



NOTICE OF THE THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting ("AGM") of the Unitholders (the "Unitholders") of the IRB InvIT Fund (the "Trust") will be held on Friday, September 25, 2020 at 11.00 am through Video Conferencing to transact the following businesses:

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 TOGETHER WITH THE REPORTS OF THE INVESTMENT MANAGER, MANAGEMENT DISCUSSION & ANALYSIS AND THE REPORT OF THE AUDITORS THEREON AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020.

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the Audited Financial Statements of the Trust as at and for the financial year ended March 31, 2020 together with the Report of the Investment Manager, Management Discussion and Analysis and Report of the Auditors be and are hereby received, approved and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements as at March 31, 2020 together with the Report of the Auditors be and are hereby received, approved and adopted."

ITEM NO. 2: TO CONSIDER RE-APPOINTMENT OF AUDITOR AND FIX THEIR REMUNERATION

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"RESOLVED THAT pursuant to provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and

other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), M/s. Suresh Surana & Associates LLP (Firm's Registration No.:121750W/W-100010) as Statutory Auditor of IRB InvIT Fund ("Trust") be and are hereby re-appointed as the Statutory Auditor of the Trust for another five consecutive years commencing from the conclusion of this Annual General Meeting (AGM) till the conclusion of 8th AGM of the Trust.

RESOLVED FURTHER THAT the Investment Manager be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Auditor."

ITEM NO. 3: TO APPROVE AND ADOPT THE VALUATION REPORT ISSUED BY MR. SANTOSH NAGALINGASWAMY, THE VALUER, FOR THE YEAR ENDED MARCH 31, 2020

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"RESOLVED THAT in accordance with the Regulation 21 and other applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the Valuation Report of the Trust issued by Mr. Santosh Nagalingaswamy (IBBI Registration Number - IBBI/RV/05/2019/11458) for the year ended March 31, 2020 be and is hereby approved and adopted."

ITEM NO. 4: TO APPOINT THE VALUER

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"RESOLVED THAT pursuant to provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force),

the appointment of Mr. S Sundararaman ("Registered Valuer"), bearing IBB registration number IBBI/RV/06/2018/10238 and Baker Tilly DHC Business Private Limited as the valuers of the IRB InvIT Fund and all its Project SPVs for the financial year 2020-2021 on such terms and conditions, including fees, as decided by the Board of Directors of the Investment Manager, be and is hereby considered and approved."

RESOLVED FURTHER THAT the Investment Manager be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Valuer."

ITEM NO. 5: AUTHORITY TO BORROW AND CREATE CHARGE ON ASSETS AND MATTERS RELATED THERETO

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, and subject to the Trust Documents, the consent of the Unitholders, be and is hereby granted to the Trust Group (comprising the Trust and the Project SPVs owned by the Trust) to borrow from time to time, any sum or sums of money not exceeding 49% of the aggregate value of Trust's Assets from time to time, in whatever form including but not limited to issuance of debentures, term loans, advances, deposits, bonds etc., on such terms and conditions as the Investment Manager may deem fit in the best interest of the Trust and the Unitholders, and on such security, including by way of mortgage, hypothecation, pledge, lien and/or charge, in addition to the mortgage, hypothecation, pledge and/or charge already created, in such form, manner and ranking and on such terms as the Trustee and/or Investment Manager may deem fit in the best interest of Trust and the Unitholders, on all or any of the movable and/or immovable properties of the Trust and/or the Project SPVs owned by the Trust, both present and future and/ or any other assets or properties, either tangible or intangible, of the Trust and/or the Project SPVs owned by the Trust, for securing the borrowings availed or to be availed by the Trust Group, including providing any undertakings and/or guarantees as may be required in connection therewith, and to do all such acts, deeds and things and to execute all such documents, instruments and writings, and register all charges as may be required in this regard.

RESOLVED FURTHER THAT in relation to the aforesaid transactions, the Investment Manager be and are hereby severally authorised to do all such acts, deeds, matters and things and execute, modify or amend all such deeds, agreements or other documents, as may be necessary from time to time for giving effect to the above resolution on such terms and conditions as the Investment Manager may deem fit in the best interest of the Trust and the Unitholders, and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution, as it may deem necessary in its discretion.

