



May 15, 2026

Corporate Relationship Department, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	Listing Department, National Stock Exchange of India Limited 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

Sub.: Re-appointment of the Project Manager to provide operation and maintenance work to certain Project SPVs of the Trust

Please note that the board of directors of the Investment Manager (“**Board**”) of the IRB InvIT Fund (“**Trust**”), at its meeting held today i.e. May 15, 2026, has, inter-alia, approved the re-appointment IRB Infrastructure Developers Limited, the Sponsor, as the Project Manager, in pursuance of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**SEBI InvIT Regulations**”) to provide operation and maintenance works to each of IRB Jaipur Deoli Tollway Limited, IRB Pathankot Amritsar Toll Road Limited and IRB Talegaon Amravati Tollway Limited (collectively referred as “**Project SPVs**”) in connection with implementation of their respective projects, with effect from the end of the tenure of the concession period of the respective Project SPVs i.e., from April 1, 2030 until the end of the concession period of the respective Project SPVs.

In this regard, the Board has also approved amended and restated project implementation agreements to be executed with each of the Project SPVs and the Project Manager, for an approximate aggregate value up to INR 1,136 crore on fixed price basis (plus applicable taxes payable as per the agreement i.e. approximately up to INR 1,340 crore including GST @18%), on such other terms and conditions as may be agreed among the parties.

The Proposed Transaction is subject to the receipt of applicable regulatory approvals.

The details of the transaction which are required to be furnished to the Stock Exchanges is annexed herewith as **Annexure – I**.

You are requested to take note of the same.

Thanking you,

Yours faithfully,

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

**Swapna Arya
Company Secretary & Compliance Officer
Membership Number – A32376**

Encl.: As above

CC:

IDBI Trusteeship Services Limited
Ground Floor, Universal Insurance Bldg,
Sir Phirozshah Mehta Rd., Fort
Mumbai 400 001

Annexure – I

Details of the transaction

Sr. No.	Particulars	Details
a)	name(s) of parties with whom the agreement is entered;	IRB InvIT Fund (“Trust”) has proposed to enter into Amended and Restated Project Implementation Agreements with IRB Infrastructure Developers Limited (the “Sponsor” or “Project Manager”) and each of IRB Jaipur Deoli Tollway Limited, IRB Pathankot Amritsar Toll Road Limited, and IRB Talegaon Amravati Tollway Limited (collectively as “Project SPVs”), respectively.
b)	purpose of entering into the agreement;	Please refer to the section titled ‘Details of amendment and impact thereof / reasons for termination and impact thereof’ of paragraph (i) below.
c)	shareholding, if any, in the entity with whom the agreement is executed;	The Sponsor holds 16.57% units of the Trust.
d)	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.;	approximately aggregates up to INR 1,136 crore (plus applicable taxes payable as per the amended and restated project implementation agreements i.e. approximately up to INR 1,340 crore including GST @ 18% until the end of the concession period of the respective Project SPVs.
e)	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Trust is sponsored by IRB Infrastructure Developers Limited.
f)	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	IRB Infrastructure Developers Limited, Sponsor and Project Manager of the Trust, is a related party of the Trust. The transactions is undertaken on an arms-length basis.
g)	in case of issuance of shares to the parties, details of issue price, class of shares issued;	None
h)	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.;	Not Applicable
i)	in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	
	i. name of parties to the agreement;	IRB Infrastructure Developers Limited and each of IRB Jaipur Deoli Tollway Limited, IRB Pathankot Amritsar Toll Road Limited, and IRB Talegaon Amravati Tollway Limited in relation to their respective project implementation agreement.

Sr. No.	Particulars	Details
	ii. nature of the agreement;	Amendment and restatement of the project implementation agreements with respect to the Project SPVs.
	iii. date of execution of the agreement;	The amendment and restatement of the project implementation agreements shall be executed subsequently, subject to receipt of the applicable regulatory approvals.
	details of amendment and impact thereof or reasons of termination and impact thereof.	Re-appointment of the Project Manager to provide operations and maintenance works to each of the Project SPVs in connection with implementation of their respective projects, from the end of the tenure of the existing project implementation agreement until the end of the concession period for the respective Project SPVs and terms and conditions thereof.