

September 24, 2024

To,

Corporate Relationship Department, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai 400 051
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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), 2015 - Proceedings of the 26th 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings and voting results of the 26th Annual General Meeting (AGM) of IRB Infrastructure Developers Limited held on Tuesday, September 24, 2024, at 12:00 Noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business as per the notice dated August 28, 2024.

The remote e-voting facility and e-voting at AGM i.e. Insta Poll were provided on all the items of the business sought to be transacted at the 26th AGM. The Company had appointed KFin Technologies Limited as the service provider for the purpose of extending the facility for remote e-voting and e-voting at AGM to the members of the Company.

The requisite quorum was present at the AGM.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of business transacted at the 26th AGM of the Company are furnished below:

Date of AGM	September 24, 2024
Total number of shareholders on cut-off date (i.e. as on September 17, 2024)	17,83,447
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	N.A.
Public	N.A.
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	7
Public	69

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) Regulations, 2015 are as follows:

Resolution Item No. 1 - Ordinary Resolution:

To consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2024 together with the Report of the Auditors thereon.

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3216171912	3078497827	95.72	3078497827	-	100	-
	E-Voting at AGM		-	-	-	-	-	
	Total		3078497827	95.72	3078497827	-	100	-
Public-Non Institution	Remote E-Voting	985772108	2070640	0.21	2037321	33319	98.40	1.60
	E-Voting at AGM		11002	0.00	11002	-	100	0.00
	Total		2081642	0.21	2048323	33319	98.40	1.60
Total		6039000000	4912533469	81.35	4912500150	33319	99.99	0.01

Resolution Item No. 2 - Ordinary Resolution:

To consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3216171912	3078497827	95.72	3078497827	-	100	-
	E-Voting at AGM		-	-	-	-	-	
	Total		3078497827	95.72	3078497827	-	100	-
Public-Non Institution	Remote E-Voting	985772108	2063095	0.21	2036691	26404	98.72	1.28
	E-Voting at AGM		11002	0.00	11002	-	100	0.00
	Total		2074097	0.21	2047693	26404	98.73	1.27
Total		6039000000	4912525924	81.35	4912499520	26404	99.99	0.01

Resolution Item No. 3 – Ordinary Resolution

To appoint a Director in place of Mr. Virendra D. Mhaskar (DIN: 00183554), Managing Director who retires by rotation and, being eligible, seeks re- appointment.

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3216171912	3080531053	95.79	2981272132	99258921	96.78	3.22
	E-Voting at AGM		-	-	-	-	-	
	Total		3080531053	95.79	2981272132	99258921	96.78	3.22
Public-Non Institution	Remote E-Voting	985772108	2068634	0.21	1985311	83323	95.97	4.03
	E-Voting at AGM		11002	0.00	11002	-	100	0.00
	Total		2079636	0.21	1996313	83323	95.99	4.01
Total		6039000000	4914564689	81.38	4815222445	99342244	97.98	2.02

Resolution Item No. 4 – Ordinary Resolution

Ratification of remuneration payable to M/s Joshi Apte & Associates, Cost Auditors of the Company for the financial year 2024 -25.

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3216171912	3077798682	95.70	3077798682	-	100	-
	E-Voting at AGM		-	-	-	-	-	
	Total		3077798682	95.70	3077798682	-	100	-
Public-Non Institution	Remote E-Voting	985772108	1880384	0.19	1819067	61317	96.74	3.26
	E-Voting at AGM		11002	0.00	11002	-	100	0.00
	Total		1891386	0.19	1830069	61317	96.76	3.24
Total		6039000000	4911644068	81.33	4911582751	61317	99.99	0.01



ISO 9001, ISO 14001,
ISO 45001, ISO 27001

Certificate Number 23725

Please note that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. Number of votes polled does not include number of votes abstained & invalid votes.
3. The percentages are round off to the nearest decimals.
4. Number of shareholders are not grouped on the basis of PAN.
5. All the aforesaid resolutions were passed with substantial majority.

Request you to take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For IRB Infrastructure Developers Limited

Mehul Patel
Company Secretary