

## NOTICE

Notice is hereby given that the Extraordinary General Meeting (“**the EGM**”) of the Members of IRB Infrastructure Developers Limited (“**the Company**”) will be held on Tuesday, January 13, 2026, at 11:00 am (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following business:

### SPECIAL BUSINESS:

1. **To consider and approve material related party transactions in relation to Corridor of Lucknow-Ayodhya-Gorakhpur (NH-27) and Lucknow-Sultanpur (NH-731) (TOT-17) TOT Project, and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modifications thereof from time to time, Regulations 2(1)(zc), 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “**SEBI Listing Regulations**”), the circulars issued by the Securities and Exchange Board of India in this regard from time to time and other applicable law, based on the recommendation of the Audit Committee of the Board of Directors of the Company pursuant to their resolution dated December 21, 2025 and approval of the Board of Directors pursuant to their resolution dated December 21, 2025, the approval of the members of the Company be and is hereby accorded for entering into project implementation agreement and entering into, carrying out and continuing with the following material related party contracts/ arrangements/ transactions (whether by way of an individual transaction or transactions taken together or series of transactions or tranches or otherwise) between the Company on one hand and its related parties viz. IRB Harihara Corridors Private Limited (“**the TOT-17 Project SPV**”), a Project SPV wholly owned by IRB Infrastructure Trust (“**the Private InvIT**”) on the other hand and related actions, on such terms and conditions as may be agreed between them, on an arms-length basis and in the ordinary course of business:

S. No.	Nature of Transactions	Estimated aggregate value
1.	To provide works in relation to initial upgradation / O&M works / project implementation to the TOT-17 Project SPV, including entering into a project implementation agreement with the TOT-17 Project SPV, the investment manager of the Private InvIT and the trustee of the Private InvIT (acting on behalf of the Private InvIT) under which the Company will be appointed as project manager for Tolling, Operation, Management, Maintenance & Transfer (TOT) of Lucknow-Ayodhya Section of NH- 28 (New NH-27) from km 15.400 to km 137.970, Ayodhya-Gorakhpur Section (Km. 136.759 to Km. 252.860) stretch of NH-28 (New NH-27) and Lucknow-Sultanpur Section of NH-731 from Km. 90.370 to km. 217.795 in the state of Uttar Pradesh. (the “ <b>Project</b> ”).	Upto 6,785 crore* (including GST @18%)

\* Assuming the appointed date is February 2026.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee(s) thereof) be and is hereby authorized on behalf of the Company to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board of Directors (including any Committee(s) thereof) to be in the best interest of the Company and its members, including

any negotiations, finalizations, amendments, supplements or modifications to the agreements, deeds, letters, undertakings and any other documents in relation to the above transactions, as applicable or appropriate, to carry out and complete the above contracts/arrangements/transactions, and in relation to the above transactions, to sign, execute, amend, deliver and terminate any agreements including the project implementation agreement/ management agreements, amendments to name licensing agreements and other ancillary agreements/ documents, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as any amendments, modifications, supplements or terminations to documents, including to appoint any advisers, valuers, experts or other persons and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may deem fit from time to time, to decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board (including any Committee(s) thereof) authorized pursuant to the above resolution in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors

**For IRB Infrastructure Developers Limited**

Sd/-

**Mehul Patel**

Company Secretary

Mumbai, December 21, 2025

**Registered office:**

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Technology Street, Hill Side Avenue,  
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## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

IRB Infrastructure Trust (“**Private InvIT**”), an associate of the Company, has incorporated a special purpose vehicle (SPV) “IRB Harihara Corridors Private Limited” (the “**TOT-17 Project SPV**” or “**the Project SPV**”) for the implementation of the project of Tolling, Operation, Maintenance and Transfer of Lucknow-Ayodhya Section of NH-28 (New NH-27) from km 15.400 to km 137.970, Ayodhya-Gorakhpur Section (Km. 136.759 to Km. 252.860) stretch of NH-28 (New NH-27) and Lucknow-Sultanpur Section of NH-731 from Km. 90.370 to km. 217.795 in the state of Uttar Pradesh (“**TOT-17 Project**” or “**the Project**”).

