



**Registered Office :**  
IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai-400 072  
Tel: 91-22-6640 4299 ● Fax: 91-22-6640 4274 ● e-mail: info@irbfi.co.in ● www.irbfi.co.in  
**CIN :U28920MH1997PTC112628**

**February 5, 2024**

To,

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

**Ref.: Scrip Code: 540526, Symbol: IRBINVIT**

**Subject: Postal Ballot Notice dated January 30, 2024**

We refer to the outcome of Board Meeting dated January 30, 2024 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, the Investment Manager on behalf of IRB InvIT Fund (“Trust”) is seeking approval of the unitholders for relevant amendments to the Indenture of Trust and the Investment Management Agreement as per the details mentioned in the Postal Ballot Notice, through remote e-voting process.

Please note that this postal ballot notice is being sent only through electronic mode to those unitholders whose e-mail addresses are registered with the Trust / Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. Friday, February 2, 2024.

Pursuant to applicable provisions of the InvIT Regulations and any other applicable laws and regulations, please find enclosed herewith a copy of Postal Ballot Notice dated January 30, 2024. The Postal Ballot Notice is also available on the website of IRB InvIT Fund i.e. <https://www.irbinvit.co.in/>

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to enable the unitholders to cast their votes electronically. The remote e-voting shall commence on Tuesday, February 6, 2024 at 9:00 a.m. (IST) and ends on Wednesday, March 6, 2024 at 5:00 p.m. (IST).

We request you to take the above on record.

Thanking You.

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

**Swapna Vengurlekar  
Company Secretary & Compliance Officer**



(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](mailto:info@irbinvit.co.in) **Website:** [www.irbinvit.co.in](http://www.irbinvit.co.in)

### **POSTAL BALLOT NOTICE**

**NOTICE IS HEREBY GIVEN** that pursuant to Regulation 22 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 amendment(s) or re-enactment(s) thereof for the time being in force) (the “**SEBI InvIT Regulations**”) and subject to other applicable laws and regulations, the resolution as set out in this Notice is proposed to be passed by the Unitholders of IRB InvIT Fund (the “**Trust**”) through Postal Ballot by way of voting through electronic means (“**remote e-voting**”). The relevant explanatory statement, setting out the material facts concerning the resolution is annexed hereto.

#### **ITEM NO. 1: TO CONSIDER AND APPROVE AMENDMENT TO INDENTURE OF TRUST i.e. TRUST DEED**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of Regulation 22(5) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“InvIT Regulations”):

“**RESOLVED THAT** pursuant the provisions of Regulation 22(5) and other applicable provisions of the Securities and Exchange of Board India (Infrastructure Investment Trusts) Regulations, 2014, as amended, (“InvIT Regulations”) read with SEBI Circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023 and SEBI Circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/178 dated November 8, 2023 (“SEBI Circular(s)”) and upon recommendation of the Board of Directors of IRB Infrastructure Private Limited, the Investment manager of IRB InvIT Fund (the “Trust”), consent of the Unitholders be and is hereby granted to amend the Indenture of Trust dated October 16, 2015, as amended (“Indenture”), of the Trust entered into between IRB Infrastructure Developers Limited, the “Sponsor” &

the “Settlor” and IDBI Trusteeship Services Limited, (the “Trustee”) by execution of an amendment to the Indenture of Trust in order to comply with the provisions of the InvIT Regulations and the SEBI Circular(s) so as to enable a) the eligible unitholders to nominate such number of directors on the Board of Directors of the Investment Manager as per the provisions of InvIT Regulations and b) the Investment Manager to deal with unpaid or unclaimed distributions as specified under the InvIT Regulations, as under:

- (i) A new Clause 11.2.5 shall be inserted after the existing Clause 11.2.4 of the Indenture as follows:

*“Unpaid or unclaimed distributions shall be dealt with in the manner specified under the InvIT Regulations.”*

- (ii) A new Clause 13.6 shall be added after the existing Clause 13.5 of the Indenture as follows:

*“Subject to and in accordance with the InvIT Regulations and other Applicable Law, eligible unitholders shall have the right (but not the obligation) to nominate director(s) on the board of directors of the Investment Manager. Such right shall be exercised in accordance with the manner and mechanism prescribed by the SEBI.”*

**RESOLVED FURTHER THAT** the Board of Directors (including any committee(s) thereof) or Key Managerial Personnel of the Investment Manager and such other person(s) as it may authorise, be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities including but not limited to registration of the amendment to the Trust Deed with the concerned department / registrar / sub- Registrar and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolution and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**ITEM NO. 2: TO CONSIDER AND APPROVE AMENDMENT TO INVESTMENT MANAGEMENT AGREEMENT**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of Regulation 22(5) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (InvIT Regulations):

