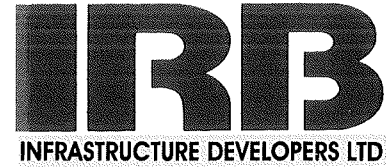


CIN : L65910MH1998PLC115967

Registered Office :

3<sup>rd</sup> Floor, IRB Complex, Chandivli Farm, Chandivli Village, Andheri (E), Mumbai - 400 072.

Tel: 91-22-6640 4220, • Fax: 91-22-6675 1024 • e-mail: info@irb.co.in • website: www.irb.co.in



September 23, 2016

To

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001. <u>Fax No. 022-</u> <u>22723121/3027/2039/2061/2041.</u>	National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai. <u>Fax No. 022-26598237/38;66418126</u>
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Re - Scrip Code 532947; Symbol: IRB

Sub: Schedule III, Part A, Para A(13) of SEBI (Listing Obligations and Disclosure Requirements) - Proceedings of the 18th Annual General Meeting of the Company and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Sir(s),

Pursuant to relevant and above mentioned regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit the proceeding and Voting results of the 18<sup>th</sup> Annual General Meeting of IRB Infrastructure Developers Ltd held today, i.e. on Friday, the 23<sup>rd</sup> day of September, 2016, at 04.00 P.M., at Megarugas, Plot No 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Mumbai - 400 072, Maharashtra to transact the business as per the notice dated 11<sup>th</sup> August, 2016.

The remote e-voting facility was provided on all the items of the business sought to be transacted at the 18<sup>th</sup> Annual General Meeting. The Company had appointed Karvy Computershare Private Limited as the service provider, for the purpose of extending the facility for Remote e-voting to the members of the Companies.

The requisite quorum was present at the Annual General Meeting

**Numbers of members attended the meeting: 55**

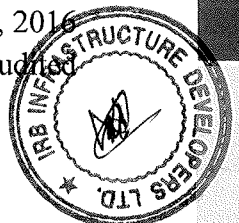
**Number of Proxies Lodged: 01**

The resolutions passed by the members with requisite majority briefly related to the following:

**Ordinary Business:**

**Resolution No. 1:**

Considered and adopted the Audited Financial Statements for the year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2016.  
(Ordinary Resolution)



**Resolution No. 2:**

Approved two interim dividends aggregating Rs. 4/- per equity share already paid during financial year 2015-16  
(Ordinary Resolution)

**Resolution No. 3:**

Re-appointment of Mr. Mukeshlal Gupta (holding DIN : 02121698) as Director of the Company.  
(Ordinary Resolution)

**Resolution No. 4:**

Ratification of appointment of Auditors and fix their remuneration.  
(Ordinary Resolution)

**Special Business:**

**Resolution No. 5:**

Appointment of Mr. Sunil Tandon (holding DIN:00874257) as an Independent Director of the Company.  
(Special Resolution)

**Resolution No. 6:**

Approval of revision in remuneration payable to Mr. Virendra D. Mhaiskar (holding DIN 00183554).  
(Ordinary Resolution)

**Resolution No. 7:**

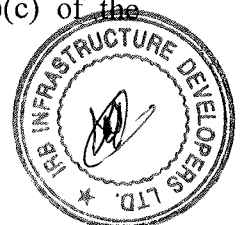
Appointment of Mrs. Deepali V. Mhaiskar (holding DIN 00309884) as a Whole Time Director of the Company.  
(Ordinary Resolution).

**Resolution No. 8:**

Ratified the remuneration payable to Mrs. Netra Shashikant Apte, Practicing Cost Accountant having Firm Registration No. 102229 to conduct the audit of cost records of the Company for the financial year ended on March 31, 2016.  
(Ordinary Resolution).