RESOLVED FURTHER THAT the board of directors of the Investment Manager be and is hereby authorised to delegate all or any of the powers herein conferred upon the Investment Manager, to any committee, director(s), officer(s) and/or authorised representative(s) of the Investment Manager so as to give effect to the aforesaid resolution."

For **IRB INVIT FUND**

By Order of the Board
IRB Infrastructure Private Limited
(as the Investment Manager to IRB InvIT Fund)

Vinod Kumar Menon
Whole-time Director & Chief Executive Officer
Mumbai
August 26, 2020

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

NOTES:

1. In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 including any amendments/clarifications thereto have allowed InvITs to conduct their Annual General Meeting (AGM) of Unitholders through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Unitholders at a common venue, subject to the fulfillment of conditions as specified in the circulars. In compliance with the aforesaid circular, the AGM is being held through VC.
2. The Investment Manager, on behalf of the Trust has enabled the Unitholders to participate at the meeting through the VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents. The instructions for participation by Unitholders are given in the subsequent paragraphs. Participation at the meeting through VC shall be allowed on a first-come-first-served basis for first 1,000 unitholders. Further, all the parties to the InvIT shall be allowed to attend the meeting without restriction on account of first-come-first-served principle. The unitholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to attend the live proceedings of the meeting of the Trust.
3. Annual Report for the financial year 2019-20 and Notice of the AGM of the unitholders are being sent to the unitholders whose email addresses are registered with the Trust or with the depository participant / depository. Unitholders may note that the Notice and Annual Report 2019-20 will also be available on the InvIT's website at www.irbinvit.co.in, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Private Limited (KFinTech) at <https://evoting.karvy.com>.
4. Unitholders who have not registered their e-mail address are requested to register the same in respect of units held in electronic form with the Depository through their Depository Participant(s). Unitholders may temporarily update their email address by accessing the Link https://ris.kfintech.com/email_registration/
5. The Investment Manager, on behalf of the Trust, is providing a facility to the Unitholders as on the cut-off date, being September 18, 2020, ("the Cut-Off Date") to exercise their right to vote by electronic voting systems ("Remote e-Voting") on any or all of the businesses specified in the accompanying Notice. Additionally, the Unitholders can also exercise their right to vote by e-voting during the meeting. Details of the process and manner of Remote e-Voting along with the User ID and Password is as per Annexure A. Such remote e-voting facility is in addition to voting that will take place at the meeting being held through VC. For this purpose, the Trust has engaged services of KFin Technologies Private Limited (KFinTech), Registrar and Transfer Agent for providing e-Voting services. Any person who acquires Units of the Trust and becomes a Unitholder of the Trust after the dispatch of the Notice, and holding Units as on the Cut-Off Date, may obtain the User ID and Password by sending a request at evoting@karvy.com or contact M/s. KFin Technologies Private Limited at toll free number 1800 345 4001. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Unitholders' participation in the decision-making process
6. Unitholders who have cast their vote by Remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Unitholders can opt for only one mode of voting, i.e. Remote e-Voting or e-voting at the AGM. If a Unitholder opts for Remote e-Voting, then he/she shall not vote using e-voting at the AGM and vice versa. In case a Unitholder casts his/her vote, both by Remote e-Voting and e-voting at the AGM mode, then the voting done by Remote e-Voting shall prevail and the e-voting at the AGM shall be invalid.
7. Since this Annual General meeting is being held through VC, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Corporate Unitholders intending to participate in the meeting through their authorized representatives are requested to access the link <https://evoting.karvy.com> and upload duly certified copy of their Board Resolution / Governing Body resolution / Authorisation letter, etc. and may send a copy to the Scrutinizer through email at scrutinizer@mmjc.in authorising their representatives to attend and vote through remote e-voting on their behalf at the said Meeting.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
10. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar and Unit Transfer Agent, Kfin Technologies Private Limited (Unit: IRB InvIT Fund), Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serrilingampally, Hyderabad - 500 032, India.
11. The Securities and Exchange Board of India (the "SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
12. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Trust (www.irbinvit.co.in), the Investment Manager (www.irbfi.co.in) and on Service Provider's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication

of the same to the BSE Limited and the National Stock Exchange of India Limited.

