

Corporate Office :

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CIN : L65910MH1998PLC115967



Date: May 17, 2022

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

Dear Sir / Madam,

In furtherance of our letter dated October 26, 2021, November, 29, 2021 & December 22, 2021, the Board has approved execution of advisory services agreements agreed between the Company, CIINFRA India Private Limited & Cintra Servicios de Infraestructuras SA a Private Limited in accordance with the investment agreement dated November 27, 2021 executed by and amongst the Company, Cintra INR Investments BV, Mr. Virendra D. Mhaiskar, IRB Holding Private Limited (formerly known as Mhaiskar Ventures Private Limited) and certain other members of the Promoter and Promoter Group of the Company. The terms of the advisory service agreements 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.

You are requested to kindly take a note of the same.

For IRB Infrastructure Developers Limited

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 | <p>1. Onshore Agreement - the Company & CIINFRA India Private Limited</p> <p>2. Offshore Agreement – the Company & Cintra Servicios de Infraestructuras SA a Private Limited</p> <p>CIINFRA India Private Limited & Cintra Servicios de Infraestructuras SA a Private Limited are Affiliates of Cintra INR Investments BV (“Cintra”)</p> |
| 2. | Purpose of entering into the agreements | <p>The terms of the advisory services agreements 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.</p> <p>a) Onshore Agreement – The Company and Cintra have agreed to enter into an arrangement to provide Services including local asset and management support, sharing of international best practices and technical knowhow</p> <p>b) Offshore Agreement – The Company and Cintra have agreed to enter into an arrangement to provide Services, sharing of international best practices and technical knowhow</p> |
| 3. | Shareholding, if any, in the entity with whom agreement is being executed | Cintra INR Investments BV - 24.86% |
| 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>On and from the execution of the advisory services agreements, the agreements 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 agreements 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 knowledge sharing 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.</p> |
| 5. | Whether, the said parties are related to the promoter/ promoter group/ group companies in any manner. If yes, | No. |



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| | nature of relationship | |
| 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. |

