the date of Postal Ballot Notice | None |
| Listed entities from which the Director has resigned in the past three years | None |

ITEM No.: 2

As per the Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) at least half of the board of directors shall comprise of independent directors.

The members may note that Mr. Sandeep Shah will be completing his second term as Independent Directors on February 4, 2025. Your directors have vide their resolution dated January 31, 2025, appointed Dr Ajay Kumar Singh (DIN: 08532830) as an Additional Director of the Company in the capacity of Independent Director with effect from February 5, 2025. Further, pursuant to Regulation 17(1C) of the Listing Regulations, Dr Ajay Kumar Singh shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Dr Ajay

Kumar Singh is eligible to be appointed as an independent director for a term of 5 years with effect from February 5, 2025, to February 4, 2030, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Dr Ajay Kumar Singh as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Dr Ajay Kumar Singh to be appointed as Director of the Company.

The Company has received a declaration from Dr Ajay Kumar Singh confirming that he meets the criteria of independence under the Companies Act, 2013 and the Listing Regulations. Further, the Company has also received from Dr Ajay Kumar Singh a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any SEBI order or any such other regulatory authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Dr Ajay Kumar Singh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

In line with the Company's remuneration policy for Independent Directors, Dr Ajay Kumar Singh will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any.

Dr Ajay Kumar Singh has a wide-ranging experience in teaching, program design and delivery, business development to consulting. Also, the Board of Directors are of the opinion that Dr. Ajay Kumar Singh possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company and it would be in the interest of the Company to appoint him as Independent Director for a period of five years with effect from February 5, 2025, to February 4, 2030.

Draft letter of appointment of Dr Ajay Kumar Singh setting out the terms and conditions of his appointment is being made available for inspection by the Members.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Dr Ajay Kumar Singh as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Dr Ajay Kumar Singh as an Independent Director requires approval of members of the Company by passing a special resolution.

Except Dr Ajay Kumar Singh, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set

out at Item No. 2. Relatives of Dr Ajay Kumar Singh may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Details of the proposed appointee pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is provided under **Annexure B** to this Notice.

The Board of Directors recommends the Special Resolution set out at item No. 2 of the Notice for approval by Members.

ANNEXURE B

Details of the Directors seeking re-appointment / appointment / change in remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2.

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| Name of the Director | Dr. Ajay Kumar Singh |
| DIN | 08532830 |
| Age | 48 Years |
| Qualification | Post-Doctoral Fellow in Social Marketing from Indian School of Business- Hyderabad, Ph.D., MBA in Marketing. |
| Experience (including expertise in specific functional area) / Brief Resume | Dr Ajay Kumar Singh is the recipient of the prestigious ‘The Rashtrapati Rover Award’ and currently serves as the Associate Director at the Indian School of Business, Hyderabad. His research expertise lies in social marketing, and he has applied his research in areas, such as social entrepreneurship, branding, advertising, customer relationship management and customer centricity. He has worked with various organizations, including J P Associates (P) Limited, Crompton Greaves Limited, SIVA Institute and Apeejay School of Marketing. Furthermore, Dr Singh has designed transformation journeys for various government and public sectors and corporate organizations through focused education and training programmes. He has delivered over 1000 days of mi-career training to top organizations, including the State Bank of India, Bank of Baroda, NTPC, ONGC, IndiGo, Tata Steel, ITC, Sun Pharma, and more. He is also a member of the Academic Advisory Council of the Institute of Public Enterprise, Hyderabad, Telangana, and Honorary Academic Advisor at Capital University of Kodarma District in Jharkhand. |

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| Terms & Conditions of Appointment | As mentioned in the resolution set out at Item No.2 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act. |
| Remuneration last drawn (including sitting fees, if any) | Not Applicable |
| Remuneration proposed to be paid | Dr Ajay Kumar Singh will be entitled to remuneration by way of sitting fees for attending Board and Committee Meetings, as approved by the Board from time to time. |
| Date of first appointment on the Board | With effect from February 5, 2025 |
| Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice | None |
| Member/ Chairperson of Committees of the Company | <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Management Administration & Share Transfer Committee |
| Relationship with other Directors/Key Managerial Personnel | None |
| Number of meetings of the Board attended during the financial year | Not Applicable |
| Directorships of other Boards as on date of Postal Ballot Notice | <ol style="list-style-type: none"> 1. Ajayan Consulting Private Limited 2. Unistring Tech Solutions Private Limited 3. Zen Technologies Limited |
| Memberships / Chairmanships of committees of other Boards as on the date of Postal Ballot Notice | <p>Zen Technologies Limited</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. Risk Management Committee – Member |
| Listed entities from which the Director has resigned in the past three years | None |

In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements

Dr. Ajay Kumar Singh possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company.

