

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



July 16, 2016

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

Dear Sir/Madam,

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

**Sub: Report on Corporate Governance - Quarter ended June 30, 2016**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find enclosed the revised Report on Corporate Governance for the Quarter ended June 30, 2016.

Kindly take the same on your record.

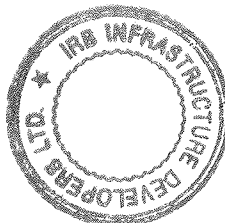
Thanking you,

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



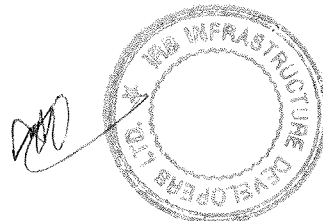
Encl: As above

**Format to be submitted by listed entity on quarterly basis**

Name of Listed Entity : IRB Infrastructure Developers Limited  
 Quarter ended : June 30, 2016

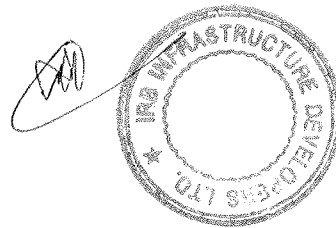
**I. Composition of Board of Directors**

| Tit<br>le<br>(M<br>r. /<br>Ms<br>) | Name of<br>the<br>Director | PAN &<br>DIN                                     | Category<br>(Chairperson/Executive/<br>Non-<br>Executive/independent/<br>Nominee) | Date of<br>Appoint<br>ment in<br>the<br>current<br>term<br>/cessatio<br>n | Tenu<br>re | No of<br>Directors<br>hip in<br>listed<br>entities<br>includin<br>g this<br>listed<br>entity<br><br>(Refer<br>Regulati<br>on 25(1)<br>of<br>Listing<br>Regulati<br>ons) | Number<br>of<br>members<br>hips in<br>Audit/<br>Stakehold<br>er<br>Committe<br>e(s)<br>including<br>this listed<br>entity<br><br>(Refer<br>Regulatio<br>n 26(1) of<br>Listing<br>Regulatio<br>ns) | No of<br>post of<br>Chairper<br>son in<br>Audit/<br>Stakehol<br>der<br>Committe<br>e held<br>in listed<br>entities<br>includin<br>g this<br>listed<br>entity<br><br>(Refer<br>Regulati<br>on 26(1)<br>of<br>Listing<br>Regulati<br>ons) |
|------------------------------------|----------------------------|--|---|---|------------|---|---|---|
| Mr                                 | Virendra<br>D.<br>Mhaiskar | PAN :<br>AACPM46<br>89D<br><br>DIN :<br>00183554 | Chairperson/Executive   | 27/07/19<br>98  |            | 1   | 2   | None  |
| Mr<br>s                            | Deepali V.<br>Mhaiskar     | PAN :<br>AAJPM71<br>82L<br><br>DIN :<br>00309884 | Executive   | 27/07/19<br>98  |            | 1   | None  | None  |
| Mr                                 | Sudhir Rao<br>Hoshing      | PAN :<br>AAEPH41<br>02N<br><br>DIN :<br>02460530 | Executive   | 29/05/20<br>15  |            | 1   | None  | None  |
| Mr                                 | Mukeshlal<br>Gupta         | PAN :<br>AAAPG92<br>43M<br><br>DIN :             | Executive   | 01/02/20<br>12  |            | 1   | None  | None  |



