CIN : L65910MH1998PLC115967
Registered Office :
3rd Floor, IRB Complex, Chandivli Farm, Chandivli Village, Andheri (E), Mumbai - 400 072.
Tel: 91-22-6640 4220, • Fax: 91-22-6675 1024 • e-mail: info@irb.co.in • website: www.irb.co.in

IRB
INFRASTRUCTURE DEVELOPERS LTD

September 22, 2015

Corporate Relationship Department, The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001. Fax No. 022-22723121/3027/2039/2061/2041.	Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai. Fax No. 022-26598237/38;66418126

Dear Sir/Madam,

Ref: Scrip Code: 532947, Symbol: IRB

Sub: Declaration of Result of Postal Ballot

Please find enclosed herewith the declaration of Result of Postal Ballot pursuant to Clause 35A of the Listing Agreement.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For IRB Infrastructure Developers Ltd.

Virendra D. Mhaiskar
Chairman & Managing Director

Encl.: As Above

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DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot to seek the consent of the members of the Company for the proposed special resolutions to be passed through Postal Ballot as specified in the Notice dated August 13, 2015 ("the said Notice") read with the Explanatory Statement attached thereto.

The Company had appointed Mr. Makarand Joshi, Practicing Company Secretary of M/s. Makarand M. Joshi & Co., as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Company had appointed M/s. Karvy Computershare Private Limited to provide e-voting facility to its members.

The last date for receipt of the Postal Ballot Forms duly completed from the members / E-voting was September 18, 2015.

The Scrutinizer has submitted his report on the Postal Ballot on September 21, 2015 ("the said Report") and based on the Scrutinizer's report and pursuant to Clause 35A Listing Agreement the following result is hereby announced to the members on September 22, 2015 at the Registered Office of the Company:

1	**Date of Declaration of Postal Ballot Results**	**September 22, 2015**		
2	**Total number of shareholders as on Cut-Off date**	**77,139**		
3	**No. of Shareholders present in the meeting either in person or through proxy:**	**Not Applicable**		
	Promoters and Promoter Group:			
	Public:			
4	**No. of Shareholders attended the meeting through Video Conferencing**	**Not Applicable**		
	Promoters and Promoter Group:			
	Public:			
5	**Detail of the Agenda:**	**Resolution required:** (Ordinary/Special)	**Mode of voting:** (Show of hands / Poll / Postal ballot / E-voting)	**Result**
(i)	Special Resolution for Selling or disposing of undertaking(s) of the Company and creation of security pursuant to Section 180(1)(a) of the Companies Act, 2013.	Special	Postal Ballot / E-voting	Passed
(ii)	Special Resolution for alteration in the Main Object Clause of the Memorandum of Association of the Company.	Special	Postal Ballot / E-voting	Passed
(iii)	Special Resolution for amendments to Clause III B and Clause III C of the Memorandum of Association of the Company.	Special	Postal Ballot / E-voting	Passed

IRB INFRASTRUCTURE DEVELOPERS LTD.

In case of Postal Ballot/E-voting

Resolution No.1 - Selling or disposing of undertaking(s) of the Company and creation of security pursuant to Section 180(1)(a) of the Companies Act, 2013.

Promoter/ Public	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	203121370	201032415	98.97	201032415	0	100	0
Public – Institutional holders	125034355	73612688	58.87	52967104	20645584	71.95	28.05
Public- Others	23294275	43517	0.18	41539	1978	95.45	4.54
Total	**351450000**	**274688620**	**78.16**	**254041058**	**20647562**	**92.48**	**7.52**

***No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'.**

Resolution No.2 - Alteration in the Main Object Clause of the Memorandum of Association of the Company.

Promoter/ Public	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	203121370	201032415	98.97	201032415	0	100	0
Public – Institutional holders	125034355	74516488	59.60	74516488	0	100	0
Public- Others	23294275	43267	0.19	41117	2150	95.03	4.97
Total	**351450000**	**275592170**	**78.42**	**275590020**	**2150**	**More than 99.99**	**Less than 0.01**

***No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'.**

IRB INFRASTRUCTURE DEVELOPERS LTD.

Resolution No.3 - Amendments to Clause III B and Clause III C of the Memorandum of Association of the Company.

Promoter/ Public	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	203121370	201032415	98.97	201032415	0	100	0
Public – Institutional holders	125034355	74516488	59.60	74516488	0	100	0
Public- Others	23294275	43269	0.19	41047	2222	94.86	5.14
Total	**351450000**	**275592172**	**78.42**	**275589950**	**2222**	**More than 99.99**	**Less than 0.01**

***No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'.**

As per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and based on the said Report of the Scrutinizer dated September 21, 2015, I hereby declare that aforesaid special resolutions are duly passed by requisite majority.

For **IRB Infrastructure Developers Limited**

Virendra D. Mhaiskar
Chairman & Managing Director

Date & Place: September 22, 2015; Mumbai