

**Corporate Office :**

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

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CIN : L65910MH1998PLCT115967



April 8, 2024

To,  
Corporate Relationship Department,  
**BSE Limited**  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street, Mumbai - 400 001.

Dear Sir / Madam,

**Ref: Scrip Code: 532947, Symbol: IRB**

**Subject: Revised submission of proceedings of 25<sup>th</sup> Annual General Meeting held on September 27, 2023**

With reference to your email dated April 06, 2024, regarding re-submission of proceedings of Annual General Meeting (AGM) held on September 27, 2023 along with conclusion time of the aforesaid meeting; we hereby submit the revised proceedings of AGM held on September 27, 2023 enclosed herewith as **Annexure – I by including the time of conclusion of meeting.**

**The AGM commenced at 12:00 noon (IST) and concluded at 12:34 p.m. (IST)**

We hope that you will find the above in order and request you to take the same on record.

Thanking you.

Yours faithfully,

**For IRB Infrastructure Developers Limited**

**Mehul Patel**

**Company Secretary & Compliance Officer**

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 25<sup>th</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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings and Voting results of the 25<sup>th</sup> Annual General Meeting (AGM) of IRB Infrastructure Developers Limited held on Wednesday, September 27, 2023, which commenced at 12:00 Noon (IST) and concluded at 12:34 p.m. (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 25<sup>th</sup> 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 25<sup>th</sup> AGM of the Company are furnished below:

<b>Date of AGM</b>	September 27, 2023
<b>Total number of shareholders on cut-off date (i.e. as on September 20, 2023)</b>	3,19,710
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	N.A.
Public	N.A.
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
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.

<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>
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	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
	<b>Total</b>		2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
<b>Public - Institutional holder</b>	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
	<b>Total</b>		3,26,10,01,193	98.91	3,26,10,01,193	0	100	0.00
<b>Public-Non Institution</b>	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

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

**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.

<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>
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	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
	<b>Total</b>		2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
<b>Public - Institutional holder</b>	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
	<b>Total</b>		3,26,10,01,193	98.91	3,20,03,85,114	6,06,16,079	98.14	1.86
<b>Public-Non Institutional</b>	Remote E-Voting	67,61,36,131	11,26,329	0.17	10,68,348	57,981	94.85	5.15
	E-Voting at AGM		1,076	0.00	1,076	0	100	0.00

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

### 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.

<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>
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	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
	<b>Total</b>		2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
<b>Public - Institutional holder</b>	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
	<b>Total</b>		3,26,10,01,193	98.91	3,26,10,01,193	0	100	0.00
<b>Public-Non Institutional</b>	Remote E-Voting	67,61,36,131	11,25,324	0.17	10,66,354	58,970	94.76	5.24
	E-Voting at AGM		1,076	0.00	1,076	0	100	0.00

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

#### 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
<b>Promoter and Promoter Group</b>	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
	<b>Total</b>		2,06,09,74,000	99.75	2,06,09,74,000	0	100	0.00
<b>Public - Institutional holder</b>	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
	<b>Total</b>		3,26,10,01,193	98.91	3,25,96,98,301	13,02,892	99.96	0.04
<b>Public-Non Institutional</b>	Remote E-Voting	67,61,36,131	11,11,268	0.17	10,79,098	32,170	97.11	2.89
	E-Voting at AGM		1,076	0.00	1,076	-	100	0.00

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