**“RESOLVED THAT** pursuant the provisions of Regulation 22(5) and other applicable provisions of the Securities and Exchange of Board India (Infrastructure Investment Trusts) Regulations, 2014, as amended, (“InvIT Regulations”) read with SEBI Circular no SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023 (“SEBI Circular”) and upon recommendation of the Board of Directors of IRB Infrastructure Private Limited, Investment manager of IRB InvIT Fund (the “Trust”), consent of the Unitholders be and is hereby granted to amend the Investment Management Agreement (IMA) dated March 3, 2015, entered into between IDBI Trusteeship Services Limited (the “Trustee”) and IRB Infrastructure Private Limited (the “Investment Manager”), in order to comply with the provisions of the InvIT Regulations and the SEBI Circular as appended below:

Clause 4 of the Investment Management Agreement shall stand amended as follows:

- (i) New sub-clauses (uuuu) and (vvvv) shall be inserted after the existing sub-clause (tttt) of the IMA as follows:

*“(uuuu) facilitating the exercise of the right to nominate director(s) on the board of directors of the Investment Manager by eligible unitholders in accordance with the manner and mechanism prescribed by the SEBI;”*

*(vvvv) complying with corporate governance requirements under the InvIT Regulations and other Applicable Law, to the extent applicable;”*

- (ii) The existing sub-clauses (uuuu) and (vvvv) shall be renumbered as (xxxx) and (yyyy), respectively.

**RESOLVED FURTHER THAT** the Board of Directors (including any committee(s) thereof) or Key Managerial Personnel of the Investment Manager and such other person(s) as it may authorise, be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities pertaining to the said amendment and also to finalise and execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolution and to settle any question that may arise in this regard, without being

required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For IRB INVIT FUND**

By Order of the Board

**IRB Infrastructure Private Limited**

(as the Investment Manager to IRB InvIT Fund)

**Sd/-**

**Vinod Kumar Menon**

**Whole Time Director & Chief Executive Officer**

Place: Mumbai

Date: January 30, 2024

**Registered Office 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 Vengurlekar

**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 Vengurlekar

## **EXPLANATORY STATEMENT**

The following Statement sets out the material facts and reasons for the proposed resolution at Item No. 1 and 2 in the accompanying Notice:

### **Item No. 1 & 2:**

Your kind attention is drawn to the fact that Securities and Exchange Board of India (“SEBI”) vide its below mentioned circulars has made amendments to the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (the “SEBI InvIT Regulations”):

- Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023, read with Regulation 4(2)(h) of the SEBI InvIT Regulations, entitles the eligible unitholders to nominate such number of directors (“Unitholder Nominee Director”) on the Board of Directors of the Investment Manager, in the manner specified by the SEBI.
- Circular No. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/178 dated November 8, 2023, read with Regulation 18(6)(d) of the SEBI InvIT Regulations, provides for procedural framework for dealing with unclaimed or unpaid amounts, out of the distributions declared, lying with Infrastructure Investment Trusts (InvITs) and manner of claiming such amounts by unitholders.

Accordingly, in view of the aforesaid amendments, the Indenture of Trust dated October 16, 2015, shall be amended to incorporate provisions to provide Board nomination rights to eligible unitholder(s) and the provisions to deal with unclaimed amounts out of the distributions declared by the IRB InvIT Fund, and the Investment Management Agreement dated March 3, 2016 shall be amended to incorporate provisions to provide Board nomination rights to eligible unitholder(s).

The proposed amendments in the Indenture of Trust and Investment Management Agreement requires approval of the Unitholders of Trust in accordance with Regulation 22(5) of the SEBI InvIT Regulations.

None of the directors or Key Managerial personnel and / or their relatives of the Investment Manager, are in any way, financially or otherwise, interested or concerned in the aforesaid resolutions.

**IRB InvIT Fund**  
**Postal Ballot Notice, January 30, 2024**

The Board of Directors of the Investment Manager recommends the resolution no. 1 and 2 as set out in the Notice for your approval by way of special majority (i.e. where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution).

For **IRB INVIT FUND**

By Order of the Board of Directors of

**IRB Infrastructure Private Limited**

(as the Investment Manager to IRB InvIT Fund)

**Sd/-**

**Vinod Kumar Menon**

**Whole Time Director & Chief Executive Officer**

Place: Mumbai

Date: January 30, 2024

**NOTES:**

1. The Postal Ballot Notice is being sent to the Unitholders whose names appear in the List of Beneficial Owners received from National Securities Depository Limited / Central Depository Services (India) Limited as at the close of business hours on Friday, February 2, 2024 ('cut-off date'). Unitholders as on the cut-off date would be entitled to vote on the business items mentioned in the Postal Ballot Notice and a person who is not a Unitholder as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

The Postal Ballot Notice is being sent only through electronic mode to all Unitholders whose e-mail addresses are registered with the Depositories. Unitholders who have not registered their e-mail addresses or have not received any communication regarding this postal ballot for any reason whatsoever, may obtain the user ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [info@irbinvit.co.in](mailto:info@irbinvit.co.in) or contact NSDL at 1800 1020 990 / 1800 22 44 30 (between 9.00 a.m. to 6.00 p.m.) or the IRB InvIT Fund at +91 22 6640 4299 (between 9.00 a.m. to 6.00 p.m.).

2. The Postal Ballot Notice will also be available on the Website of the Trust at [www.irbinvit.co.in](http://www.irbinvit.co.in) and may also be accessed from the relevant section of website of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and website of the NSDL
3. Resolution(s) passed by the requisite majority by the Unitholders through Postal Ballot shall be deemed to have been duly passed at a General Meeting convened in that behalf. The results declared shall be communicated to stock exchanges within two (2) working days and shall also be placed on the website of the IRB InvIT Fund at [www.irbinvit.co.in](http://www.irbinvit.co.in).
4. The Resolution(s), if approved by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, March 6, 2024.
5. The Board of Directors of Investment Manager has appointed M/s. Mihen Halani & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The remote e-voting period commences on Tuesday, February 6, 2024 at 9:00 a.m. (IST) and ends on Wednesday, March 6, 2024 at 5:00 p.m. (IST). During this period, the Unitholders holding Units in dematerialized form, as on the cut-off date may cast their vote by electronic means. The remote e-voting module shall be disabled for voting thereafter. Once the vote on resolution(s) are cast by the Unitholders, the Unitholders shall not be allowed to change it subsequently. Details of the process and manner of remote e-voting are provided in Annexure A.



**IRB InvIT Fund**  
**Postal Ballot Notice, January 30, 2024**

7. The voting rights of Unitholders shall be in proportion to their units of the unit capital of the Trust as on the cut-off date.
8. Relevant documents referred to in the accompanying Postal Ballot Notice, are open for inspection by the Unitholders, by sending a request to [info@irbinvit.co.in](mailto:info@irbinvit.co.in) with the following details: name, demat account number and email ID.
9. Wherever required or possible, the Unitholders are requested to address all correspondence, including distribution matters, to the RTA, KFin Technologies Limited (Unit: IRB InvIT Fund), Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, India, or via email to [support.irbinvit@kfintech.com](mailto:support.irbinvit@kfintech.com).
10. Unitholders who would like to express their views / ask questions may post their queries/views/questions by sending email to [info@irbinvit.co.in](mailto:info@irbinvit.co.in) by mentioning the name, demat account number/folio number, email ID, mobile number. The same will be replied by the company suitably.
11. 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](http://www.irbinvit.co.in/miscellaneous)
- SEBI SCORES Portal : <https://scores.gov.in/>

12. Unitholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of IRB InvIT Fund, electronically.

**ANNEXURE -A**

**INSTRUCTIONS FOR UNITHOLDERS FOR REMOTE E-VOTING:**

**Access to NSDL e-Voting system**

**Login method for e-Voting for Individual Unitholders holding securities in demat mode**





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Unitholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual unitholders holding securities in demat mode is given below:

<b>Type of Unitholders</b>	<b>Login Method</b>
Individual Unitholders holding securities in dematerialized mode with NSDL.	<p><b>A. NSDL IDeAS facility:</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"><li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a> either on a Personal Computer or on a mobile.</li><li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li><li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</li><li>4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li><li>5. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed</li></ol>

<b>Type of Unitholders</b>	<b>Login Method</b>
	<p style="text-align: center;">to NSDL e-voting website for casting your vote during the remote e-voting period.</p> <p style="text-align: center;"><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>b. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Please follow steps given in points 1-5.</li> </ol>
	<p><b>B. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member / Creditor’ section.</li> <li>3. A new screen will open. You will need 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.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol> <p><b>C. Unitholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p>

Type of Unitholders	Login Method
	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  <span data-bbox="662 436 831 478">App Store</span>  <span data-bbox="943 436 1144 478">Google Play</span> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Unitholders holding securities in dematerialized mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest on website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and select MyEasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote during the remote e-voting period.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company.</li> <li>5. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from ae-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting</li> </ol>

<b>Type of Unitholders</b>	<b>Login Method</b>
	option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Unitholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>2. Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>

**Important note:** Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Unitholders holding securities in demat mode with NSDL	Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Unitholders holding securities in demat mode with CDSL	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for Unitholders other than Individual Unitholders holding securities in demat mode and Unitholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by clicking the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding units i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Unitholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Unitholders who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Unitholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Unitholders other than Individual Unitholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in this notice.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding units in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding units in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding units / shares and whose voting cycle is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of units for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Unitholders**

1. Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Unitholders and e-voting user manual for Unitholders available at the download section of <https://www.evoting.nsdl.com> or call on.: +91 22 4886 7000 and +91 22 - 2499 7000 or send a request to Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



**Process for those Unitholders whose email address are not registered with the depositories for procuring user id and password and registration of email address for e-voting for the resolutions set out in this notice:**

1. In case units are held in demat mode, please provide DP ID - CL ID (16 digit DP ID + CL ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@irbinvit.co.in](mailto:info@irbinvit.co.in). If you are an Individual Unitholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual unitholders holding securities in demat mode.**
2. Alternatively Unitholders may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders / unitholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.