

October 31, 2012

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

Re - Scrip Code : 532947; Symbol : IRB

Sub: Postal Ballot Result

We enclosed herewith Report of the Chairman declaring the Result of the Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

Kindly take the same in your record.

Thanking You,

For IRB Infrastructure Developers Limited



Virendra D. Mhaikar
Chairman & Managing Director

Encl.: As above

DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, 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 vide an Ordinary Resolution under Section 293(1) (a) of the Companies Act, 1956 for Creation of further mortgage and / or charge over all or any part of the movable and / or immovable properties of the Company and/ or by pledging of the shares held by the Company in such SPVs / Joint Venture / Subsidiaries for securing any loan(s) obtained/to be obtained by the Company or its subsidiaries / joint venture / Special Purpose Vehicles (SPVs) for an amount not exceeding Rs.15,000 crores, as specified in the Notice dated August 21, 2012 ("the said Notice") read with the Explanatory Statement attached thereto.

The Company had appointed Mr. S. Anantha Rama Subramanian, Practicing Company Secretary, (CP. No.: 1925) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Company has entered into an Agreement with the National Securities Depository Limited (NSDL) to enable the shareholders to vote electronically (E-voting).

The last date for receipt of the Postal Ballot Forms duly completed from the members / E-voting was October 25, 2012.

The Scrutinizer has submitted his report on the Postal Ballot on October 29, 2012 ("the said Report") and the following result is hereby announced to the members on October 31, 2012 at the Registered Office of the Company:

Sr. No.	Particulars	No. of Postal Ballot Forms / E-votes	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	* 471	21,90,19,924	97.28
B	Votes against the Resolution	75	57,68,730	2.56
C	Total valid votes (A+B)	546	22,47,88,654	99.84
D	Invalid Votes	47	3,59,384	0.16
	TOTAL (C+D)	593	22,51,48,038	100.00

* Includes 5 Postal Ballot forms in which votes polled partially have been considered and not considered to the extent of 37,37,498 Equity Shares.

As per the provisions of Section 192A and 189 and other applicable provisions, if any, of the Companies Act, 1956 and based on the said Report of the Scrutinizer dated October 29, 2012, I hereby declare that the result of Postal Ballot for the Ordinary Resolution contained in the said Notice dated August 21, 2012 has been duly passed by the requisite majority of the members of the Company voting by Postal Ballot.

For **IRB Infrastructure Developers Limited**



Virendra D. Mhaikar
Chairman & Managing Director

Date & Place : October 31, 2012; Mumbai