

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.
Tel: 91 - 22 - 6640 4220 / 4880 4200 • Fax: 91 - 22 - 2857 3441 • e-mail: info@irb.co.in • www.irb.co.in
CIN : L65910MH1998PLC115967



Date: April 4, 2022

To,

Corporate Relationship Department, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai
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Dear Sir/Madam,

Re: Scrip Code 532947; Symbol: IRB

Subject: Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of the postal ballot notice seeking approval of the Members of the Company for:

Item No.	Description of Resolution
1.	Appointment of Mr. Carlos Ricardo Ugarte Cruz Coke as a Non-Executive Director, liable to retire by rotation.
2.	Appointment of Mr. Jose Angel Tamariz Martel Goncer as a Non-Executive Director, not liable to retire by rotation.
3.	Approval for change in terms of appointment of Mr. Virendra D. Mhaiskar as Director, Liable to retire by rotation from non-retiring director.
4.	Adoption of Restated Articles of Association of the Company.
5.	Appointment of Ms. Priti Savla as Independent Director of the Company.

In compliance with the applicable circulars, this postal ballot notice will be sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. Wednesday, March 30, 2022.

The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to enable the members to cast their votes electronically. The remote e-voting period shall commence from 9.00 a.m. (IST) on Tuesday, April 05, 2022 and shall end at 5.00 p.m. (IST) on Wednesday, May 04, 2022. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot notice is also available on the Company's website at www.irb.co.in.

You are requested to take the same on record.

Thanking you,

For IRB Infrastructure Developers Limited

Mehul Patel
Company Secretary

Encl: Postal Ballot Notice



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of IRB Infrastructure Developers Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Circulars and Notifications issued thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

The Board of Directors has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be Final. The Company has engaged the services of KFin Technologies Limited (formerly known as KFin Technologies Pvt. Ltd) (“KFinTech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically not later than 5:00 p.m. IST on Wednesday, May 4, 2022 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Friday, May 6, 2022 and will be displayed on the Company's website www.irb.co.in and will also be communicated to the Stock Exchanges that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of "KFinTech" at <https://evoting.kfintech.com>, The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

1. Appointment of Mr. Carlos Ricardo Ugarte Cruz Coke as a Non-Executive Director, liable to retire by rotation.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 152, 160, 161 read with other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Carlos Ricardo Ugarte Cruz Coke (DIN: 09441398), who was appointed as an Additional Non-Executive Director with effect from December 29, 2021 in accordance with the provisions of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office is liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Jose Angel Tamariz Martel Goncer as a Non-Executive Director, not liable to retire by rotation.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 152, 160, 161 read with other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jose Angel Tamariz Martel Goncer (DIN: 09441516), who was appointed as an Additional Non-Executive Director with effect from December 29, 2021 in accordance with the provisions of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office is not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Approval for change in terms of appointment of Mr. Virendra D. Mhaiskar as Director, Liable to retire by rotation from non-retiring director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in furtherance to the earlier resolution(s) passed at the Annual General Meetings held on August 23, 2017, August 31, 2018 and in terms of the provisions of Section 152, 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and any other statutory modification(s) or re-enactment thereof and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded for change in nature of the Office of Mr. Virendra D. Mhaiskar, Chairman and Managing Director (holding DIN 00183554), who was appointed as a Director not liable to retire by rotation, to Director liable to retire by rotation.

RESOVLED FURTHER THAT, all other terms of his appointment as per the aforesaid Shareholder’s resolutions remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company or Nomination and Remuneration Committee of the Board be and is hereby authorised to do all acts and take such steps expedient, proper or desirable to give effect to this Resolution.”

4. Adoption of Restated Articles of Association of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT consequent to the Investment Agreement entered into with Cintra INR Investments BV (Cintra) and the Share Subscription Agreement with Bricklayers Investment Pte. Ltd. (GIC) and pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the approval of members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by replacing the existing set of Articles of Association of the Company with Restated Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

5. Appointment of Ms. Priti Savla as Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Regulation 17 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Priti Savla (DIN 00662996), who was appointed as an Additional Independent Director in the capacity of Independent Director of the Company by the Board of Directors with effect from February 10, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from February 10, 2022 to February 9, 2027.”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors
For IRB Infrastructure Developers Limited
Sd/-
Virendra D. Mhaiskar
Chairman & Managing Director
Mumbai, March 29, 2022

Registered office:
Office No – 11th Floor / 1101, Hiranandani Knowledge Park,
Technology Street, Hill Side Avenue,
Opp. Hiranandani Hospital, Powai,
Mumbai – 400 076
CIN: L65910MH1998PLC115967
Tel. + 91 22 67336400 Fax: + 91 22 4053 6699
E-mail: grievances@irb.co.in

