

**Corporate Office :**

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CIN : L65910MH1998PLC115967



Date: January 12, 2024

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
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**Sub: Disclosure under regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir / Madam,

With reference to our letter dated December 22, 2021, and May 17, 2022 in relation to execution of advisory services agreements between IRB Infrastructure Developers Limited (the “Company”) and certain affiliates of CINTRA INR INVESTMENTS BV (“Cintra Affiliates”). The Audit Committee and Board of Directors at their respective meetings held today i.e. January 12, 2024 have approved Extension of the term of such advisory services agreements for a period of two (2) years by way of execution of supplemental agreements.

The details as required to be disclosed pursuant to the SEBI Listing Regulations read with the circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 issued by the Securities and Exchange Board of India (“**SEBI Circular**”) are annexed herewith as Annexure I.

You are requested to kindly take note of the same.

**For IRB Infrastructure Developers Limited**

**Mehul Patel**  
**Company Secretary**

## Annexure I

### Details of the terms of the advisory service agreements

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreements are entered	<p>1. Supplemental agreement between the Company and CIINFRA India Private Limited (a private limited company incorporated in India);</p> <p>2. Supplemental agreement between the Company and Cintra Servicios de Infraestructuras SA (a private limited company incorporated in Spain).</p> <p>CIINFRA India Private Limited and Cintra Servicios de Infraestructuras SA are affiliates of Cintra INR Investments BV, and are hereinafter referred to as “<b>Cintra Affiliates</b>”.</p>
2.	Purpose of entering into the agreements	<p>The Company had entered into advisory services agreements pursuant to our disclosures dated December 22, 2021 and May 17, 2022 with the Cintra Affiliates (collectively, the “<b>Advisory Services Agreements</b>”) to allow the Cintra Affiliates to provide services to the Company on an arm’s length basis with a view to imparting know-how and international best practices to the management and employees of Company:</p> <p>a) Agreement between the Company and CIINFRA India Private Limited (Onshore Agreement) – The services include local asset and management support, sharing of international best practices and technical know-how;</p> <p>b) Agreement between the Company and Cintra Servicios de Infraestructuras SA (Offshore Agreement) – The services include sharing of international best practices and technical know-how.</p> <p>Since the Company has benefitted from these services, the term of the Advisory Services Agreements is now being extended for an additional period of two (2) years by way of execution of supplemental agreements.</p>
3.	Shareholding, if any, in the entity with whom agreement is being executed	The Cintra Affiliates are affiliates of Cintra INR Investments BV, – which holds 24.86% of the shareholding of the Company.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The supplemental agreements extend the term of the Advisory Services Agreements for a period of two (2) years.</p> <p>The Advisory Services Agreements have <i>inter alia</i> created a framework to allow transfer of know-how and international best practices from Cintra Affiliates to the Company. For this purpose, the Company and the Cintra Affiliates have determined that the services under the Advisory Services Agreements will continue to be rendered by a multi-disciplinary group of talented professionals, some of them on a full-time basis and others on a part-time basis. Unless otherwise decided</p>

		by the Cintra Affiliates and the Company, team of professionals who have been relocated to India, will continue to be responsible for identifying areas for knowledge sharing where the Investor/ its Affiliates could advise the management of the Company. The team (both part-time and full-time) will continue to assist and advise the Company's management and facilitate the transfer of know-how and international best practices to the Company.
5.	Whether, the said parties are related to the promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	No.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes. The services provided will be on an arm's length basis.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	N.A.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	N.A.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):  a) Name of parties to the agreement b) Nature of the agreement c) Date of execution of the agreement d) Details of amendment and impact thereof or reasons of termination and impact thereof	a) <u>Name of parties to the agreement</u> : Please refer to S. No.1 above.  b) <u>Nature of the agreement</u> : Please refer to S. No.2 above.  c) <u>Date of execution of the agreement</u> : Not Applicable  d) <u>Details of amendment and impact thereof or reasons of termination and impact thereof</u> : The supplemental agreements to be executed to extend the term of the existing Advisory Services Agreements by two (2) years.