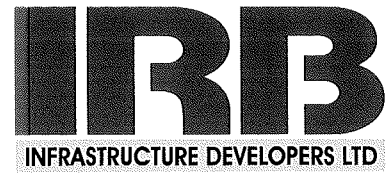


CIN : L65910MH1998PLC115967

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



October 6, 2015

<p>Listing Department, The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001. <u>Fax No. 022-22722041.</u></p>	<p>Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai. <u>Fax No. 022- 2659 8237 / 38</u></p>
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Dear Sir/Madam,

**Ref: Scrip Code: 532947, Symbol: IRB**

**Sub: Report on Corporate Governance - Quarter ended September 30, 2015**

Pursuant to Clause 49 of the Listing Agreement, please find enclosed the Corporate Governance Report for the Quarter ended September 30, 2015.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For IRB Infrastructure Developers Limited**

A handwritten signature in black ink, appearing to read 'Mehul Patel', written over a horizontal line.

**Mehul Patel**  
**Company Secretary**

Encl: As above

**REVISED QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: IRB Infrastructure Developers Limited

Script Code: 532947, Scrip Symbol: IRB

Quarter ended on: September 30, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		-----
(A) Composition of Board	49 (IIA)	Yes	-----
(B) Independent Directors	49 (IIB)	Yes	-----
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-----
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-----
(E) Code of Conduct	49 (IIE)	Yes	-----
(F) Whistle Blower Policy	49 (IIF)	Yes	-----
<b>III. Audit Committee</b>	49 (III)		-----
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-----
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-----
(C) Powers of Audit Committee	49 (IIIC)	Yes	-----
(D) Role of Audit Committee	49 (IIID)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-----
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-----
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-----
<b>VI. Risk Management</b>	49 (VI)	Yes	-----
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-----
<b>VIII. Disclosures</b>	49 (VIII)	Yes	-----
(A) Related party transactions	49 (VIIIA)	Yes	A statement of transactions with Related Parties is submitted on a quarterly basis to the Audit Committee
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N. A.	-----
(C) Remuneration of Directors	49 (VIIC)	Yes	-----
(D) Management	49 (VIID)	Yes	-----
(E) Shareholders	49 (VIIE)	Yes	-----
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N. A.	-----
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	-----
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	-----
<b>XI. Compliance</b>	49 (XI)	Yes	-----

For IRB Infrastructure Developers Limited

  
Mehul Patel  
Company Secretary