The Private InvIT is sponsored by the Company which holds 51% of the units of the Private InvIT and the remaining 49% is held by financial investors. The units of the Private InvIT are listed on the National Stock Exchange of India.

#### **Certain details in relation to the implementation of the TOT-17 Project are set out below:**

Sr. No.	Details	TOT-17 Project
A.	<b>Total Kilometers (Project Length):</b>	366.096 Kms
B.	<b>Concession fee payable to NHAI:</b>	Rs.9,270 crore of upfront payment
C.	<b>Project features:</b>	The TOT-17 Project is for Tolling, Operation, Maintenance & Transfer of Lucknow-Ayodhya Section of NH- 28 (New NH-27) from km 15.400 to km 137.970, Ayodhya-Gorakhpur Section (km. 136.759 to km. 252.860) stretch of NH-28 (New NH-27) and Lucknow-Sultanpur Section of NH-731 from km. 90.370 to km. 217.795 in the state of Uttar Pradesh.
D.	<b>Concession Tenure:</b>	Revenue linked Concession Period of 20 years from the Appointed Date.
E.	<b>Initial Upgradation and O&amp;M works / Project Implementation comprised of:</b>	
	<b>Initial Upgradation Works –</b>	approximately upto Rs.713 crores (including GST @18%)
	<b>Operations &amp; Maintenance Cost during the concession period –</b>	approximately upto Rs.6,072 crores (including GST @18%)

The Board and the Audit Committee of the Company have approved the arrangements described below, pursuant to their resolutions passed on December 21, 2025.

#### **Proposed Related Party Transaction:**

#### **Initial Upgradation and O&M Works / Project Implementation:**

The Company, as the project manager, has proposed to provide Initial Upgradation and O&M works to the TOT -17 Project SPV in connection with the TOT-17 Project in accordance with the Project Implementation Agreement (as defined below). For purposes of implementation of the Project, the Company will be designated as the project manager with respect to the TOT- 17 Project SPV under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, guidelines, notifications and clarifications issued thereunder, each as amended (“**SEBI InvIT Regulations**”), pursuant to a project implementation agreement to be executed among the Company, the TOT-17 Project SPV, the investment manager of the Private InvIT and the trustee of the Private InvIT (acting on behalf of the Private InvIT) (“**Project Implementation Agreement**”), such that the total value of the Initial Upgradation works as well as operation and maintenance works, under the project implementation arrangement for the TOT-17 Project would aggregate to approximately upto Rs.6,785 crores (including GST @18%). Initial Upgradation Costs, which pertain to the pavement, structure and other related upgradation works for the TOT-17 Project, would be incurred for approximately two years from the Appointed Date and the O&M works would be provided once the Appointed Date is received and the TOT-17 Project enters

into commercial service until the end of the concession period. Under the Project Implementation Agreement, the project manager in connection with the TOT-17 Project, undertakes the following: (a) the obligations of the concessionaire (i.e. TOT-17 Project SPV) for the O&M works under the concession agreement; and (b) the obligation to undertake the Initial Upgradation works.

The aforementioned related party transaction of the Company is at arm's-length and in the ordinary course of business as required under relevant regulations. The Company has implemented a policy on Related Party Transactions, and it undertakes related party transactions in accordance with such policy. Initial Upgradation Costs and O&M / project implementation contracts with related parties are also independently reviewed by independent professionals for arms-length consideration and industry benchmarking as may be applicable, for similar categories of transactions and presented to the Audit Committee for consideration. As required by relevant regulations, approval of Audit Committee, which comprises two-thirds of independent directors, has been sought for all applicable related party transactions. The Audit Committee has approved the related party transaction after satisfying themselves that it is at arms-length, in the ordinary course of business and in the interest of the shareholders. Further, the Audit Committee also reviews on a quarterly basis, all previously approved related party transactions. The related party transactions between the Company and its associates are also approved by the Audit Committee.