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

On December 29, 2021, the Board of Directors appointed Mr. Carlos Ricardo Ugarte Cruz Coke (holding DIN: 09441398) as an Additional non-executive Director of the Company, the said director shall hold office of Additional Director up to ensuing General Meeting or Postal Ballot to be conducted by the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. Carlos Ricardo Ugarte Cruz Coke as a Non-executive Director pursuant to provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member of the Company proposing the candidature of Mr. Carlos Ricardo Ugarte Cruz Coke as a Non-executive Director.

Mr. Carlos is an Economist from the University of Chile, MBA and MSBA from the University of Southern California. He joined Cintra in 1998 as CFO of Cintra Chile. He was appointed Head of Development NA in 2006 and Cintra Head of Business Development in 2010. He started his PPP career in the Treasury Ministry of Chile in 1986.

Mr. Carlos Ricardo Ugarte Cruz Coke is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as director. Accordingly, it is proposed to appoint him as Non-Executive Director of the Company whose period of office shall be liable to retire by rotation. Details of Mr. Carlos Ricardo Ugarte Cruz Coke pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is provided under Annexure A to this Notice.

Except Mr. Carlos Ricardo Ugarte Cruz Coke, being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolutions. The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for the approval by the members.

Item no. 2

On December 29, 2021, the Board of Directors appointed Mr. Jose Angel Tamariz Martel Goncer (holding DIN: 09441516) as an Additional non-executive Director of the Company, the said director shall hold office of Additional Director up to ensuing General Meeting or Postal Ballot to be conducted by the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. Jose Angel Tamariz Martel Goncer as a Non-executive Director pursuant to provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member of the Company proposing the candidature of Mr. Jose Angel Tamariz Martel Goncer Coke as a Non-executive Director.

Mr. Jose Angel Tamariz Martel Goncer is a civil engineer from the Polytechnic University of Madrid, he joined Cintra in 1999. Since then, he has held several positions such as Head of Development at Cintra Aparcamientos and Head of Ireland. He became Head of Canada and CEO of 407 ETR in 2009, Head of Europe and New Markets in 2017 and Asset Management Director in 2018 to direct the Cintra Global and Cintra Infrastructure offices, located in Nederland.

Mr. Jose Angel Tamariz Martel Goncer is not disqualified from being appointed as director in terms of Section 164 of the Act and have respectively given his consent to act as a director. Accordingly, it is proposed to appoint him as Non-Executive Director of the Company whose period of office shall not be liable to retire by rotation. Details of Mr. Jose Angel Tamariz Martel Goncer pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is provided under Annexure A to this Notice.

Except Mr. Jose Angel Tamariz Martel Goncer, being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolutions. The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for the approval by the members.

Item No. 3

Your directors at their meeting held on July 24, 2017 re-appointed Mr. Virendra Mhaiskar as a Managing Director, not liable to retire by rotation with effect from September 7, 2017 for period of 5 years, Further, members of the Company had approved the aforesaid re-appointment of Mr. Virendra Mhaiskar at the Annual General Meeting of the Company held on August 23, 2017.

As per provisions of Section 152(6) of the Companies Act, 2013 and rules made thereunder, not less than two-thirds of the total number of Directors of a public company, shall be persons whose period of office is liable to determination by retirement of directors by rotation. Further, total number of Directors does not include Independent Directors appointed at the General meeting and the retiring directors are eligible to seek reappointment. To comply with this provision, it is proposed to consider change in terms of appointment of Mr. Virendra D. Mhaiskar as Director by making his office liable to retire by rotation instead of non-retiring. The Board of Directors at their meeting held on December 29, 2021 had approved change in terms of office of Mr. Virendra D. Mhaiskar from Not-liable to retire by rotation to liable to retire by rotation in terms of Section 152 (6) of the Companies Act, 2013, keeping other terms of his appointment un-altered including remuneration as per earlier shareholder's resolutions passed at the Annual General Meetings held on August 23, 2017 and August 31, 2018.

Details of the Directors seeking re-appointment / appointment / change in remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2.

