



October 29, 2025

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.: Update on Acquisition of assets from IRB Infrastructure Trust (“Private InvIT”)

We refer to our earlier disclosures dated November 14, 2024, May 8, 2025 and May 30, 2025 and approval of the unitholders of IRB InvIT Fund (“**Trust**”) accorded on July 3, 2025 with respect to proposed acquisition by the Trust of the 100% equity share capital of IRB Hapur Moradabad Tollway Limited (IHMTL), Kaithal Tollway Limited (KTL) and Kishangarh Gulabpura Tollway Limited (KGTL) (collectively referred as “**Project SPVs**”) from IRB Infrastructure Trust (“**Private InvIT**”) and entering into project implementation agreements with IRB Infrastructure Developers Limited (“**Sponsor**”) in relation to the Project SPVs.

In this regard, please note that the Trust / Investment Manager on behalf of the Trust has executed Project Implementation Agreements pursuant to which the Sponsor will act as the Project Manager for the Project SPVs of the Trust.

The details of the transaction 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 and Compliance Officer**

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;	<p>IRB InvIT Fund (the “Trust”) has entered into project implementation agreements with IRB Infrastructure Developers Limited (“Project Manager” or “Sponsor”) and each of IRB Hapur Moradabad Tollway Limited (“HMTL”), Kaithal Tollway Limited (“KTL”) and Kishangarh Gulabpura Tollway Limited (“KGTL”) (HMTL, KTL and KGTL, collectively as “Project SPVs”).</p> <p>The Trust has also entered into shareholder loan agreements and facility agreements each dated October 29, 2025 with each of the Project SPVs and certain ancillary agreements are proposed to be executed in this regard, including amendments to existing arrangements with respect to the Trust, in connection with the transaction.</p>
b)	purpose of entering into the agreement;	<p>The Trust is entering into the project implementation agreements for each of:</p> <ol style="list-style-type: none"> 1. HMTL - Six Laning project of Hapur bypass to Moradabad Section including Hapur bypass from Km 50.000 (Design Chainage 50.000) to Km 148.277 (Design Chainage 149.867) of NH 24 (New NH-9) in the State of Uttar Pradesh under NHDP Phase V (Bharatmala Pariyojna) on DBFOT (Toll) mode 2. KTL – Four Laning of Kaithal to Rajasthan Border section of NH-152/65 from km 33+250 (Design Km- 0.500) to km 241+580 (Design Km 165.759) in the State of Haryana under NHDP Phase IV on Design, Build, Finance, Operate and Transfer (DBFOT) Toll basis. 3. KGTL – Six Laning of Kishangarh to Gulabpura Section of NH 79A and NH 79 in the State of Rajasthan (length 90.000 km) under NHDP Phase V package - I on DBFOT (Toll) mode
c)	shareholding, if any, in the entity with whom the agreement is executed;	None
d)	significant terms of the agreement (in brief) special rights like right to appoint	Not Applicable



	directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	
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 (the Sponsor).
f)	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	The Sponsor is a related party of the Trust. Accordingly, since the Sponsor is proposed to be appointed as Project Manager for the implementation of the aforesaid projects, such appointment would be a related party transaction. The proposed related party transaction is at arms-length.
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; ii. nature of the agreement; iii. date of execution of the agreement; iv. details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable