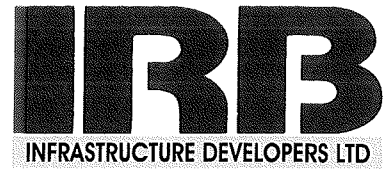


CIN : L65910MH1998PLC115967

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



January 14, 2016

Listing Department, The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001. <u>Fax No. 022-22722041.</u>	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>
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Dear Sir/Madam,

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

**Sub: Report on Corporate Governance - Quarter ended December 31, 2015**


Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find enclosed the Report on Corporate Governance for the Quarter ended December 31, 2015.

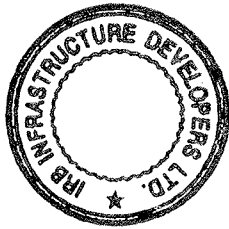
Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **IRB Infrastructure Developers Limited**

  
**Mehul Patel**  
Company Secretary



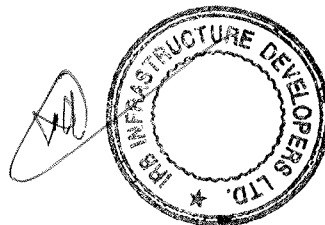
Encl: As above

Format to be submitted by listed entity on quarterly basis

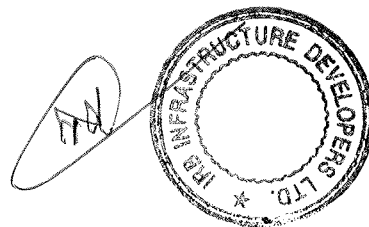
Name of Listed Entity : IRB Infrastructure Developers Limited  
Quarter ending : December 31, 2015

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directors hip in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of members hips in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr	Virendra D. Mhaiskar	PAN : AACPM4689D DIN : 00183554	Chairperson/Executive	27/07/1998		1	4	3
Ms	Deepali V. Mhaiskar	PAN : AAJPM7182L DIN : 00309884	Non-Executive	27/07/1998		1	None	None
Mr	Sudhir Rao Hoshing	PAN : AAEPH4102N DIN : 02460530	Executive	29/05/2015		1	None	1
Mr	Mukeshlal Gupta	PAN : AAAPG9243M DIN :	Executive	01/02/2012		1	None	4



		02121698						
Mr	Dattatraya P. Mhaiskar	PAN : AATPM12 57A  DIN : 00309942	Non-Executive	25/12/20 06		2	None	1
Mr	Suresh G. Kelkar	PAN : ABCPK74 22P  DIN : 01784048	Non-Executive	17/11/20 06		1	None	None
Mr	Govind G. Desai	PAN : ACWPD35 40J  DIN : 00140853	Non-Executive/independent	03/08/20 07	5	1	3	1
Mr	Chandrashekhar S. Kaptan	PAN : ABAPK74 66K  DIN : 01643564	Non-Executive/independent	03/08/20 07	5	1	6	3
Mr	Sunil H. Talati	PAN : AAEPT80 88R  DIN : 00621947	Non-Executive/independent	13/12/20 10	5	3	2	3
Mr	Sandeep J. Shah	PAN : AAIPS528 9F  DIN : 00917728	Non-Executive/independent	05/02/20 15	5	1	7	3
Mr	Sunil Tandon	PAN : AAEPT28 79C  DIN : 00874257	Non-Executive/independent	29/05/20 15	1	1	None	None
Mr	B. L. Gupta	PAN : ABAPG54 88P  DIN : 07175777	Non-Executive/independent	21/10/20 15	1	1	None	None



## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Sunil H. Talati Mr. Govind G. Desai Mr. Sandeep J. Shah Mr. Virendra D. Mhaiskar	Chairperson / Non-Executive / independent Non-Executive / independent Non-Executive / independent Executive
2. Nomination & Remuneration Committee	Mr. Govind G. Desai Mr. Chandrashekhar S. Kaptan Mr. Virendra D. Mhaiskar Mrs. Deepali V. Mhaiskar	Chairperson / Non-Executive / independent Non-Executive / independent Executive Non-Executive
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Mr. Govind G. Desai Mr. Chandrashekhar S. Kaptan Mr. Virendra D. Mhaiskar	Chairperson / Non-Executive / independent Non-Executive / independent Executive

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
August 13, 2015	October 21, 2015	13.08.2015 to 23.09.2015 – 41 days
September 23, 2015		23.09.2015 to 21.10.2015 – 28 days

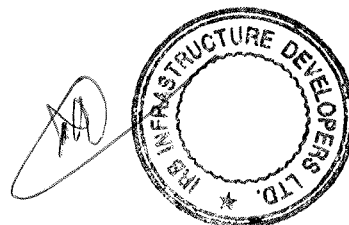
## IV. Meeting of Committees

### Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
October 21, 2015	Yes	August 13, 2015	69 days

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA



## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: This Report will be placed at the ensuing Board Meeting.

For IRB Infrastructure Developers Limited



Mehul Patel  
Company Secretary