**Resolution No. 9:**

Increase in Borrowing power of the Board of Directors under section 180(1)(c) of the Companies Act, 2013 upto Rs.6,000 Crores.  
(Special Resolution)

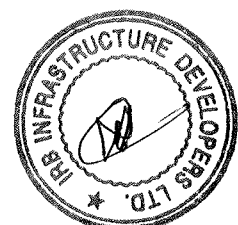


Voting Results of the above mentioned resolutions as per the format prescribed by SEBI under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 are as follows

**Resolution Item No. 1 - Ordinary Resolution:**

Considered and adopted the Audited Financial Statements for the year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2016.

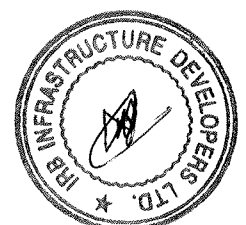
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		201032415	99.60	201032415		100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	71874761	54.93	71874761	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		71874761	54.93	71874761	0	100	0.00
<b>Public-Non Institutional</b>	Remote E-Voting	18778157	78668	0.42	78668	0	100	0.00
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		78751	0.42	78751	0	100	0.00
<b>Total</b>		<b>351450000</b>	<b>272985927</b>	<b>77.67</b>	<b>272985927</b>	<b>0</b>	<b>100</b>	<b>0.00</b>



**Resolution Item No. 2 - Ordinary Resolution:**

Approved two interim dividends aggregating Rs. 4/- per equity share already paid during financial year 2015-16

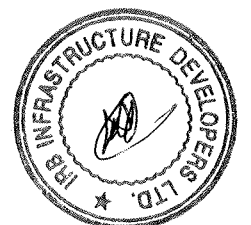
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		201032415	99.60	201032415		100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	71874761	54.93	71874761	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		71874761	54.93	71874761	0	100	0.00
<b>Public-Non Institution</b>	Remote E-Voting	18778157	78668	0.42	78668	0	100	0.00
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		78751	0.42	78751	0	100	0.00
<b>Total</b>		351450000	272985927	77.67	272985927	0	100	0.00



**Resolution Item No. 3 - Ordinary Resolution**

Re-appointment of Mr. Mukeshlal Gupta (holding DIN : 02121698) as Director of the Company.

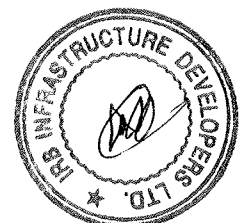
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	<b>Total</b>		201032415	99.60	201032415	0	100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	71874761	54.93	40115058	31759703	55.81	44.19
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	<b>Total</b>		71874761	54.93	40115058	31759703	55.81	44.19
<b>Public-Non Institutional</b>	Remote E-Voting	18778157	78668	0.42	78033	635	99.19	0.81
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	00	0	0.00	0.00
	<b>Total</b>		78751	0.42	78116	635	99.19	0.81
<b>Total</b>		351450000	272985927	77.67	241225589	31760338	88.37	11.63



**Resolution Item No. 4 - Ordinary Resolution**

Ratification of appointment of Auditors and fix their remuneration.

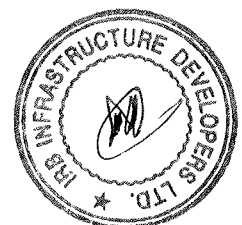
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		201032415	99.60	201032415	0	100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	71874761	54.93	71874761	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		71874761	54.93	71874761	0	100	0.00
<b>Public-Non Institutional</b>	Remote E-Voting	18778157	78668	0.42	78593	75	99.90	0.10
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	0	0	0	0
	Total		78751	0.42	78676	75	99.90	0.10
<b>Total</b>		<b>351450000</b>	<b>272985927</b>	<b>77.67</b>	<b>272985852</b>	<b>75</b>	<b>100</b>	<b>0</b>



**Resolution Item No. 5 - Special Resolution**

Appointment of Mr. Sunil Tandon (holding DIN:00874257) as an Independent Director of the Company.

