

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

Tel: 91 - 22 - 6640 4220 / 4880 4200 ▪ Fax: 91 - 22 - 2857 3441 ▪ e-mail: info@irb.co.in ▪ www.irb.co.in

CIN : L65910MH1998PLC115967



Date: December 22, 2021

Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code: 532947	Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E) Mumbai Symbol: IRB
--	--

Sub: Approval of the terms of advisory service agreement - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”).

Dear Sir / Madam,

In furtherance of our letter dated October 26, 2021 and November 29, 2021 in accordance with Regulation 30 read with Schedule III of the SEBI Listing Regulations, we hereby inform you that the Audit Committee and Board of Directors at their meeting held on December 22, 2021 have approved the terms of the advisory services agreement agreed between the Company and Cintra INR Investments BV (“**Cintra**”) in accordance with the investment agreement dated November 27, 2021 executed by and amongst the Company, Cintra INR Investments BV., Mr. Virendra D. Mhaskar, IRB Holding Private Limited (formerly known as Mhaskar Ventures Private Limited) and certain other members of the Promoter and Promoter Group of the Company. .

The terms of the advisory service agreement required to be disclosed pursuant to the SEBI Listing Regulations read with the circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 issued by the Securities and Exchange Board of India (“**SEBI Circular**”) are annexed herewith as Annexure I.

Pursuant to Regulation 30(8) of the SEBI Listing Regulations, this letter is being hosted on the Company’s website.

We request you to kindly take this letter on record and disseminate on your website.

For IRB Infrastructure Developers Limited

A handwritten signature in blue ink, appearing to read 'Mehul Patel', is written over a blue circular stamp or seal.

Mehul Patel
Company Secretary

Annexure I

Details of the terms of the advisory service agreement

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreements are entered	The following persons should be the parties to the advisory service agreement: (i) The Company (ii) Cintra INR Investments BV (“Cintra”)
2.	Purpose of entering into the agreements	The terms of the advisory services agreement shall allow Cintra at its discretion 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.
3.	Shareholding, if any, in the entity with whom agreement is being executed	None
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.	On and from the execution of the advisory services agreement, the agreement shall <i>inter alia</i> create a framework to allow transfer of know-how and international best practices from Cintra to the Company. For this purpose, the Company and the Cintra have determined that the services under the advisory services agreement will be rendered by a multidisciplinary group of talented professionals, some of them on a full-time basis and others on a part-time basis. Unless otherwise decided by the Cintra and the Company, team of professionals will be relocated to India and will be responsible for identifying areas for improvement where the Investor/ its Affiliates could advise the management of the Company. The team (both part time and full time) will assist and advise the Company’s management and facilitate the transfer of knowhow 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
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.
----	--	------