The relevant information pertaining to transactions as required pursuant to the Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated November 11, 2024, as amended, issued by the Securities and Exchange Board of India ("SEBI") read with the Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions dated June 26, 2025 ("RPT Industry Standards") and pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as set forth below:

#### **Proposed Related Party Transactions for Initial Upgradation and O&M Works / Project Implementation:**

##### **Part A1 to A5 Minimum information of the proposed RPT, applicable to all RPTs.**

##### **Minimum information to the Audit Committee for approval of Related Party Transactions**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
<b>A(1). Basic details of the related party</b>		
1.	Name of the related party	<p>IRB Harihara Corridors Private Limited ("TOT-17 SPV"), Project SPV of the IRB Infrastructure Trust ("Trust").</p> <p>TOT-17 SPV is wholly owned by the Trust. The Trust is an associate of the Company. The Company is the Sponsor and the Project Manager of the Trust and holds 51% of the unitholding in the Trust.</p> <p>The investment manager (MMK Toll Road Private Limited), an associate of the Company, and the trustee, a third-party, will act in their respective capacities on behalf of the Trust.</p>
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Construction and maintenance of motorways, streets, roads, other vehicular and pedestrian ways, highways, bridges, tunnels and subways including Tolling, Operation, Maintenance & Transfer of Lucknow-Ayodhya Section of NH28 (New NH-27) from km 15.400 to km 137.970, Ayodhya-Gorakhpur Section (Km.136.759 to Km. 252.860)

Sr. No.	Particulars of the information	Information provided by the management
		stretch of NH-28 (New NH-27) and Lucknow-Sultanpur Section of NH-731 from Km. 90.370 to km. 217.795 in the state of Uttar Pradesh (TOT 17)
<b>A(2)</b>	<b>Relationship and ownership of the related party</b>	
1.	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	IRB Harihara Corridors Private Limited is the Project SPV of the Trust and is wholly-owned by the Trust and is an associate of the Company.
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity whether direct or indirect, in the related party.</li> </ul>	TOT-17 SPV is wholly owned by the Trust. The Company is the Sponsor and the Project Manager of the Trust and holds 51% of the unitholding in the Trust.
	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</li> </ul>	Not Applicable
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity.</li> </ul>	Nil
	<p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	
<b>A(3)</b>	<b>Details of previous transactions with the related party</b>	
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Not Applicable since TOT-17 SPV has been incorporated on December 3, 2025.
	<p><b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.</p>	
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable since TOT-17 SPV has been incorporated on December 3, 2025.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the	None

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
	listed entity during the last financial year.	
<b>A(4)</b>	<b>Amount of the proposed transaction(s)</b>	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee.	Approximately upto Rs.6,785 crores (including GST @18%)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Value of the proposed transaction is 89.12% of the Company's annual consolidated turnover of Rs.7,613.5 crores for FY 2024-25.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable.
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable since TOT-17 SPV has been incorporated on December 3, 2025.
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Not Applicable since TOT-17 SPV has been incorporated on December 3, 2025.
<b>A(5)</b>	<b>Basic details of the proposed transaction</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services,	Initial upgradation and O&M works / Project Implementation.

