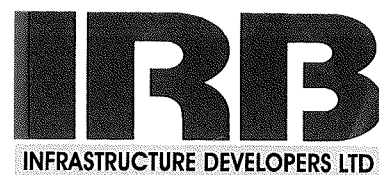


CIN : L65910MH1998PLC115967

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



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 November 5, 2014 ("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 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 December 6, 2014.

The Scrutinizer has submitted his report on the Postal Ballot on December 8, 2014 ("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 December 8, 2014 at the Registered Office of the Company:

1	Date of Declaration of Postal Ballot Results	December 8, 2014		
2	Total number of shareholders as on Cut-Off date	85,691		
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 increase in borrowing powers of the Company pursuant to section 180(1)(c) of the Companies Act, 2013.	Special	Postal Ballot / E-voting	Passed
(ii)	Special Resolution for raising of Funds upto Rs.1,500 Crores by issue of Securities.	Special	Postal Ballot / E-voting	Passed

A handwritten signature in black ink, consisting of a stylized 'A' followed by a long horizontal stroke.

In case of Postal Ballot/E-voting

Resolution No.1 - Increase in borrowing powers of the Company pursuant to section 180(1)(c) 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	203,117,805	201,032,415	98.97	201,032,415	0	100.00	0.00
Public – Institutional holders	99,491,238	47,076,626	47.32	46,602,011	474,615	98.99	1.01
Public- Others	29,755,067	1,794,747	6.03	1,788,671	1,862	99.66	0.10
Total	332,364,110	249,903,788	75.19	249,423,097	476,477	99.81	0.19

Resolution No.2 - Raising of Funds upto Rs.1,500 Crores by issue of Securities

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	203,117,805	201,032,415	98.97	201,032,415	0	100.00	0.00
Public – Institutional holders	99,491,238	47,076,626	47.32	46,524,407	552,219	98.83	1.17
Public- Others	29,755,067	1,794,747	6.03	1,773,878	2,453	98.84	0.14
Total	332,364,110	249,903,788	75.19	249,330,700	554,672	99.77	0.22



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 December 8, 2014, I hereby declare that aforesaid special resolutions are duly passed by requisite majority.

For IRB Infrastructure Developers Limited



Mehul Patel

Company Secretary

Membership No.: A14302

Date & Place : December 8, 2014; Mumbai