Particulars	Mr. Virendra D. Mhaiskar
Date of Birth and Age	October 8, 1971; 50 years
Date of first appointment on the board	July 27, 1998
Qualification	Diploma in Civil Engineering
Brief resume & nature of expertise in specific functional areas	Mr. Virendra D. Mhaiskar, is the Chairman and Managing Director of the Company. He holds a diploma in civil engineering from Shriram Polytechnic, Navi Mumbai. As a Civil Engineer, he has hands on experience of more than 30 years in the construction and infrastructure industry to his credit. He is responsible for developing new business, executing road construction and BOT projects. He is providing overall vision and strategy to the Company.
Relationship with other Directors / Key Managerial Personnel	Spouse of Mrs. Deepali V. Mhaiskar
Terms and conditions of appointment	As per earlier resolutions passed at the Annual General Meetings held on August 23, 2017, August 31, 2018
Number of Meetings of the Board attended during FY	8 out of 8 held
Board Membership of other Companies as on the date of Postal Ballot Notice	<ol style="list-style-type: none"> 1. IRB Holding Private Limited 2. MMK Toll Road Private Limited 3. IRB MP Expressway Private Limited 4. VDM Ventures Private Limited 5. Ideal Road Builders Private Limited
Memberships / Chairmanships of statutory committees of other companies as on the date of Postal Ballot Notice	<ol style="list-style-type: none"> 1. MMK Toll Road Private Limited: <ol style="list-style-type: none"> a) Audit Committee – Member b) Nomination and Remuneration Committee – Member 2. IRB MP Expressway Private Limited <ol style="list-style-type: none"> a) Corporate Social Responsibility Committee – Chairman 3. Ideal Road Builders Private Limited <ol style="list-style-type: none"> a) Corporate Social Responsibility Committee – Chairman
Remuneration proposed to be paid	As per earlier resolutions passed at the Annual General Meetings held on August 23, 2017, August 31, 2018
Remuneration last drawn (including sitting, if any)	As per earlier resolutions passed at the Annual General Meetings held on August 23, 2017, August 31, 2018

Number of shares held in the Company	39,84,985* equity shares
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

**includes 1000 equity shares held jointly with Deepali V. Mhaiskar and 1000 equity shares held as Karta of Virendra D. Mhaiskar HUF.*

Except Mr. Virendra Mhaiskar, being an appointee and Mrs. Deepali Mhaiskar, none of the Directors / Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolutions. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval by the members.

Item no. 4

In accordance with the terms of the Investment Agreement (IA) dated November 27, 2021 entered into by and among the Company, Cintra INR Investments BV, Mr. Virendra D. Mhaiskar, IRB Holding Private Limited (formerly known as Mhaiskar Ventures Private Limited) and certain other members of the Promoter and Promoter Group of the Company and Share Subscription Agreement (SSA) dated November 29, 2021 entered into by and among the Company, Bricklayers Investment Pte. Ltd, Mr. Virendra D. Mhaiskar, IRB Holding Private Limited (formerly known as Mhaiskar Ventures Private Limited) and certain other members of the Promoter and Promoter Group of the Company, the Company is required to alter its existing articles of association to reflect the various provisions/terms of the IA/ SSA.

Accordingly, the Board of Directors, at its meeting held on December 29, 2021, had subject to approval of Members, approved alteration of the Articles of Association of the Company by replacing the existing set of Articles of Association of the Company with Restated Articles of Association. It is proposed to adopt the restated articles of association in substitution of existing articles of association of the Company.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Further, a copy of restated articles of association (AOA) of the Company would be available for inspection for the Members on the Company's website at www.irb.co.in and physically at the Registered Office of the Company during the office hours on working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. until last date of evoting. Members seeking to inspect AOA electronically can send an email to grievances@irb.co.in until last date of evoting.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item no. 5

As per the Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of directors of the top 500 listed entities shall have at least one Independent Woman Director.

Consequent to resignation of Ms. Heena Raja, and the Company being one of the top 500 listed entities, it needs to appoint another Independent Woman Director. Your directors on February 10, 2022, appointed Ms. Priti Savla as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from February 10, 2022, to February 9, 2027, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Priti Savla as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Ms. Priti Savla to be appointed as Director of the Company.

The Company has received a declaration from Ms. Priti Savla confirming that she meets the criteria of independence under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Savla's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Priti Savla fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management.

In line with the Company's remuneration policy for Independent Directors, Ms. Priti Savla will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings/Committee meetings, if any.

Considering Ms. Priti Savla's experience of over two decades in the areas of audit, strategic planning, business advisory, process set up, risk mitigation & finance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from February 10, 2022 to February 9, 2027.

Draft letter of appointment of Ms. Priti Savla setting out the terms and conditions of appointment is being made available for inspection by the Members.

Except Ms. Priti Savla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. Details of Ms. Priti Savla pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is provided under Annexure A to this Notice.