Sr. No.	Particulars of the information	Information provided by the management
	purchase of goods/services, giving loan, borrowing etc.)	
2.	Details of each type of the proposed transaction.	<p><b>Initial upgradation and O&amp;M works / Project Implementation.</b></p> <p>Approximately upto Rs.6,785 crores (including GST @18%) in aggregate, towards Initial Upgradation Costs and O&amp;M works, as set out below:</p> <p><b>Initial Upgradation Costs:</b> Approximately upto Rs.713 crores (including GST @18%) in aggregate.</p> <p><b>O&amp;M Cost:</b> Approximately upto Rs.6,072 crores (including GST @18%) in aggregate, until the end of the concession period i.e. approximately 20 years.</p> <p>The 20-year period has been considered based on the following rationale:</p> <p>Requirement of the lenders – Long-term cost visibility is essential for lenders to assess project viability and provide financing on favourable terms.</p> <p>Nature of the industry – Contracts in this sector typically span the entire life of the concession, and aligning the period ensures consistency with standard concession-based arrangements.</p> <p>Visibility for EPC revenue – A 20-year horizon provides clarity and predictability of EPC-linked income streams, enabling better planning and revenue forecasting.</p> <p>Any works provided in relation to initial upgradation / O&amp;M works/ project implementation agreement will be entered on arms-length basis in consultation with the lenders of IRBHCPL for the TOT-17 Project. Additionally, the Initial Upgradation Costs and O&amp;M costs of the TOT-17 Project has been assessed by an independent Chartered Accountants.</p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p><b>i. Project Implementation:</b> The concession period is for 20 years.</p> <p><b>ii. Initial upgradation costs:</b> The project entails strengthening works (within 2 years from the Appointed Date).</p> <p><b>iii. O &amp; M Works:</b> From the entry of the project into commercial services until the end of the concession period.</p>

Sr. No.	Particulars of the information	Information provided by the management
4.	Whether omnibus approval is being sought?	No.
5.	<p>Value of the proposed transaction during a financial year and the material terms of the contract or arrangement;</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>FY 2025-26: Approximately upto Rs.6,785 crores (including GST @18%).</p> <p>Initial Upgradation Costs, approximately upto Rs.713 crores (including GST @18%), would be incurred for approximately two years from the Appointed Date and the O&amp;M works would be provided once the Appointed Date is received and the TOT-17 Project enters into commercial service until the end of the concession which is approximately upto Rs.6,072 crores (including GST @18%).</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed implementation of the Project by the Company is in accordance with the Company's business strategy of achieving growth by forming SPVs/joint ventures with associates/financial investors to implement BOT/ TOT Projects.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p>	None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest in the transaction, whether directly or indirectly.
a.	Name of the director / KMP	Not Applicable
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party.	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<p>Initial upgradation and O&amp;M: Please refer to the Report issued by Sudit K. Parekh &amp; Co. LLP, Independent Chartered Accountants, dated December 21, 2025, available on the <b>Web link:</b> <a href="https://www.irb.co.in/home/wp-content/uploads/2025/12/IR-BIDL_IRBHCPL-Report-on-TOT-17_with-cover.pdf">https://www.irb.co.in/home/wp-content/uploads/2025/12/IR-BIDL_IRBHCPL-Report-on-TOT-17_with-cover.pdf</a></p> <p><b>QR Code:</b> </p>
9.	Other information relevant for decision making and whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not Applicable

## PART B

**B(1) - Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.**

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable.
2.	Basis of determination of price and other commercial terms both included as part of contract and not considered as part of the contract;	<p>Please refer to the Report issued by Sudit K. Parekh &amp; Co. LLP, Independent Chartered Accountants, dated December 21, 2025, available on the <b>Web link:</b> <a href="https://www.irb.co.in/home/wp-content/uploads/2025/12/IR-BIDL_IRBHCPL-Report-on-TOT-17_with-cover.pdf">https://www.irb.co.in/home/wp-content/uploads/2025/12/IR-BIDL_IRBHCPL-Report-on-TOT-17_with-cover.pdf</a></p> <p><b>QR Code:</b> </p>
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

The Audit Committee has reviewed the certificate issued by the CEO and CFO of the Company, as required under the RPT Industry Standards.

We affirm that the Audit Committee and Board of Directors have approved redaction of only commercially sensitive information, and the redacted disclosure still provides all necessary information to shareholders for informed decision-making.

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and / or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and / or force majeure events, that are outside our control.

Based on the recommendation and approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth in Item no. 1 of the Notice for approval by the Members.

None of the Directors, KMPs and / or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution mentioned at Item no. 1 of the Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.1 of the Notice, whether the entity is a party to the particular transaction or not.