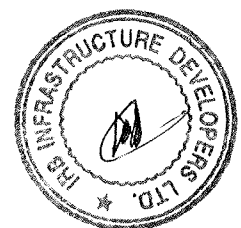
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		201032415	99.60	201032415	0	100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	71874761	54.93	55581270	16293491	77.33	22.67
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		71874761	54.93	55581270	16293491	77.33	22.67
<b>Public-Non Institutional</b>	Remote E-Voting	18778157	78668	0.42	78593	75	99.90	0.10
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	0	0	0	0
	Total		78751	0.42	78676	75	99.90	0.10
<b>Total</b>		351450000	272985927	77.67	256692361	16293566	94.03	5.97



**Resolution Item No. 6 - Ordinary Resolution**

Approval of revision in remuneration payable to Mr. Virendra D. Mhaiskar (holding DIN 00183554).

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		201032415	99.60	201032415	0	100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	58274275	44.54	57838082	436193	99.25	0.75
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		58274275	44.54	57838082	436193	99.25	0.75
<b>Public-Non Institutional</b>	Remote E-Voting	18778157	78668	0.42	77909	759	99.04	0.96
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		78751	0.42	77992	759	99.04	0.96
<b>Total</b>		<b>351450000</b>	<b>259385441</b>	<b>73.80</b>	<b>258948489</b>	<b>436952</b>	<b>99.83</b>	<b>0.17</b>

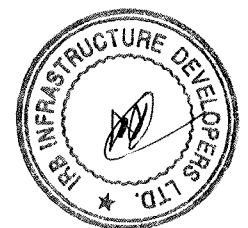




**Resolution Item No. 7 - Ordinary Resolution**

Appointment of Mrs. Deepali V. Mhaiskar (holding DIN 00309884) as a Whole Time Director of the Company.

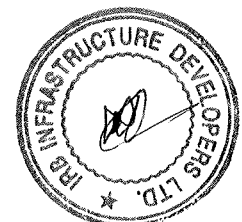
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		201032415	99.60	201032415	0	100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	58274275	44.54	55261630	3012645	94.83	5.17
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		58274275	44.54	55261630	3012645	94.83	5.17
<b>Public-Non Institutional</b>	Remote E-Voting	18778157	78668	0.42	78033	635	99.19	0.81
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		78751	0.42	78116	635	99.19	0.81
<b>Total</b>		<b>351450000</b>	<b>259385441</b>	<b>73.80</b>	<b>256372161</b>	<b>3013280</b>	<b>98.84</b>	<b>1.16</b>



**Resolution Item No. 8 - Ordinary Resolution**

Ratified the remuneration payable to Mrs. Netra Shashikant Apte, Practicing Cost Accountant having Firm Registration No. 102229 to conduct the audit of cost records of the Company for the financial year ended on March 31, 2016.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		201032415	99.60	201032415		100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	71874761	54.93	71874761	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		71874761	54.93	71874761	0	100	0.00
<b>Public-Non Institutional</b>	Remote E-Voting	18778157	78668	0.42	78568	100	99.87	0.13
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		78751	0.42	78651	100	99.87	0.13
<b>Total</b>		<b>351450000</b>	<b>272985927</b>	<b>77.67</b>	<b>272985827</b>	<b>100</b>	<b>100</b>	<b>0.00</b>



**Resolution Item No. 9 - Special Resolution**

Increase in Borrowing power of the Board of Directors under section 180(1)(c) of the Companies Act, 2013 upto Rs.6,000 Crores.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	201830613	201032415	99.60	201032415	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		201032415	99.60	201032415	0	100	0.00
<b>Public – Institutional holders</b>	Remote E-Voting	130841230	71874761	54.93	71874761	0	100	0.00
	Ballot		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		71874761	54.93	71874761	0	100	0.00
<b>Public-Non Institutional</b>	Remote E-Voting	18778157	78608	0.42	78598	10	99.99	0.01
	Ballot		83	0.00	83	0	100	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Total		78691	0.42	78681	10	99.99	0.01
<b>Total</b>		<b>351450000</b>	<b>272985867</b>	<b>77.67</b>	<b>272985857</b>	<b>10</b>	<b>100</b>	<b>0.00</b>

\* Please note that the 'No. of votes polled' does not include 'no. of votes invalid'

Please take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For IRB Infrastructure Developers Limited



Mehul Patel  
Company Secretary

