

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

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CIN : L65910MH1998PLC115967



Date: September 20, 2022

To

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001.	National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai.
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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 24th 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 24th Annual General Meeting (AGM) of IRB Infrastructure Developers Ltd held on Tuesday, September 20, 2022, at 02.00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business as per the notice dated August 22, 2022.

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 24th 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 Annual General Meeting.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of business transacted at the 24th AGM of the Company are furnished below:

Date of AGM	September 20, 2022
Total number of shareholders on cut-off date (i.e. as on September 13, 2022)	1,36,755
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	7
Public	52

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), 2015 are as follows:

Resolution Item No. 1 - Ordinary Resolution:

Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2022.

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	206552598	206452400	99.95	206452400	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		206452400	99.95	206452400	0	100	0
Public - Institutional holder	Remote E-Voting	335582409	331913366	98.90	331913366	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		331913366	98.90	331913366	0	100	0
Public-Non Institution	Remote E-Voting	61764993	10092136	16.34	10083837	8299	99.92	0.08
	E-Voting at AGM		442	0.00	442	0	100	0
	Total		10092578	16.34	10084279	8299	99.92	0.08
Total		603900000	548458344	90.82	548450045	8299	99.998	0.002

Resolution Item No. 2 - Ordinary Resolution:

Re-appointment of Ms. Deepali Mhaiskar who retires by rotation.

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	206552598	206452400	99.95	206452400	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		206452400	99.95	206452400	0	100	0
Public - Institutional holder	Remote E-Voting	335582409	332071043	98.95	324872028	7199015	97.83	2.17
	E-Voting at AGM		0	0	0	0	0	0
	Total		332071043	98.95	324872028	7199015	97.83	2.17
Public-Non Institution	Remote E-Voting	61764993	10092151	16.34	10082415	9736	99.90	0.10
	E-Voting at AGM		442	0.00	442	0	100	0
	Total		10092593	16.34	10082857	9736	99.90	0.10
Total		603900000	548616036	90.85	541407285	7208751	98.69	1.31

Resolution Item No. 3 - Ordinary Resolution

Appointment of M/s. M S K A & Associates, Chartered Accountants as the Joint Statutory Auditors of the Company.

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	206552598	206452400	99.95	206452400	0	100	0.00
	E-Voting at AGM		0	0	0	0	0	0
	Total		206452400	99.95	206452400	0	100	0
Public - Institutional holder	Remote E-Voting	335582409	332071043	98.95	332071043	0	100.00	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		332071043	98.95	332071043	0	100.00	0
Public-Non Institution	Remote E-Voting	61764993	10092161	16.34	10083689	8472	99.92	0.08
	E-Voting at AGM		442	0.00	442	0	100	0
	Total		10092603	16.34	10084131	8472	99.92	0.08
Total		603900000	548616046	90.85	548607574	8472	99.998	0.002

Resolution Item No. 4 - Special Resolution

Re-appointment of Mr. Virendra D. Mhaiskar as a Managing Director of the Company.

Resolution required:				Special 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	206552598	206452400	99.95	206452400	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		206452400	99.95	206452400	0	100	0
Public - Institutional holder	Remote E-Voting	335582409	332071043	98.95	294967655	37103388	88.83	11.17
	E-Voting at AGM		0	0	0	0	0	0
	Total		332071043	98.95	294967655	37103388	88.83	11.17
Public-Non Institution	Remote E-Voting	61764993	10092155	16.34	10082357	9798	99.90	0.10
	E-Voting at AGM		442	0.00	442	0	100	0
	Total		10092597	16.34	10082799	9798	99.90	0.10
Total		603900000	548616040	90.85	511502854	37113186	93.24	6.76

Resolution Item No. 5 – Ordinary Resolution

Appointment of Mr. Ravindra Dhariwal as a Non-Executive Director, liable to retire by rotation.

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	206552598	206452400	99.95	206452400	0	100	0.00
	E-Voting at AGM		0	0	0	0	0	0
	Total		206452400	99.95	206452400	0	100	0.00
Public - Institutional holder	Remote E-Voting	335582409	332071043	98.95	324812425	7258618	97.81	2.19
	E-Voting at AGM		0	0	0	0	0	0
	Total		332071043	98.95	324812425	7258618	97.81	2.19
Public-Non Institution	Remote E-Voting	61764993	10092166	16.34	10082536	9630	99.90	0.10
	E-Voting at AGM		442	0.00	442	0	100	0.00
	Total		10092608	16.34	10082978	9630	99.90	0.10
Total		603900000	548616051	90.85	541347803	7268248	98.68	1.32

Resolution Item No. 6 – Ordinary Resolution

Ratification of remuneration payable to Mrs. Netra Shashikant Apte, Cost Auditors of the Company for the financial year 2022-23.