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## NOTES

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular Nos. 14/2020 dated April 08, 2020, and General Circular Nos. 17/2020 dated April 13, 2020, subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 ('MCA Circulars'), has allowed the Companies to conduct the Extra Ordinary General Meeting (EGM) through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') till further orders. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC/OAVM.
2. The Company has enabled the Members to participate at the EGM through the VC/OAVM facility provided by KFin Technologies Limited, Registrar and Share Transfer Agents ("KFintech / RTA"). The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting. The instructions for participation by Members are given in the subsequent pages. Participation at the EGM through VC shall be allowed on a first-come-first-served basis for first 1,000 members. This will not include large Members (Members holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come-first-served basis. The members can visit <https://emeetings.kfintech.com> and login through existing user id and password to attend the live proceedings of the EGM of the Company.
3. Members may note that pursuant to the provisions of MCA and SEBI Circulars, the EGM Notice (including remote e-voting instructions) is being sent to Members electronically only to those members whose names appear in the Register of Members / List of Beneficial Owners as Friday, December 19, 2025, received from the Depositories and whose e-mail addresses are registered with the Company or with the depository participant / depository. Members may note that the EGM Notice will also be available on the Company's website at [www.irb.co.in](http://www.irb.co.in), websites of Stock Exchange(s) i.e. 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) respectively and on the website of KFintech at <https://evoting.kfintech.com/>.
4. As per the Circulars mentioned above, the Members may also note that the Company would not be sending the EGM notice by post to the members whose e-mail address is not registered with the Company or depository participants/depository.
5. The Company is providing a facility to the members as on the cut-off date, being Tuesday, January 6, 2026 ("the cut-off date") to exercise their right to vote on the matters listed in the Notice by electronic voting systems (Remote e-voting). Additionally, the members can also exercise their right to vote by e-voting during the EGM. The process and manner of remote e-voting with necessary User ID and password is given below. Such remote e-voting facility is in addition to voting that will take place at the EGM being held through VC/OAVM. Any person who acquires shares of the company and becomes a member of the company after the dispatch of the Notice, and holding shares as on the cut-off date, may obtain the User ID and Password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFinTech at toll free number 1-800-309-4001. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the member's participation in the decision-making process.

6. The Members who have cast their vote prior to the meeting by remote e-voting may also attend the EGM but shall not be entitled to vote again. Once a vote is cast by a member, he / she shall not be allowed to alter it subsequently. In case a Member casts his / her vote, both by Remote e-Voting and e-voting at the EGM mode, then the voting done by Remote e-Voting shall prevail and the e-voting at the EGM shall be invalid.
7. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
8. The members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum of the meeting under Section 103 of the Act.
9. The Company has appointed “M/s. Mihen Halani & Associates”, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting 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 within 2 working days of conclusion of the EGM 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](http://www.irb.co.in) and on KFinTech’s web link <https://evoting.kfintech.com> and will also be displayed at the Registered Office and the Corporate Office of the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the date of the EGM i.e. January 13, 2026.
10. Institutional / Corporate Members intending to participate in the EGM through their authorised representatives are required to access the link <https://evoting.kfintech.com> and upload duly certified copy of their Board Resolution / Governing Body resolution / Authorization letter, etc. and may send a copy to the Scrutinizer through e-mail at [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com) authorizing their representatives to attend and vote through remote e-voting on their behalf at the said Meeting.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names in the Register of Members of the Company will be entitled to vote.
12. Documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. January 13, 2026. Members seeking to inspect such documents can send an e-mail to [grievances@irb.co.in](mailto:grievances@irb.co.in).
13. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, KFin Technologies Limited (Unit: IRB Infrastructure Developers Limited), Selenium Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Telangana or send e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

14. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/login> and the same can also be accessed through the Company's website at [www.irb.co.in](http://www.irb.co.in).
15. In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. 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.
16. Members may please note that SEBI, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 (earlier Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2022/8 dated January 25, 2022), has mandated Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.irb.co.in/home/information-to-physical-shareholders-2/> and on the website of the Company's RTA at <https://ris.kfintech.com>. It may be noted that any service request can be processed only after the folio is KYC compliant.
17. However SEBI vide its circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has allowed to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode.
18. 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.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.

