

CIN : L65910MH1998PLC115967

Registered Office:

3rd 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 10, 2017

<p>Listing Department, BSE 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>
---	---

Dear Sir/Madam,

Ref: Scrip Code: 532947, Symbol: IRB

Sub: Report on Corporate Governance - Quarter ended December 31, 2016

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

Mehul Patel
Company Secretary

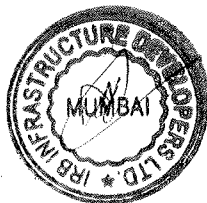
Encl: As above

Format to be submitted by listed entity on quarterly basis

Name of Listed Entity : IRB Infrastructure Developers Limited
 Quarter ended : December 31, 2016

I. Composition of Board of Directors

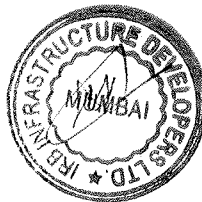
Tit le (M r. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non- Executive/independent/ Nominee)	Date of Appoint ment in the current term /cessatio n	Tenu re	No of Directors hip in listed entities includin g this listed entity (Refer Regulati on 25(1) of Listing Regulati ons)	Number of members hips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)	No of post of Chairper son in Audit/ Stakehol der Committ ee held in listed entities includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)
Mr	Virendra D. Mhaiskar	PAN : AACPM46 89D DIN : 00183554	Chairperson/Executive	27/07/19 98		1	2	None
Mr s	Deepali V. Mhaiskar	PAN : AAJPM71 82L DIN : 00309884	Executive	27/07/19 98		1	None	None
Mr	Sudhir Rao Hoshing	PAN : AAEPH41 02N DIN : 02460530	Executive	29/05/20 15		1	None	None
Mr	Mukeshlal Gupta	PAN : AAAPG92 43M DIN : 02121698	Executive	01/02/20 12		1	None	None



Mr	Chandrashekhar S. Kaptan	PAN : ABAPK74 66K DIN : 01643564	Non- Executive/independent	03/08/20 07	5	1	1	1
Mr	Sunil H. Talati	PAN : AAEPT80 88R DIN : 00621947	Non- Executive/independent	13/12/20 10	5	3	1	2
Mr	Sandeep J. Shah	PAN : AAIPS528 9F DIN : 00917728	Non- Executive/independent	05/02/20 15	5	1	2	None
Mr	Sunil Tandon	PAN : AAEPT28 79C DIN : 00874257	Non- Executive/independent	29/05/20 16	3	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. Chandrashekhar S. Kaptan Mr. Sandeep J. Shah Mr. Virendra D. Mhaiskar	Chairperson / Non-Executive / independent Non-Executive / independent Non-Executive / independent Executive
2. Nomination & Remuneration Committee	Mr. Chandrashekhar S. Kaptan Mr. Sandeep J. Shah Mr. Virendra D. Mhaiskar	Chairperson / Non-Executive / independent Non-Executive / independent Executive
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr. Chandrashekhar S. Kaptan Mr. Sandeep J. Shah 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 11, 2016	November 22, 2016	11.08.2016 to 23.09.2016 -- 42 days
September 23, 2016		23.09.2016 to 22.11.2016 -- 59 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
November 22, 2016	Yes	August 11, 2016	11.08.2016 to 22.11.2016 -- 102 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
--	-	--	

Stakeholders Relationship Committee

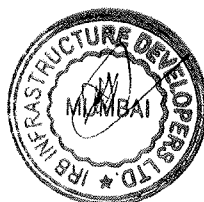
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
November 22, 2016	Yes	August 11, 2016	

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities) -- Not Applicable
- 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 ended September 30, 2016 was placed before the Board meeting held on November 22, 2016.

For IRB Infrastructure Developers Limited



Mehul Patel
Company Secretary