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	206552598	206452400	99.95	206452400	0	100	0.00
	E-Voting at AGM		0	0	0	0	0	0
	Total		206452400	99.95	206452400	0	100	0.00
Public - Institutional holder	Remote E-Voting	335582409	332071043	98.95	331986147	84896	99.97	0.03
	E-Voting at AGM		0	0	0	0	0	0
	Total		332071043	98.95	331986147	84896	99.97	0.03
Public-Non Institution	Remote E-Voting	61764993	10092135	16.34	10083601	8534	99.92	0.08
	E-Voting at AGM		442	0	442	0	100	0
	Total		10092577	16.34	10084043	8534	99.92	0.08
Total		603900000	548616020	90.85	548522590	93430	99.98	0.02

Resolution Item No. 7 – Ordinary Resolution

Consider and approve related party transactions with Palsit Dankuni Tollway Private Limited (“PDTPL”) for Palsit Dankuni BOT Project.

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				Yes				
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	206552598	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutional holder	Remote E-Voting	335582409	181911831	54.21	176195261	5716570	96.86	3.14
	E-Voting at AGM		0	0	0	0	0	0
	Total		181911831	54.21	176195261	5716570	96.86	3.14
Public-Non Institution	Remote E-Voting	61764993	10092116	16.34	10081645	10471	99.90	0.10
	E-Voting at AGM		442	0	442	0	100	0
	Total		10092558	16.34	10082087	10471	99.90	0.10
Total		603900000	192004389	31.79	186277348	5727041	97.02	2.98

Resolution Item No. 8 – Ordinary Resolution

Consider and approve material related party transactions with Meerut Budaun Expressway Limited in relation to the Ganga Expressway Project

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				Yes				
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	206552598	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutional holder	Remote E-Voting	335582409	181911831	54.21	176195261	5716570	96.86	3.14
	E-Voting at AGM		0	0	0	0	0	0
	Total		181911831	54.21	176195261	5716570	96.86	3.14
Public-Non Institution	Remote E-Voting	61764993	10092106	16.34	10081631	10475	99.90	0.10
	E-Voting at AGM		442	0.00	442	0	100	0
	Total		10092548	16.34	10082073	10475	99.90	0.10
Total		603900000	192004379	31.79	186277334	5727045	97.02	2.98

Resolution Item No. 9 – Special Resolution

Consider and approve the transfer of Meerut Budaun Expressway Limited to the IRB Infrastructure Trust and related matters.

Resolution required:				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				Yes				
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	206552598	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutional holder	Remote E-Voting	335582409	181911831	54.21	160376271	21535560	88.16	11.84
	E-Voting at AGM		0	0	0	0	0	0
	Total		181911831	54.21	160376271	21535560	88.16	11.84
Public-Non Institution	Remote E-Voting	61764993	10092105	16.34	10082532	9573	99.91	0.09
	E-Voting at AGM		442	0.00	442	0	100	0.00
	Total		10092547	16.34	10082974	9573	99.91	0.09
Total		603900000	192004378	31.79	170459245	21545133	88.78	11.22

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. Vote casted by related parties in aforesaid resolution no. 7, 8 and 9 being related party transactions are not considered in the above results.
3. Number of votes polled does not include Number of votes abstained & invalid votes.
4. The percentages are round off to the nearest decimals.
5. Number of shareholders are not grouped on the basis of PAN.
6. All the aforesaid resolutions were passed with requisite 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

Press Release:

IRB Infra's Shareholders support all Resolutions with substantial majority at Company's Annual General Meeting

Mumbai, September 20, 2022: The Shareholders of India's first multinational infrastructure Highways Developer, IRB Infrastructure Developers Limited, passed all Resolutions with substantial majority at the 24th Annual General Meeting virtually held today.

While commenting on the occasion, Chairman & Managing Director of the Company, Mr. Virendra D. Mhaskar said, ***"We are extremely grateful to all our Shareholders for demonstrating high trust and confidence in us by extending their valuable support by voting in favour of all Resolutions proposed and forging the path to stronger growth in coming period."***

The Chairman's Speech delivered at the Annual General Meeting can be accessed at Company's website www.irb.co.in under the Media Gallery.

About IRB Infrastructure Developers Ltd:

IRB Infrastructure Developers Ltd (IRB) is India's first Multinational Infrastructure player in Highways segment. As the largest integrated private toll roads and highways infrastructure developer in India, IRB has an asset base of over Rs.60,000 Crs. in 10 States across the parent company and two InvITs.

The Company has strong track record of constructing over 12,000 lane Kms pan India in 3 decades and has an ability to construct over 500 Kms in a year.

It has approx. 20% share in India's prestigious Golden Quadrilateral project, which is the largest by any private infrastructure developer in India.

At present, IRB Group's portfolio (including Private and Public InvIT) has 22 road projects that include 17 BOT, 1 TOT and 4 HAM projects.

For further details, please contact:

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