#### **20. Payment of Dividend through electronic mode only for Physical/Demat Folios:**

As per SEBI Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, (Updated Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025) it is mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any)

shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

For the purpose of updation of KYC details against your folio, you are requested to send the details in following manner to our RTA, M/s. KFin Technologies Limited (Unit: IRB Infrastructure Developers Limited), Selenium Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana.

- a. Through hard copies which should be self -attested and dated. OR
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Member and in case of joint holders, by first joint holder. OR
- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company on <https://www.irb.co.in/home/> and on the website of KFINTECH: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

- a. Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details
- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
- c. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for “Opt-out of the Nomination

Further, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, dated November 18, 2025, the provisions permitting issuance of ‘payable at par’ warrants or cheques in cases where electronic payment was not feasible has been omitted. Consequently, dividend payments shall now be made exclusively through electronic modes. Shareholders are therefore required to ensure that their Bank and KYC details are duly updated with the Company, as dividends will be released only upon receipt of such updated information.

Security holders (holding securities in demat form) are requested to contact their Depository Participants for updation of bank and KYC details.

#### **Online application for Investor Query:**

Members are hereby notified that KFintech, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com/default.aspx#>Investor Services > Investor Support>. Members are requested to register / signup, using the Name, PAN, Mobile and e-mail ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

#### **Senior Citizens - Investor Support**

As part of the investor friendly initiative, our RTA in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the e-mail ID: [senior.citizen@kfintech.com](mailto:senior.citizen@kfintech.com). Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information.

**KPRISM:** A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and a full suite of other investor services. URL: <https://kprism.kfintech.com/signin.aspx>.

**Online PV:** In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (members) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works:

- I. Users receive a link via e-mail and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

**WhatsApp:** Members can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

## PROCEDURE FOR E-VOTING:

### **I. Instructions for Members for Remote e-voting through electronic means:**

- i. In terms of 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 (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to e-Voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the EGM Notice through electronic voting system, to members holding shares as on **Tuesday, January 6, 2026** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFinTech or to vote at the EGM. Person who is not a member as on the cut-off date should treat this EGM Notice for information purposes only.
- ii. **The e-voting period commences on Thursday, January 8, 2026 (9:00 AM) and ends on Monday, January 12, 2026 (5:00 PM).** 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. Further the members who have casted their vote through Remote e-Voting, then he/she shall not vote using e-voting at the EGM.
- iii. 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.

### **The details of the process and manner for remote e-voting are given below:**

1. Access to Depositories e-voting system in case of individual Members holding Shares in demat mode.

MODE OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANT(S)
	NSDL	CDSL	
Individual members holding securities in demat mode	<b>1. For OTP based login</b> Member can click on <a href="https://eservices.nsdl.com/Secur">registered for Easi/ Easiest</a> in using the credentials of <a href="https://eservices.nsdl.com/Secur">https://eservices.nsdl.com/Secur</a> <b>may follow the below steps:</b> eWeb/evoting/evotinglogin.jsp. Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification Code and generate OTP. Enter <a href="https://web.cDSLindia.com/mye">asitoken/home/login</a> with NSDL/CDSL for the e-mail id/mobile number and click on login. You will be redirected to NSDL Depository and opt for "New System e-Voting page. Click on the Myeasi" (only applicable when	<b>1. Members</b> already registered for Easi/ Easiest in using the credentials of <a href="https://eservices.nsdl.com/Secur">https://eservices.nsdl.com/Secur</a> <b>may follow the below steps:</b> their demat account through their Depository Participant(s) registered Client Id, PAN No., Verification Code and generate OTP. Enter <a href="https://web.cDSLindia.com/mye">asitoken/home/login</a> with NSDL/CDSL for the e-mail id/mobile number and click on login. You will be redirected to NSDL Depository and opt for "New System e-Voting page. Click on the Myeasi" (only applicable when	1. Members can also log in using the credentials of <a href="https://eservices.nsdl.com/Secur">https://eservices.nsdl.com/Secur</a> <b>may follow the below steps:</b> their demat account through their Depository Participant(s) registered Client Id, PAN No., Verification Code and generate OTP. Enter <a href="https://web.cDSLindia.com/mye">asitoken/home/login</a> with NSDL/CDSL for the e-mail id/mobile number and click on login. You will be redirected to NSDL Depository and opt for "New System e-Voting page. Click on the Myeasi" (only applicable when