13. Instructions for the Unitholders for attending the AGM through Video Conference:

- A. Unitholders may note that the 3rd AGM of the Trust will be convened through VC in compliance with the Circular issued by SEBI. The facility to attend the meeting through VC will be provided by the Trust. Unitholders 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 AGM will be available in shareholder/members login where the EVENT and the name of the Trust can be selected.
- B. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
- C. Unitholders can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops 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 AGM through VC will be opened 15 minutes before the scheduled start-time of the AGM and will be available for Unitholders on a first-come-first-served-basis.
- F. The Trust reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
- G. **Unitholders 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, email id, mobile number. Please note that, Unitholders questions will be answered only if the Unitholder continues to hold the units as of cut-off date benpos. The window shall remain active from 10.00 am on Tuesday, September 22, 2020 to 11.00 am on Thursday, September 24, 2020.**

H. **In addition to the above mentioned step, the Unitholders may register themselves as speakers for the AGM to pose their queries. Accordingly, the Unitholders may visit <https://emeetings.kfintech.com/> and click on ‘Speaker Registration’, the window shall remain active from 10.00 am on Tuesday, September 22, 2020 to 11.00 am on Thursday, September 24, 2020. The Trust reserves the right to restrict the number of speakers at the AGM and to only those Unitholders who have registered themselves, depending on the availability of time for the AGM.**

I. Due to limitations of transmission and coordination during the Q&A session, the Trust has dispensed with the speaker registration during the AGM conference.

J. Unitholders who need assistance before or during the AGM, can contact KFintech on evoting@kfintech.com / 1800 345 4001 (toll free) or contact Suresh Babu D, Deputy Manager, KFin Technologies Private Limited Tel +91 40 6716 2222; or send an E-mail request to suresh.d@kfintech.com or evoting@kfintech.com

14. Instructions for Unitholders for e-voting during the AGM session:

- A. The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Unitholders shall click on the same to take them to the “Evoting” page.
- B. Unitholders to click on the “Evoting” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- C. Only those unitholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

EXPLANATORY STATEMENT

The following Statement sets out the material facts and reasons for the proposed resolution at Item No. 2, 4 and 5 in the accompanying Notice:

Item No. 2

M/s. Suresh Surana & Associates LLP (Firm's Registration No.:121750W/W-100010) was appointed as Statutory Auditor of the IRB InvIT Fund ("Trust") by the Board of Directors of IRB Infrastructure Private Limited, Investment Manager of the Trust in 2015 for a period of five years.

Since they have completed first term, the Board of Directors of Investment Manager recommended for the approval of the Unitholders, the re-appointment of M/s. Suresh Surana & Associates LLP (Firm's Registration No.:121750W/W-100010), as the Statutory Auditor of the Trust for another five consecutive years commencing from the conclusion of this Annual General Meeting (AGM) till the conclusion of 8th AGM of the Trust.

The Investment Manager recommends the resolution as set out in the Notice for your approval by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Item No. 4

Your kind attention is drawn to the fact that as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, the Valuer is required to be appointed to carry out valuation of IRB InvIT Fund. Further, Valuer means any person who is a "registered valuer" under section 247 of the Companies Act, 2013 or as specified by the Board from time to time.

Accordingly, it is proposed to appoint Mr. S Sundararaman ("Registered Valuer") bearing IBB registration number IBBI/RV/06/2018/10238 will undertake all valuation related assignments which are required to be conducted by a Registered Valuer. Baker Tilly DHC Business Private Limited will render similar services in a professional capacity and shall issue a review report on the valuation report prepared by the Registered Valuer.

Brief profile of Mr. S Sundararaman is as follows:

Mr. Sundararaman is a fellow member from the Institute of Chartered Accountants of India, Graduate member of the Institute of Cost and Works Accountants of India, Information Systems Auditor (DISA of ICAI) and has completed the Post Qualification Certification courses of ICAI on IFRS, Valuation. He is a registered Insolvency Professional and a Registered Valuer for Securities or Financial Assets, having been enrolled with the Insolvency and Bankruptcy Board of India (IBBI) after passing the respective Examinations. He possesses more than 29 years of experience in servicing large and medium sized clients in the areas of Corporate Advisory including Strategic Restructuring, Governance, Acquisitions and related Valuations and Tax Implications apart from Audit and Assurance Services. He is a partner of Haribhakti & Co. LLP since last 10 years.

