

September 18, 2025

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

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 27th Annual General Meeting of the Company and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Sir / Madam,

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 27th Annual General Meeting (AGM) of IRB Infrastructure Developers Limited held on Thursday, September 18, 2025, which commenced at 03:00 P.M. (IST) and concluded at 03:47 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business as per the notice dated August 14, 2025.

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 27th 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 27th AGM of the Company are furnished below:

Date of AGM	September 18, 2025
Total number of shareholders on cut-off date (i.e. as on September 11, 2025)	16,77,545
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	N.A.
Public	N.A.
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	8
Public	72

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) Regulations, 2015 are as follows:

Resolution Item No. 1 - Ordinary Resolution:

To consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

Resolution required:				Ordinary 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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3211747190	3143760919	97.88	3143579425	181494	99.99	0.01
	E-Voting at AGM		-	-	-	-	-	
	Total		3143760919	97.88	3143579425	181494	99.99	0.01
Public-Non Institution	Remote E-Voting	990196830	1252772	0.13	960023	292749	76.63	23.37
	E-Voting at AGM		75550	0.01	75550	-	100	-
	Total		1328322	0.13	1035573	292749	77.96	22.04
Total		6039000000	4977043241	82.42	4976568998	474243	99.99	0.01

Resolution Item No. 2 - Ordinary Resolution:

To consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution required:				Ordinary 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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3211747190	3143760919	97.88	3143579425	181494	99.99	0.01
	E-Voting at AGM		-	-	-	-	-	
	Total		3143760919	97.88	3143579425	181494	99.99	0.01
Public-Non Institution	Remote E-Voting	990196830	1253474	0.13	960713	292761	76.64	23.36
	E-Voting at AGM		75550	0.01	75550	-	100	-
	Total		1329024	0.13	1036263	292761	77.97	22.03
Total		6039000000	4977043943	82.42	4976569688	474255	99.99	0.01

Resolution Item No. 3 – Ordinary Resolution

To appoint a Director in place of Mrs. Deepali V. Mhaskar (DIN: 00309884), Whole-time Director who retires by rotation, and being eligible, seeks re-appointment.

Resolution required:				Ordinary 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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3211747190	3143936050	97.89	2988056802	155879248	95.04	4.96
	E-Voting at AGM		-	-	-	-	-	-
	Total		3143936050	97.89	2988056802	155879248	95.04	4.96
Public-Non Institution	Remote E-Voting	990196830	1274162	0.13	958747	315415	75.25	24.75
	E-Voting at AGM		75550	0.01	75550	-	100	-
	Total		1349712	0.14	1034297	315415	76.63	23.37
Total		6039000000	4977239762	82.42	4821045099	156194663	96.86	3.17

Resolution Item No. 4 – Ordinary Resolution

Ratification of remuneration payable to M/s Joshi Apte & Associates, Cost Auditors of the Company for the financial year 2025 -26.

Resolution required:				Ordinary 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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3211747190	3143936050	97.89	3143936050	-	100	-
	E-Voting at AGM		-	-	-	-	-	
	Total		3143936050	97.89	3143936050	-	100	-
Public-Non Institution	Remote E-Voting	990196830	1253304	0.13	950170	303134	75.81	24.19
	E-Voting at AGM		75550	0.01	75550	-	100	-
	Total		1328854	0.13	1025720	303134	77.18	22.82
Total		6039000000	4977218904	82.42	4976915770	303134	99.99	0.01

Resolution Item No. 5 – Ordinary Resolution

Appointment of M/s. Mihen Halani & Associates, Practising Company Secretary (Membership No. FCS 9926) as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from April 1, 2025, till March 31, 2030.

Resolution required:				Ordinary 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
Promoter and Promoter Group	Remote E-Voting	1837055980	1831954000	99.72	1831954000	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1831954000	99.72	1831954000	-	100	-
Public - Institutional holder	Remote E-Voting	3211747190	3143898443	97.89	3140794777	3103666	99.90	0.10
	E-Voting at AGM		-	-	-	-	-	
	Total		3143898443	97.89	3140794777	3103666	99.90	0.10
Public-Non Institution	Remote E-Voting	990196830	1274077	0.13	907679	366398	71.24	28.76
	E-Voting at AGM		75550	0.01	75550	-	100	-
	Total		1349627	0.14	983229	366398	72.85	27.15
Total		6039000000	4977202070	82.42	4973732006	3470064	99.93	0.07



Certificate Number 23725

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 substantial 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