MODE OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANT(S)
	NSDL	CDSL	
	company name or e-Voting using the service provider name and you <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> ) will be re-directed to e-Voting service provider website for c. On the new screen, enter casting your vote during the User ID and Password. remote e-Voting period or Without any further joining virtual meeting & voting authentication, the e-voting during the meeting.		URL: will be re-directed to e-Voting service provider website for c. On the new screen, enter casting your vote during the User ID and Password. remote e-Voting period or Without any further joining virtual meeting & voting authentication, the e-voting during the meeting.
		d. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.	
<b>2. Members registered for IDeAS facility</b>	<b>already registered for Easi / Easiest icon, members will be re-may follow the below steps:</b>	<b>2. Members who have not registered for IDeAS facility registered for Easi / Easiest icon, members will be re-may follow the below steps:</b>	2. On clicking the e-voting site, as
i. Visit the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>	a. To register for this facility, applicable, on successful visit the URL: <a href="https://web.cDSLindia.com/mye">https://web.cDSLindia.com/mye</a>		
ii. On the home page, click on <a href="#">asitoken/Registration/EasiReg</a> the “Beneficial Owner” icon <a href="#">istration</a> “Login” which is available under “IDeAS” section.	b. On completion of the registration formality, follow		
iii. A new screen will open. the steps provided above. Enter User ID and Password.			
Post successful authentication, <b>3. Members you will be redirected to NSDL alternatively vote through</b> click on Company name or Depository site wherein you will <b>the e-voting website of CDSL</b> e-voting service provider be able to see e-voting page.	<b>3. Members may then in the manner specified</b> name i.e. KFintech and below:	3. Members may then in the manner specified name i.e. KFintech and below:	3. Members may then in the manner specified name i.e. KFintech and below: will be redirected to KFintech website for
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.	a. Visit the URL: <a href="http://www.cDSLindia.com">www.cDSLindia.com</a>	a. Visit the URL: <a href="http://www.cDSLindia.com">www.cDSLindia.com</a>	a. Visit the URL: <a href="http://www.cDSLindia.com">www.cDSLindia.com</a>
	b. On clicking the e-voting icon, Enter the demat account number and PAN	b. On clicking the e-voting icon, Enter the demat account number and PAN	b. On clicking the e-voting icon, Enter the demat account number and PAN

MODE OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANT(S)
	NSDL	CDSL	
<b>3. Members not registered for IDeAS facility may follow the below steps:</b>			<p>c. Enter OTP received on mobile number and e-mail registered with the demat</p> <p>i. To register for this account for authentication facility, visit the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> d. Post successful authentication, the user will</p> <p>ii. On the home page, select receive links for the respective “Register Online for IDeAS” e-voting service provider i.e.</p> <p>iii. On completion of the KFintech where the e-voting is registration formality, follow the in progress. steps provided above.</p>
<b>4. Members may alternatively vote through the e-voting website of NSDL in the manner specified below:</b>	<p>4. For any technical assistance, Members may contact CDSL helpdesk by writing to</p> <p>a. Visit the URL: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or calling at 022-<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 62343625, 022-62343626,</p> <p>b. Click on the “Login” icon available under the 022-62343259 “Shareholder/Member” section.</p> <p>c. 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>d. Post successful authentication, you will be redirected to the NSDL IDeAS site wherein you can see the e-voting page.</p> <p>e. 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or calling</p>	

MODE OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANT(S)
	NSDL	CDSL	
the toll free no.: 18001020990 or 1800224430.			

