

September 27, 2023

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 25th 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 25th Annual General Meeting (AGM) of IRB Infrastructure Developers Limited held on Wednesday, September 27, 2023, at 12:00 Noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business as per the notice dated August 30, 2023.

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 25th 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 25th AGM of the Company are furnished below:

Date of AGM	September 27, 2023
Total number of shareholders on cut-off date (i.e. as on September 20, 2023)	3,19,710
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	6
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:

To receive, consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements and the Report of the Auditors thereon for the year ended March 31, 2023.

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	2,06,60,75,980	2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
Public - Institutional holder	Remote E-Voting	3,29,67,87,889	3,26,10,01,193	98.91	3,26,10,01,193	0	100	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3,26,10,01,193	98.91	3,26,10,01,193	0	100	0.00
Public-Non Institution	Remote E-Voting	67,61,36,131	11,26,402	0.17	11,08,788	17,614	98.44	1.56
	E-Voting at AGM		1,076	0.00	1,076	0	100	0.00

	Total		11,27,478	0.17	11,09,864	17,614	98.44	1.56
Total		6,03,90,00,000	5,32,31,02,671	88.15	5,32,30,85,057	17,614	99.99	0.01

Resolution Item No. 2 - Ordinary Resolution:

To appoint a director in place of Mr. Ravindra Dhariwal (DIN: 00003922), Non-Executive 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	2,06,60,75,980	2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
Public - Institutional holder	Remote E-Voting	3,29,67,87,889	3,26,10,01,193	98.91	3,20,03,85,114	6,06,16,079	98.14	1.86
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3,26,10,01,193	98.91	3,20,03,85,114	6,06,16,079	98.14	1.86
Public-Non Institutional	Remote E-Voting	67,61,36,131	11,26,329	0.17	10,68,348	57,981	94.85	5.15
	E-Voting		1,076	0.00	1,076	0	100	0.00

	at AGM							
	Total		11,27,405	0.17	10,69,424	57,981	94.85	5.15
Total		6,03,90,00,000	5,32,31,02,598	88.15	5,26,24,28,538	6,06,74,060	98.86	1.14

Resolution Item No. 3 – Ordinary Resolution

Ratification of remuneration payable to Mrs. Netra Shashikant Apte, Cost Auditors of the Company for the financial year 2023-24.

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	2,06,60,75,980	2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
Public - Institutional holder	Remote E-Voting	3,29,67,87,889	3,26,10,01,193	98.91	3,26,10,01,193	0	100	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3,26,10,01,193	98.91	3,26,10,01,193	0	100	0.00
Public-Non Institution	Remote E-Voting	67,61,36,131	11,25,324	0.17	10,66,354	58,970	94.76	5.24
	E-Voting		1,076	0.00	1,076	0	100	0.00

	at AGM							
	Total		11,26,400	0.17	10,67,430	58,970	94.76	5.24
Total		6,03,90,00,000	5,32,31,01,593	88.15	5,32,30,42,623	58,970	99.99	0.01

Resolution Item No. 4 – Special Resolution

Alteration of Articles of Association 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	2,06,60,75,980	2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
Public - Institutional holder	Remote E-Voting	3,29,67,87,889	3,26,10,01,193	98.91	3,25,96,98,301	13,02,892	99.96	0.04
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3,26,10,01,193	98.91	3,25,96,98,301	13,02,892	99.96	0.04
Public-Non Institution	Remote E-Voting	67,61,36,131	11,11,268	0.17	10,79,098	32,170	97.11	2.89
	E-Voting		1,076	0.00	1,076	-	100	0.00

	at AGM							
	Total		11,12,344	0.17	10,80,174	32,17 0	97.11	2.89
Total		6,03,90,00,000	5,32,30,8 7,537	88.15	5,32,17,52 ,475	13,35, 062	99.97	0.03

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 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