|    |                                 |  |                           |  |   |    |      |      |
|----|---------------------------------|--|---------------------------|--|---|----|------|------|
|    |                                 | 02121698   |                           |  |   |    |      |      |
| Mr | Suresh G. Kelkar                | PAN :<br>ABCPK74<br>22P<br><br>DIN :<br>01784048 | Non-Executive             | 17/11/20<br>06   |   | 1  | None | None |
| Mr | Govind G. Desai                 | PAN :<br>ACWPD35<br>40J<br><br>DIN :<br>00140853 | Non-Executive/independent | 03/08/20<br>07<br><br>Resigned<br>w.e.f.<br>19/05/20<br>16 | 5 | 1* | 1*   | 1*   |
| Mr | Chandrashe<br>khar S.<br>Kaptan | PAN :<br>ABAPK74<br>66K<br><br>DIN :<br>01643564 | Non-Executive/independent | 03/08/20<br>07   | 5 | 1  | None | 1    |
| Mr | Sunil H.<br>Talati              | PAN :<br>AAEPT80<br>88R<br><br>DIN :<br>00621947 | Non-Executive/independent | 13/12/20<br>10   | 5 | 3  | 1    | 2    |
| Mr | Sandeep J.<br>Shah              | PAN :<br>AAIPS528<br>9F<br><br>DIN :<br>00917728 | Non-Executive/independent | 05/02/20<br>15   | 5 | 1  | 1    | None |
| Mr | Sunil<br>Tandon                 | PAN :<br>AAEPT28<br>79C<br><br>DIN :<br>00874257 | Non-Executive/independent | 29/05/20<br>16   | 3 | 1  | None | None |
| Mr | B. L. Gupta                     | PAN :<br>ABAPG54<br>88P<br><br>DIN :<br>07175777 | Non-Executive/independent | 21/10/20<br>15   | 1 | 1  | 2    | None |

\* As per disclosure made by Mr. Govind G. Desai for quarter ended March 31, 2016.



## II. Composition of Committees

| Name of Committee                           | Name of Committee members  | Category<br>(Chairperson/Executive/Non-Executive/independent/Nominee)  |
|---|--|--|
| 1. Audit Committee                          | Mr. Sunil H. Talati<br>Mr. Bajarang Lal Gupta<br>Mr. Sandeep J. Shah<br>Mr. Virendra D. Mhaiskar | Chairperson / Non-Executive / independent<br>Non-Executive / independent<br>Non-Executive / independent<br>Executive |
| 2. Nomination & Remuneration Committee      | Mr. Chandrashekhar S. Kaptan<br>Mr. Bajarang Lal Gupta<br>Mr. Virendra D. Mhaiskar               | Chairperson / Non-Executive / independent<br>Non-Executive / independent<br>Executive                                |
| 3. Risk Management Committee(if applicable) | Not Applicable   | Not Applicable   |
| 4. Stakeholders Relationship Committee'     | Mr. Chandrashekhar S. Kaptan<br>Mr. Bajarang Lal Gupta<br>Mr. Virendra D. Mhaiskar               | Chairperson / Non-Executive / independent<br>Non-Executive / independent<br>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) |
|---|---|---|
| January 29, 2016                                    | May 19, 2016  | 29.01.2016 to 09.03.2016 – 39 days                          |
| March 9, 2016                                       |   | 09.03.2016 to 19.05.2016 – 70 days                          |

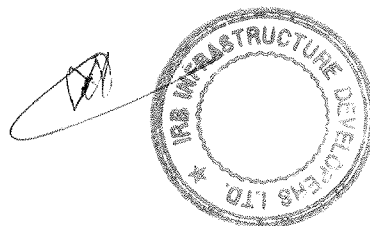
## IV. Meeting of Committees

### 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 |
|---|---|---|--|
| May 19, 2016  | Yes   | January 29, 2016  | 29.01.2016 to 09.03.2016 – 39 days                                 |
|   |   | March 9, 2016   | 09.03.2016 to 19.05.2016 – 70 days                                 |

### Nomination & Remuneration 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 |
|---|---|---|--|
| May 19, 2016  | Yes   | --  |  |



**Stakeholders Relationship 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 |
|---|---|---|--|
| May 19, 2016  | Yes   | January 29, 2016  |  |

**V. Related Party Transactions**

| <i>Subject</i>   | <i>Compliance status (Yes/No/NA)</i> |
|--|--------------------------------------|
| 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 | Yes                                  |

**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. The Report for the quarter & year ended March 31, 2016 was placed before the Board meeting held on May 19, 2016.

**For IRB Infrastructure Developers Limited**



**Mehul Patel**  
Company Secretary