2. Access to KFintech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Mode of E-Voting	Through KFINTECH
Non-individual members holding securities in demat mode and Members holding securities in physical mode	<p>1. In case of members whose e-mail IDs are registered with the Company / Depository Participants(s), please follow the below instructions:</p> <ol style="list-style-type: none"> <li>Visit the following URL: <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>.</li> <li>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 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.</li> <li>After entering these details appropriately, click on “LOGIN”.</li> <li>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.</li> <li>You need to login again with the new credentials.</li> <li>On successful login, the system will prompt you to select the “EVENT” and click on “IRB Infrastructure Developers Limited”.</li> <li>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.</li> <li>Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.</li> <li>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.</li> </ol>

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- j. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of 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 e-mail at [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'IRBIDL\_EVENT NO'.
  - 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 (tollfree).
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- l. 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. KFinTech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

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## **II. Instructions for Members for e-Voting during the e-EGM session:**

- i. Only those members / shareholders, who will be present in the e-EGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-EGM.
- iii. Members attending the e-EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-EGM will be available at the end of the e-EGM and shall be kept open for 15 minutes. Members viewing the e-EGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

## **III. Instructions for the Members for attending the EGM through Video Conference:**

- A. Members may note that the EGM of the Company will be convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 and Circular issued by SEBI. The facility to attend the meeting through VC/OAVM will be provided by the Company. Members may access the same at <https://emeetings.kfintech.com/> and click on the "video conference" and access the shareholders/members login by using the remote e-voting credentials. The link for EGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- B. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

- C. Members can participate in the EGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops through Google Chrome for seamless experience and with high-speed internet connectivity.
- D. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- E. The facility of joining the EGM through VC will be opened 15 minutes before the scheduled start-time of the EGM and will be available for Members on a first-come-first-served-basis.
- F. The Company reserves the right to limit the time taken by a Member asking questions depending on the availability of time at the EGM to accommodate other speaker Members.
- G. Members who would like to express their views/ask questions may log into <https://emeetings.kfintech.com/> and click on “Post your Questions” may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, e-mail ID, mobile number. Please note that, members questions will be answered only if the member continues to hold the shares as of cut-off date. The window shall remain active from 10:00 am on Saturday, January 10, 2026 to 11:00 am on Monday, January 12, 2026.
- H. In addition to the above mentioned step, the Members may register themselves as speakers for the EGM to pose their queries. Accordingly, the members may visit <https://emeetings.kfintech.com/> and click on ‘Speaker Registration’, the window shall remain active from 10:00 am on Saturday, January 10, 2026 to 11:00 am on Monday, January 12, 2026. The company reserves the right to restrict the number of speakers at the EGM and to only those Members who have registered themselves, depending on the availability of time for the EGM.
- I. Due to limitations of transmission and coordination during the Q&A session, only pre-registered members will be permitted to speak during the EGM. the Company has dispensed with the speaker registration during the EGM conference.
- J. Members who need assistance before or during the EGM, a video guide assisting the members attending e-EGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the “How It Works” tab placed on top of the page alternatively can contact KFintech on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) 1800-309-4001 (toll free) or contact Ms. Rajitha Cholleti, Vice President, KFin Technologies Limited, through an E-mail request to [rajitha.cholleti@kfintech.com](mailto:rajitha.cholleti@kfintech.com) or [emeetings@kfintech.com](mailto:emeetings@kfintech.com).

**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](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com)

#### **V. Procedure for Registration of e-mail 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 Tower-B, Plot No. 31 &  
32, Gachibowli, Financial District,  
Nanakramguda, Hyderabad -  
500032, Telangana.

- 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 e-mail and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT account is being held.

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