For information about Baker Tilly DHC Business Private Limited, please visit www.bakertillydhc.co.in

The Investment Manager recommends the resolution as set out in the Notice for your approval by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Item No. 5

Kind attention of the Unitholders is invited to the requirement of Regulation 20(3) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations") which stipulates approval of the Unitholders in case the aggregate consolidated borrowings and deferred payments of the Trust and the Project SPV(s), net of cash and cash equivalents, exceed 25% of the value of the Trust Assets.

Further, in accordance with Regulation 20(2) of the InvIT Regulations, the aggregate consolidated borrowings and deferred payments of the Trust and the Project SPV(s), net of cash and cash equivalents shall not exceed 70% of the value of the Trust Assets.

Unitholder may note that as per the latest Valuation report, the valuation of the Trust as on 31st March 2020 has been revised downward by the Valuer in comparison to the Valuation as on 30th September 2019 while the consolidated borrowing of the Trust has remained at a stable level during this period. Accordingly, since the borrowing powers of the Trust are linked to the Value of the Assets, the Trust proposes to augment the borrowing limit adequately so as to remain compliant of the InvIT Regulation. Additionally, the Investment Manager has been evaluating Projects/ Assets offered by the potential sellers and will continue to do so in ordinary course. Hence, in order to enable the Trust to meet the additional fund requirements of the Trust for its business purposes including potential acquisition of assets/ projects and for cashflow mismatches/ operational requirements, it is proposed by the board of directors of the Investment Manager at their meeting held on August 20, 2020 to enable the Trust Group (comprising the Trust and the Project SPVs owned by the Trust) to borrow sums of money not exceeding 49% of the aggregate value of Trust's Assets from time to time, including but not limited to issuance of debt securities, raising of term loans, advances, deposits or such other instrument as may be permissible under the InvIT Regulations, on such terms and conditions as the Investment Manager may deem fit in the best interest of the Trust and the Unitholders and in such form, manner and ranking as may be determined by the Investment Manager from time to time, in consultation with the relevant lenders, including providing any undertakings and/or guarantees as may be required in connection therewith.

The resolution contained in Item No. 5 of the accompanying Notice, seeks the approval of the Unitholders so as to enable the Investment Manager to complete all procedural and other formalities in connection with any borrowing that may be availed by the Trust (acting through the Investment Manager and/or the Trustee) and the creation of charge(s) on the assets of the Trust so to secure any such borrowings.

The Investment Manager recommends the resolution as set out in the Notice for your approval by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

For **IRB INVIT FUND**
By Order of the Board
IRB Infrastructure Private Limited
(as the Investment Manager to IRB InvIT Fund)
Vinod Kumar Menon
Whole-time Director & Chief Executive Officer
Mumbai
August 26, 2020

**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@irbfi.co.in

Contact Person: Ms. Swapna Vengurlekar

Annexure A

The instruction for e-voting are as under:

- A. In case a Unitholder receives an email from KFin Technologies Private Limited [for Unitholders whose email IDs are registered with the Trust/ Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., EVEN No., UserID and password mentioned on Attendance Slip). EVEN No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with KFinTech for remote e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu where in 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommend that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., IRB INVIT FUND.
- vii. On the voting page, enter the number of Units (which represents the number of votes) as on the Cut off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceed your total Unitholding as mentioned herein above. You may also choose the option ABSTAIN. If the Unitholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the Units held will not be counted under either head.
- viii. Unitholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Unitholders can login any numbers of times till they have voted on the Resolution(s).
- xii. Corporate/ Institutional Unitholders (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail scrutinisers@mmjc.in with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "IRB InvIT Fund, Annual General Meeting".
- xiii. In case a person has become the Unitholder of the Trust after dispatch of AGM Notice but on or before the cut-off date i.e. September 18, 2020, may write to KFinTech on the email Id: evoting@kfintech.com or toll free No. 1800 345 4001 or to KFin Technologies Private Limited [Unit: IRB InvIT Fund], Selenium Building, Tower B, Plot No. 31&32, Financial District,

