

Corporate Office:

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



August 23, 2017

To

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001. <i>Fax No. 022-22723121/3027/2039/2061/2041.</i>	National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai. <i>Fax No. 022-26598237/38:66418126</i>
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Re - Scrip Code 532947; Symbol: IRB

Sub: Schedule III, Part A, Para A(13) of SEBI (Listing Obligations and Disclosure Requirements) - Proceedings of the 19th Annual General Meeting of the Company and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Sir(s),

Pursuant to relevant and above mentioned regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit the proceeding and Voting results of the 19th Annual General Meeting of IRB Infrastructure Developers Ltd held on Wednesday, 23rd day of August, 2017, at 3.00 P.M., at Megarugas, Plot No 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Andheri (East), Mumbai - 400 072, Maharashtra to transact the business as per the notice dated July 24, 2017.

The remote e-voting facility was provided on all the items of the business sought to be transacted at the 19th Annual General Meeting. The Company had appointed Karvy Computershare Private Limited as the service provider, for the purpose of extending the facility for Remote e-voting 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 19th Annual General Meeting of the Company are furnished below:

Date of the AGM/EGM	August 23, 2017
Total number of shareholders on record date	96356
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	32
No. of Shareholders attended the meeting through Video Conferencing:	Not Arranged
Promoters and Promoter Group:	
Public:	

The resolutions passed by the members with requisite majority briefly related to the following:

Ordinary Business:**Resolution No. 1:**

Considered and adopted the Audited Financial Statements for the year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2017.

(Ordinary Resolution)



Resolution No. 2:

Approved two interim dividends aggregating Rs. 5/- per equity share already paid during financial year 2016-17
(Ordinary Resolution)

Resolution No. 3:

Re-appointment of Mr. Sudhir Rao Hoshing (holding DIN: 02460530) as Director of the Company.
(Ordinary Resolution)

Resolution No. 4:

Ratification of appointment of Auditors and fixing their remuneration.
(Ordinary Resolution)

Resolution No. 5:

Appointment of Auditors and fixing their remuneration.
(Ordinary Resolution)

Special Business:

Resolution No. 6:

Appointment of Mr. Mukeshlal Gupta (holding DIN: 02121698) as a Joint Managing Director of the Company.
(Ordinary Resolution)

Resolution No. 7:

Appointment of Mr. Virendra D. Mhaikar (holding DIN: 00183554) as a Managing Director of the Company.
(Ordinary Resolution)

Resolution No. 8:

Approved enabling resolution for conversion of loan into equity shares in the event of default.
(Special Resolution).

Resolution No. 9:

Ratified the remuneration payable to Mrs. Netra Shashikant Apte, Practicing Cost Accountant having Firm Registration No. 102229 to conduct the audit of cost records of the Company for the financial year ended on March 31, 2017.
(Ordinary Resolution).



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), 2015 are as follows:

Resolution Item No. 1 - Ordinary Resolution:

Considered and adopted the Audited Financial Statements for the year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2017.

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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	124551178	86168805	69.18	86168805	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		86168805	69.18	86168805	0	100.00	0.00
Public-Non Institution	Remote E-Voting	25268209	14751	0.06	14046	705	95.22	4.78
	Poll		-	-	-	-	-	-
	Total		14751	0.06	14046	705	95.22	4.78
Total		351450000	287215971	81.72	287215266	705	100.00	0.00

*No. of votes polled does not include *no. of votes invalid

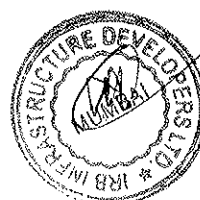


Resolution Item No. 2 - Ordinary Resolution:

Approved two interim dividends aggregating Rs. 5/- per equity share already paid during financial year 2016-17.

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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	124551178	86215961	69.22	86215961	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		86215961	69.22	86215961	0	100.00	0.00
Public-Non Institution	Remote E-Voting	25268209	15501	0.06	14796	705	95.45	4.55
	Poll		-	-	-	-	-	-
	Total		15501	0.06	14796	705	95.45	4.55
Total		351450000	287263877	81.74	287263172	705	100.00	0.00

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

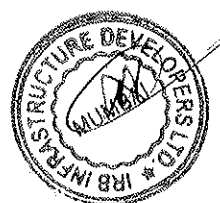


Resolution Item No. 3 - Ordinary Resolution

Re-appointment of Mr. Sudhir Rao Hoshing (holding DIN: 02460530) as Director of the Company.