The Board of Directors recommends the Special Resolution set out at item No. 5 of the Notice for approval by Members.

ANNEXURE A

Details of the Directors seeking re-appointment / appointment / change in remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2.

Particulars	Mr. Carlos Ricardo Ugarte Cruz Coke	Mr. Jose Angel Tamariz Martel Goncer	Ms. Priti Savla
Date of Birth and Age	April 26, 1960; 61 Years	September 23, 1968; 53 Years	September 13, 1977; 44 Years
Date of first appointment on the board	December 29, 2021	December 29, 2021	February 10, 2022
Qualification	Economist from the University of Chile, MBA and MSBA from the University of Southern California.	Civil engineer from the Polytechnic University of Madrid.	Chartered Accountant
Brief resume & nature of expertise in specific functional areas	Mr. Carlos is an Economist from the University of Chile, MBA and MSBA from the University of Southern California. He joined Cintra in 1998 as CFO of Cintra Chile. He was appointed Head of Development NA in 2006 and Cintra Head of Business Development in 2010. He started his PPP career in the Treasury Ministry of Chile in 1986.	Mr. Jose is a civil engineer from the Polytechnic University of Madrid, he joined Cintra in 1999. Since then, he has held several positions such as Head of Development at Cintra Aparcamientos and Head of Ireland. He became Head of Canada and CEO of 407 ETR in 2009, Head of Europe and New Markets in 2017 and Asset Management Director in 2018 to direct the Cintra Global and Cintra Infrastructure offices, located in Nederland.	Ms. Priti Savla is a practicing Chartered Accountant and a partner in KPB & Associates since 2002, a chartered accountant's firm based in Mumbai. She is a Central Council Member of the Institute of Chartered Accountants of India (ICAI) for the year 2022-2025. She has also served as Western Regional Council Member between 2013-22 and the Chairperson of WIRC of ICAI for the year 2019-20. She has perused Diploma in Information System Audit - ICAI, Certificate Course in Forensic Accounting & Fraud Detection - ICAI, Insolvency Professional - IBBI, Entrepreneurship Management course Indian School of Business

			– ISB. She has more than 20 years of experience in the areas of audit, strategic planning, business advisory, process set up, risk mitigation & finance. She is serving the Board of Listed Companies as Independent Director since 2014. She has also worked with various Indian and foreign Corporates on the professional matters.
Relationship with other Directors / Key Managerial Personnel	None	None	None
Terms and conditions of appointment	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
Number of Meetings of the Board attended during FY	1 out of 1 held since the appointment	1 out of 1 held since the appointment	None as appointed on February 10, 2022.
Board Membership of other Companies as on the date of Postal Ballot Notice	None	None	<ol style="list-style-type: none"> 1. Aarti Industries Ltd 2. Aarti Drugs Limited 3. ITI Mutual Fund Trustee Private Limited 4. Perch Strategic Advisors Private Limited 5. Perch Foundation
	Mr. Carlos Ricardo Ugarte Cruz Coke, Mr. Jose Angel Tamariz Martel Goncer and Ms. Priti Savla have not resigned from any listed entity in the last three years (as required under Regulation 36(3)(d) of SEBI Listing Regulations).		
Memberships / Chairmanships of committees of other companies as on the date of Postal Ballot Notice	None	None	<ol style="list-style-type: none"> 1. Aarti Industries Ltd <ol style="list-style-type: none"> a) Audit Committee – Member b) Corporate Social Responsibility Committee – Member

			2. Aarti Drugs Limited Audit Committee – Member
Remuneration proposed to be paid	None	None	None
Remuneration last drawn (including sitting, if any)	None	None	None
Number of shares held in the Company (self and as a beneficial owner)	None	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Ms. Priti Savla possesses appropriate skills, expertise and competencies particularly in the areas of strategic planning, business advisory, process set up, risk mitigation & finance which shall be required for the role of Independent Director of the Company.