By Order of the Board of Directors
For **IRB Infrastructure Developers Limited**

Sd/-
Mehul Patel
Company Secretary
Mumbai, January 31, 2025

Registered office:
Office No – 11th Floor / 1101, Hiranandani Knowledge Park,
Technology Street, Hill Side Avenue,
Opp. Hiranandani Hospital, Powai, Mumbai 400 076
CIN: L65910MH1998PLC115967
Tel. + 91 22 67336400 Fax: + 91 22 4053 6699
E-mail: grievances@irb.co.in

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with details in terms of Regulation 36(3) of the Listing Regulations, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. The Ministry of Corporate Affairs (‘MCA’), vide its General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars (‘MCA Circulars’), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.
3. The Company has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman and Managing Director of the Company or any person authorized by him. The result of the e-voting will be announced on or before Thursday, March 13, 2025 and the same will be communicated to the National Stock Exchange of India Limited and the BSE Limited and shall also be available on the Company’s website (www.irb.co.in) and on KFintech’s web link (<https://evoting.kfintech.com>) and also will be displayed at the Registered Office and the Corporate Office of the Company. The Resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. Tuesday, March 11, 2025.
4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners as on Wednesday, February 5, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. This Postal Ballot Notice will also be available on the Company's website at www.irb.co.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited (‘KFintech’) at <https://evoting.kfintech.com>.
7. Pursuant to the applicable provisions of the Act and Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered

their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their email addresses with the Company's RTA.

8. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to grievances@irb.co.in.
9. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
10. The Results declared will be available on the website of the Company at www.irb.co.in and on e-voting Service Provider's website at <https://evoting.kfintech.com>, not later than 2 working days from the conclusion of the e-voting and shall also be communicated to the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited.
11. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
12. Non-resident Indian members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
 - (a) the change in the residential status on return to India for permanent settlement; and
 - (b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
13. Members 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 in case the shares are held by them in electronic form and to KFintech in case the shares are held by them in physical form.
14. In terms of SEBI circular dated March 16, 2023 and related circulars, Members holding shares in physical form are requested to register / update their PAN, e-mail address, Postal Address with PIN, bank details, nomination and other KYC details.

Procedure for Remote E-Voting:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) and in terms of Section VI-C of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 in relation to e-Voting facility to be provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. The Company has engaged the services of KFinTech as an agency to provide e-Voting facility.
- iii. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on “e-Voting facility to be provided by listed companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iv. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- v. **The remote e-Voting period commences on Monday, February 10, 2025 at 9:00 a.m. IST and ends on Tuesday, March 11, 2025 at 5:00 p.m. IST.** During this period Members as on the cut-off date may cast their vote electronically in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date.
- vii. The detailed process and manner for remote e-Voting are explained herein below:

| MODE OF E-VOTING | THROUGH DEPOSITORIES | | THROUGH DEPOSITORY PARTICIPANT(S) |
|----------------------------|---|---|--|
| | NSDL | CDSL | |
| Individual members holding | <p>1. Members already registered for IDeAS facility may follow the below steps:</p> <p>i. Visit the following URL: https://eservices.nsd.com/</p> | <p>1. Members already registered for Easi/Easiest may follow the below steps:</p> <p>i. Visit the following URL: https://web.cdslindia.com/m</p> | <p>1. Members can also log-in using the credentials of their demat account through</p> |