Nanakramguda, Serrilingampally, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

- B. In case of any queries relating to e-voting please visit Help & FAQ section of <https://evoting.karvy.com> (Karvy Website).
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The e-voting period commences on September 22, 2020 (10.00 AM) and ends on September 24, 2020 (5.00 PM). During this period Unitholders of the Trust, holding Units in dematerialized form, as on the cut-off date being September 18, 2020, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently. Further the Unitholders who have casted their vote through Remote e-Voting, then he/she shall not vote using e-voting at the AGM.
- E. The voting rights of Unitholders shall be in proportion to their Units of the paid up Unit capital of the Trust as on the cut-off date being September 18, 2020.
- F. The Board of Directors of Investment Manager has appointed Mr. Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co. Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The Results shall be declared on or after the AGM of the Trust and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- H. The results declared along with the Scrutinizer's report shall be placed on the Trust's website www.irbinvit.co.in, Investment Manager's website www.irbfl.co.in and on the website of the service provider (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AGM of the Trust and communicated to BSE Limited and National Stock Exchange of India Limited.

Staying Focused

**Through
Testing
Times**



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Corporate Information

IRB InvIT Fund (Trust)

Registered Office

IRB Complex, Chandivali Farm,
Chandivali Village,
Andheri (E), Mumbai – 400 072,
Maharashtra India

SEBI Registration No:

IN/InvIT/15-16/0001
Tel.: 022 6640 4299
Fax: 022 6640 4274
E-mail: info@irbinvit.co.in
Website: www.irbinvit.co.in
Compliance Officer:
Ms. Swapna Vengurlekar

Bankers/Lenders

State Bank of India
IDFC First Bank Limited

Auditors

Suresh Surana & Associates LLP

Securities Information

BSE Ltd.: 540526
National Stock Exchange
of India Ltd.: IRBINVIT
ISIN: INE183W23014

Registrar & Transfer Agent

Kfin Technologies Private Limited (Formerly known as Karvy Fintech Pvt. Ltd.)

Selenium Building, Tower B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad – 500 032
Tel.: +91 40 6716 2222, 7961 1000

Valuer

Mr. Santosh Nagalingaswamy

Unit No.303, 4th Floor,
SKAV Lavelle 909, Lavelle
Road, Bengaluru,
Karnataka - 560001
Tel: +91 80 61256100
IBBI Registration Number -
IBBI/RV/05/2019/11458

Investment Manager

IRB Infrastructure Private Limited

CIN: U28920MH1997PTC112628

Registered Office

IRB Complex,
Chandivali Farm, Chandivali Village,
Andheri (E), Mumbai – 400 072,
Maharashtra, India
Tel.: +91 22 6640 4299
Fax: +91 22 6640 4274
E-mail: info@irbfl.co.in
Website: www.irbfl.co.in

Board of Directors

- **Mr. R. P. Singh**
Chairman of the Board
- **Mr. Sumit Banerjee**
Independent Director
(up to 31st July 2020)
- **Mr. B. L. Gupta**
Independent Director
(up to 24th May 2020)
- **Mr. Vinod Kumar Menon**
Whole-time Director and CEO
- **Mr. Sunil Tandon**
Independent Director
(w.e.f. 5th June 2020)

Key Managerial Personnel

- **Mr. Vinod Kumar Menon**
Whole-time Director and CEO
- **Mr. Tushar Kawedia**
Chief Financial Officer
- **Ms. Swapna Vengurlekar**
Company Secretary and
Compliance Officer

Trustee of the Trust

IDBI Trusteeship Services Limited

Asian Building, Ground Floor,
17, R. Kamani Marg,
Ballard Estate
Mumbai – 400 001
Tel.: +91 22 4080 7000
Fax: +91 6631 1776
E-mail: itsl@idbitrustee.co.in

Contact Persons

- **Mr. Shivaji Gunware**
- **Mr. Naresh Sachwani**