By Order of the Board of Directors
For IRB Infrastructure Developers Limited
Sd/-
Virendra D. Mhaiskar
Chairman & Managing Director
Mumbai, March 29, 2022

Registered office:
Office No – 11th Floor / 1101, Hiranandani Knowledge Park,
Technology Street, Hill Side Avenue,
Opp. Hiranandani Hospital, Powai,
Mumbai – 400 076
CIN: L65910MH1998PLC115967
Tel. + 91 22 67336400 Fax: + 91 22 4053 6699
E-mail: grievances@irb.co.in

Notes:

1. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, March 30, 2022 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
2. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
3. This Postal Ballot Notice will also be available on the Company's website at www.irb.co.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited (formerly Known as KFin Technologies Pvt. Ltd) ("KFinTech") at <https://evoting.kfintech.com>.
4. Members who have not registered their e-mail address and mobile numbers may temporarily get themselves registered with KFinTech, by following the procedure mentioned below:
 - a) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - b) Select the name i.e. IRB Infrastructure Developers Limited.
 - c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - d) Enter DP ID – Client ID (in case Shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f) Enter the email address and mobile number.
 - g) System will validate DP ID – Client ID/Folio No. and PAN as the case may be and send OTP at the registered Mobile number as well as email address for validation.
 - h) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
 - i) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
 - j) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

In respect of shares held in physical form, the members may by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31

& 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, Telangana.

In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.

- 5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
- 7. The e-voting period commences at 9:00 a.m. (IST) on Tuesday, April 5, 2022 and ends at 5:00 p.m. (IST) on Wednesday, May 4, 2022** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, May 4, 2022.
9. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to grievances@irb.co.in
10. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA at <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members

are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

PROCEDURE FOR E-VOTING:

1. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. **Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.**
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. Members already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Visit the following URL: https://eservices.nSDL.com ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. iii. A new screen will open. Enter User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side. v. Click on “Active E-voting Cycles” option under E-voting. vi. You will see Company Name: “IRB Infrastructure Developers Limited” on the next screen. Click on the e-Voting link available against IRB Infrastructure Developers Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of 	<p>1. Members already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) ii. Enter your User ID and Password for accessing Easi / Easiest. iii. You will see Company Name: “IRB Infrastructure Developers Limited” on the next screen. Click on the e-Voting link available against IRB Infrastructure Developers Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of

<p>KFinTech to cast your vote without any further authentication.</p>	<p>KFinTech to cast your vote without any further authentication.</p>
<p>2. Members not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register this facility, visit the URL: https://eservices.nsd.com ii. Select option “Register Online for IDeAS” available on the left hand side of the page iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Members not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register for this facility, Visit the URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
<p>3. Members may alternatively vote through the e-Voting website of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> i. Visit the URL: https://www.evoting.nsd.com/ ii. Click on the button “Login” available under “Shareholder/Member” section. iii. On the login page, enter User ID (i.e, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. iv. On successful authentication, you will enter the e-voting module of NSDL. Click on “Access to e-Voting” option under E-voting. You will see Company Name: “IRB Infrastructure Developers Limited” on the next screen. Click on the e-Voting link available against IRB Infrastructure Developers Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 	<p>3. Members may alternatively vote through the e-Voting website of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> i. Visit the URL: www.cdslindia.com/ https://www.evotingindia.com ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against IRB Infrastructure Developers Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

<p>4. For any technical assistance, Members may contact NSDL Helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30.</p>	<p>4. For any technical assistance, Members may contact CDSL Helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 022- 23058738 or 022-23058542-43.</p>
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PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

1. Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL.
2. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-Voting**” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable).
3. **Click on the e-Voting link available against IRB Infrastructure Developers Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) NON-INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

- I. (A) **In case of members whose e-mail IDs are registered with the Company / Depository Participant(s)]:**
 - a. Visit the URL: <https://evoting.kfintech.com>
 - b. Enter the login credentials (**i.e. User ID and password as communicated in the e-mail from KFinTech**). In case of folio the User ID will be EVEN (E-Voting Event Number) followed by Folio No. In case of Demat account, User ID will be your DP ID and Client ID. If you are already registered with KFinTech for ‘e-voting’, you can use your existing User ID and password for logging-in.
 - c. After entering these details appropriately, click on “LOGIN”.
 - d. You will now reach Password Change Menu, wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.

- f. On successful login, the system will prompt you to select the “EVENT” and click on “IRB Infrastructure Developers Limited.”
 - g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
 - h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folio / demat account.
 - i. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - j. Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are required to send legible scanned certified true copy (in PDF/ JPG Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies), who is/are authorised to vote, to the Scrutiniser through e-mail at mihenhalani@gmail.com and may also upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN.”
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. **Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX123456789
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
 - c. KFinTech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
- IV. In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” Section of

KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

V. Members are requested to note the following contact details for addressing e-voting related grievances:

Ms. C Shobha Anand, Deputy General Manager

KFin Technologies Limited

Selenium Tower B, Plot 31-32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad 500 032

Phone No.: +91 40 6716 1700

Toll-free Nos.: 1800-309-8998/ 1800-309-4001

(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)

E-mail: shobha.anand@kfintech.com or evoting@kfintech.com