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| <p>securities in demat mode</p> | <p>ii. On the home page, click on the “Beneficial Owner” icon “Login” which is available under “IDeAS” section.</p> <p>iii. A new screen will open. Enter User ID and Password. Post successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page.</p> <p>iv. Click on Company name or e-voting service provider name i.e. KFintech and you will be re-directed to KFintech website for casting your vote.</p> <p>2. Members not registered for IDeAS facility may follow the below steps:</p> <p>i. To register for this facility, visit the following URL: https://eservices.nSDL.com</p> <p>ii. On the home page, select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. On completion of the registration formality, follow the steps provided above.</p> <p>3. Members may alternatively vote through the e-voting website of NSDL in the manner specified below:</p> <p>i. Visit the URL: https://www.evoting.nSDL.com</p> <p>ii. Click on the “Login” icon available under the “Shareholder/Member” section.</p> | <p>yeasitoken/Home/Login or www.cdslindia.com</p> <p>ii. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com)</p> <p>iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</p> <p>iv. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</p> <p>2. Members who have not registered for Easi/Easiest may follow the below steps:</p> <p>i. To register for this facility, visit the following URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>ii. On completion of the registration formality, follow the steps provided above.</p> <p>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <p>i. Visit the URL: www.cdslindia.com or https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>ii. On clicking the e-voting icon, Enter the demat account number and PAN.</p> | <p>their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility.</p> <p>2. On clicking the e-voting icon, members will be re-directed to the NSDL/CDSL site, as applicable, on successful authentication.</p> <p>3. Members may then click on Company name or e-voting service provider name i.e. KFintech and will be redirected to KFintech website for casting their vote.</p> |
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| | <p>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP, as applicable and the verification code shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to the NSDL IDeAS site wherein you can see the e-voting page.</p> <p>v. Click on Company name or e-Voting service provider name i.e. KFintech and you will be redirected to KFintech website for casting your vote.</p> <p>4. For any technical assistance, Members may contact NSDL helpdesk by writing to evoting@nsdl.co.in or calling the toll free no.: 18001020990 or 1800224430.</p> | <p>iii. Enter OTP received on mobile number and email registered with the demat account for authentication.</p> <p>iv. Post successful authentication, the user will receive links for the respective e-voting service provider i.e. KFintech where the e-voting is in progress.</p> <p>4. For any technical assistance, Members may contact CDSL helpdesk by writing to helpdesk.evoting@cdslindia.com or calling at 022-23058738 or 022-23058542-43.</p> | |
| <p>MODE OF E-VOTING</p> | <p>THROUGH KFINTECH</p> | | |
| <p>Non-individual members holding securities in demat mode and Members holding securities in physical mode</p> | <p>1. In case of members whose email IDs are registered with the Company/Depository Participant(s), please follow the below instructions:</p> <ol style="list-style-type: none"> Visit the following URL: https://evoting.kfintech.com Enter the login credentials (i.e. User ID and password as communicated in the e-mail from KFintech). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. 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 your vote. After entering these details appropriately, click on “LOGIN”. 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.). 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. 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. You need to login again with the new credentials. | | |

- f. On successful login, the system will prompt you to select the “EVENT” and click on “IRB Infrastructure Developers Limited”.
- g. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under either head. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- j. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at mihenhalani@gmail.com and may also upload the same in the e-voting module in their login.
- k. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com> or call KFin on 1- 800-309-4001 (toll free).

2. Any member may obtain / generate / retrieve the User ID and Password from KFinTech in the manner as mentioned below:

- a. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the member 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,
 - iii. Example for Physical - MYEPWD<space>XXXX1234567890.
- b. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member 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 Members whose e-mail ids are available.

Members are requested to note the following contact details for addressing e-voting related grievances:

Ms. Rajitha Cholleti, Vice President

KFin Technologies Limited

Selenium Tower B, Plot 31-32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad 500 032

Phone No.: +91 40 6716 1700

Toll-free Nos.: 1800-309-4001

(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)

E-mail: einward.ris@kfintech.com or evoting@kfintech.com

Procedure for Registration of email and Mobile: securities in physical mode:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite **ISR 1** form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;
or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name KFIN Technologies Limited
Address Selenium Building, Tower-B,
 Plot No 31 & 32, Financial District,
 Nanakramguda, Serilingampally,
 Hyderabad, Rangareddy, Telangana India 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT account is being held.