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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	124551178	86215961	69.22	85188469	1027492	98.81	1.19
	Poll		-	-	-	-	-	-
	Total		86215961	69.22	85188469	1027492	98.81	1.19
Public-Non Institution	Remote E-Voting	25268209	14751	0.06	12996	1755	88.10	11.90
	Poll		-	-	-	-	-	-
	Total		14751	0.06	12996	1755	88.10	11.90
Total		351450000	287263127	81.74	286233880	1029247	99.64	0.36

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



Resolution Item No. 4 - Ordinary Resolution

Ratification of appointment of Auditors and fix their remuneration.

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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	124551178	86215961	69.22	86215961	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		86215961	69.22	86215961	0	100.00	0.00
Public-Non Institution	Remote E-Voting	25268209	14751	0.06	14046	705	95.22	4.78
	Poll		-	-	-	-	-	-
	Total		14751	0.06	14046	705	95.22	4.78
Total		351450000	287263127	81.74	287262422	705	100.00	0.00

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



Resolution Item No. 5 - Ordinary Resolution

Appointment of Auditors and fixing their remuneration.

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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	124551178	86215961	69.22	86215961	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		86215961	69.22	86215961	0	100.00	0.00
Public-Non Institution	Remote E-Voting	25268209	14751	0.06	13846	905	93.86	6.14
	Poll		-	-	-	-	-	-
	Total		14751	0.06	13846	905	93.86	6.14
Total		351450000	287263127	81.74	287262222	905	100.00	0.00

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

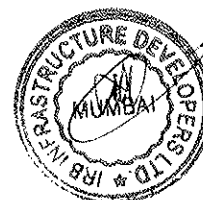


Resolution Item No. 6 - Ordinary Resolution

Appointment of Mr. Mukeshlal Gupta (holding DIN: 02121698) as a Joint Managing Director of the Company.

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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	124551178	86215961	69.22	66558057	19657904	77.20	22.80
	Poll		-	-	-	-	-	-
	Total		86215961	69.22	66558057	19657904	77.20	22.80
Public-Non Institution	Remote E-Voting	25268209	14751	0.06	13296	1455	90.14	9.86
	Poll		-	-	-	-	-	-
	Total		14751	0.06	13296	1455	90.14	9.86
Total		351450000	287263127	81.74	267603768	19659359	93.16	6.84

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

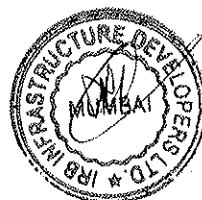


Resolution Item No. 7 - Ordinary Resolution

Appointment of Mr. Virendra D. Mhaiskar (holding DIN: 00183554) as a Managing Director of the Company.

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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public -- Institutional holders	Remote E-Voting	124551178	86215961	69.22	76231428	9984533	88.42	11.58
	Poll		-	-	-	-	-	-
	Total		86215961	69.22	76231428	9984533	88.42	11.58
Public-Non Institution	Remote E-Voting	25268209	14751	0.06	13906	845	94.27	5.73
	Poll		-	-	-	-	-	-
	Total		14751	0.06	13906	845	94.27	5.73
Total		351450000	287263127	81.74	277277749	9985378	96.52	3.48

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

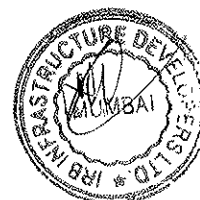


Resolution Item No. 8 – Special Resolution

Approved enabling resolution for conversion of loan into equity shares in the event of default.

Resolution required:				Special 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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	124551178	86215961	69.22	83816742	2399219	97.22	2.78
	Poll		-	-	-	-	-	-
	Total		86215961	69.22	83816742	2399219	97.22	2.78
Public-Non Institution	Remote E-Voting	25268209	14401	0.06	12702	1699	88.20	11.80
	Poll		-	-	-	-	-	-
	Total		14401	0.06	12702	1699	88.20	11.80
Total		351450000	287262777	81.74	284861859	2400918	99.16	0.84

*No. of votes polled does not include no. of votes invalid



Resolution Item No. 9 – Ordinary Resolution

Ratified the remuneration payable to Mrs. Netra Shashikant Apte, Practicing Cost Accountant having Firm Registration No. 102229 to conduct the audit of cost records of the Company for the financial year ended on March 31, 2017.

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	201630613	201032415	99.70	201032415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		201032415	99.70	201032415	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	124551178	86215961	69.22	86215961	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		86215961	69.22	86215961	0	100.00	0.00
Public-Non Institution	Remote E-Voting	25268209	14751	0.06	13596	1155	92.17	7.83
	Poll		-	-	-	-	-	-
	Total		14751	0.06	13596	1155	92.17	7.83
Total		351450000	287263127	81.74	287261972	1155	100.00	0.00

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

Please take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For IRB Infrastructure Developers Limited

Mehul Patel
Company Secretary

