

**Corporate Office :**

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

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CIN : L65910MH1998PLC115967



Date: September 30, 2021

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 23<sup>rd</sup> 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceeding and Voting results of the 23<sup>rd</sup> Annual General Meeting of IRB Infrastructure Developers Ltd held on Thursday, September 30, 2021, at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business as per the notice dated September 3, 2021.

The remote e-voting facility and E-Voting at AGM was provided on all the items of the business sought to be transacted at the 23<sup>rd</sup> Annual General Meeting. The Company had appointed KFin Technologies Private 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 23<sup>rd</sup> Annual General Meeting of the Company are furnished below:**

<b>Date of AGM</b>	30 <sup>th</sup> September, 2021
<b>Total number of shareholders on cut-off date (i.e. as on 23<sup>rd</sup> September, 2021)</b>	1,32,384
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	7
Public	47

**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 Audited Standalone Financial Statements for the year ended March 31, 2021 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, 2021.

<b>Resolution required:</b>				Ordinary Resolution				
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>				No				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote E-Voting	20,54,72,598	20,50,12,400	99.78	20,50,12,400	-	100	-
	E-Voting at AGM							
	<b>Total</b>		20,50,12,400	99.78	20,50,12,400	-	100	-
<b>Public - Institutional holder</b>	Remote E-Voting	9,36,85,587	8,30,79,418	88.68	8,30,79,418	-	100	-
	E-Voting at AGM							
	<b>Total</b>		8,30,79,418	88.68	8,30,79,418	-	100	-
<b>Public-Non Institution</b>	Remote E-Voting	5,22,91,815	1,01,921	0.19	99,500	2,421	97.62	2.38
	E-Voting at AGM		11,599	0.02	11,599	-	100	-
	<b>Total</b>		1,13,520	0.21	1,11,099	2,421	97.87	2.13
<b>Total</b>		<b>35,14,50,000</b>	<b>28,82,05,338</b>	<b>82.00</b>	<b>28,82,02,917</b>	<b>2,421</b>	<b>100</b>	<b>0.00</b>

**Resolution Item No. 2 - Ordinary Resolution:**

To appoint a director in place of Mr. Mukesh Lal Gupta (holding DIN 02121698), Joint Managing Director who retires by rotation and being eligible, seeks reappointment.

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	20,54,72,598	20,50,12,400	99.78	20,50,12,400	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	<b>Total</b>		20,50,12,400	99.78	20,50,12,400	-	100	-
Public - Institutional holders	Remote E-Voting	9,36,85,587	6,53,75,276	69.78	5,68,36,294	85,38,982	86.94	13.06
	E-Voting at AGM		-	-	-	-	-	
	<b>Total</b>		6,53,75,276	69.78	5,68,36,294	85,38,982	86.94	13.06
Public-Non Institutional	Remote E-Voting	5,22,91,815	1,01,420	0.19	82,488	18,932	81.33	18.67
	E-Voting at AGM		11,588	0.02	11,588	-	100	-
	<b>Total</b>		1,13,008	0.21	94,076	18,932	83.25	16.75
<b>Total</b>		<b>35,14,50,000</b>	<b>27,05,00,684</b>	<b>76.97</b>	<b>26,19,42,770</b>	<b>85,57,914</b>	<b>96.84</b>	<b>3.16</b>

### Resolution Item No. 3 - Special Resolution

Re-appointment of Mrs. Deepali V. Mhaiskar (holding DIN 00309884) as Whole-time 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	20,54,72,598	20,50,12,400	99.78	20,50,12,400	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	<b>Total</b>		20,50,12,400	99.78	20,50,12,400	-	100	-
Public - Institutional holders	Remote E-Voting	9,36,85,587	3,94,55,638	42.11	1,77,30,968	2,17,24,670	44.94	55.06
	E-Voting at AGM		-	-	-	-	-	-
	<b>Total</b>		3,94,55,638	42.11	1,77,30,968	2,17,24,670	44.94	55.06
Public- Non Institution	Remote E-Voting	5,22,91,815	1,01,270	0.19	88,554	12,716	87.44	12.56
	E-Voting at AGM		11,588	0.02	11,588	-	100	-
	<b>Total</b>		1,12,858	0.21	1,00,142	12,716	88.73	11.27
<b>Total</b>		<b>35,14,50,000</b>	<b>24,45,80,896</b>	<b>69.59</b>	<b>22,28,43,510</b>	<b>2,17,37,386</b>	<b>91.11</b>	<b>8.89</b>

### Resolution Item No. 4 - Ordinary Resolution

Ratification of payment of remuneration to the Cost Auditors.

<b>Resolution required:</b>				Ordinary Resolution				
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>				No				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]* 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]* 100</b>
<b>Promoter and Promoter Group</b>	Remote E-Voting	20,54,72,598	20,50,12,400	99.78	20,50,12,400	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	<b>Total</b>		20,50,12,400	99.78	20,50,12,400	-	100	-
<b>Public - Institutional holders</b>	Remote E-Voting	9,36,85,587	8,30,79,418	88.68	8,30,79,418	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	<b>Total</b>		8,30,79,418	88.68	8,30,79,418	-	100	-
<b>Public- Non Institution</b>	Remote E-Voting	5,22,91,815	1,01,370	0.19	98,779	2,591	97.44	2.56
	E-Voting at AGM		11,599	0.02	11,599	-	100	-
	<b>Total</b>		1,12,969	0.21	1,10,378	2,591	97.71	2.29
<b>Total</b>		<b>35,14,50,000</b>	<b>28,82,04,787</b>	<b>82.00</b>	<b>28,82,02,196</b>	<b>2,591</b>	<b>100</b>	<b>0.00</b>

### Resolution Item No. 5 - Special Resolution

Alteration of Articles of Association of the Company.

<b>Resolution required:</b>				Special Resolution				
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>				No				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote E-Voting	20,54,72,598	20,50,12,400	99.78	20,50,12,400	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	<b>Total</b>		20,50,12,400	99.78	20,50,12,400	-	100	-
<b>Public - Institutional holders</b>	Remote E-Voting	9,36,85,587	8,30,79,418	88.68	8,30,79,418	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	<b>Total</b>		8,30,79,418	88.68	8,30,79,418	-	100	-
<b>Public- Non Institution</b>	Remote E-Voting	5,22,91,815	1,01,215	0.19	90,647	10,568	89.56	10.44
	E-Voting at AGM		11,599	0.02	11,599	-	100	-
	<b>Total</b>		1,12,814	0.21	1,02,246	10,568	90.63	9.37
<b>Total</b>		<b>35,14,50,000</b>	<b>28,82,04,632</b>	<b>82.00</b>	<b>28,81,94,064</b>	<b>10,568</b>	<b>100</b>	<b>0.00</b>

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. The votes cast does not include invalid votes and abstained voting in particular resolutions.
3. 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**