



# **AASHISH K. BHATT & ASSOCIATES**

## **Practicing Company Secretaries**

**Aashish K. Bhatt**

B.Com., A.C.S., PGDSL

### **SCRUTINIZER'S CONSOLIDATED REPORT ON E-VOTING**

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**The Chairman,**

**IRB Infrastructure Developers Limited**

Office No – 11<sup>th</sup> Floor / 1101, Hiranandani Knowledge Park,

Technology Street, Hill Side Avenue, Opp. Hiranandani

Hospital, Powai, Mumbai 400 076.

**Subject: Consolidated Scrutinizer's Report on Members' voting through remote e-voting and electronic voting process conducted at the 28<sup>th</sup> Annual General Meeting of IRB Infrastructure Developers Limited held on Tuesday, September 22, 2026, at 11:30 A.M. (IST) through Video Conferencing (VC) / other Audio Visual Means (OAVM) in accordance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs and in accordance with the Master circular dated January 30, 2026 and other circulars issued by the Securities and Exchange Board of India in this regards (collectively known as "the Applicable circulars").**

Dear Sir,

I, Aashish K. Bhatt, proprietor of M/s. Aashish K. Bhatt & Associates, Practicing Company Secretaries, Mumbai, was appointed as the Scrutinizer by the Board of Directors of IRB Infrastructure Developers Limited (hereinafter referred as "the Company") in their meeting dated August, 26, 2026 pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, to scrutinize the remote e-voting that commenced from Thursday, September 17, 2026 at 09:00 A.M. (IST) and ended on Monday, September 21, 2026 at 05:00 P.M. (IST) (hereinafter referred to as "the remote e-voting period") and voting through electronic voting system at



D / 101, Lata Annexe, Above Axis Bank, W. E. Highway, Borivali (East), Mumbai - 400 066.

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28<sup>th</sup> Annual General Meeting (AGM / the meeting) of the Company on the resolutions contained in the notice of the AGM dated August 26, 2026, of the members of the Company held on Tuesday, September 22, 2026 at 11:30 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Members of the Company were provided remote e-voting facility through KFin Technologies Limited ('KFintech'), whereby they could cast their votes during the remote e-voting period and members of the Company voted during the aforesaid period. After the said remote e-voting period, the voting portal had been blocked by KFintech, the service provider.

Members attending the AGM through VC / OAVM and who did not cast their votes through remote e-voting were allowed to cast their votes at the Meeting through electronic voting system provided by KFintech on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the aforesaid Rules. Accordingly, the Members attending the AGM through VC/OAVM and who did not cast their vote earlier, voted through electronic voting system conducted at AGM.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules made there under and SEBI Listing regulations.

My responsibility as a scrutinizer of the voting process was restricted to scrutinize the e-voting process (through remote e-voting and voting through electronic voting system at the AGM), in a fair and transparent manner and to prepare a consolidated scrutinizer's report for the votes cast in favour and against on all the resolutions as stated in the notice of AGM, based on report generated from e-voting system provided by KFintech.

The cut-off date for the purpose of identifying the Members/Beneficial Owners who will be entitled to vote on the resolutions for approval of the members was Tuesday, September 15, 2026.

In case of votes received through electronic voting system at the AGM as well as through remote e-voting for the same shareholding from any Member, the votes received through remote e-voting from such Member to be considered and the votes received through electronic voting system to be considered invalid.

On, September 21, 2026 and September 22, 2026, after receiving the votes cast electronically by KFintech, the votes cast through remote e-voting and voting through electronic voting system at the 28<sup>th</sup> AGM were duly unblocked by me in the presence of Ms. Aakansha Sharma and Ms. Rasila Choudhary, who were witnesses in accordance rule 20 sub rule 4(xii) of the said rules.



The documents pertaining to remote e-voting and voting through electronic voting system at AGM and all other relevant records are kept in our safe custody and be retained until the minutes of AGM is approved and signed by the Chairman and thereafter shall be handed over to the Company Secretary for safe keeping.

Information with respect to AGM as well Member's participation in the AGM is provided in Annexure 1 and consolidated result of total votes cast, whether in favour or against, in accordance with rule 4(xii) of Rule 20 of the aforesaid Rules is annexed as Annexure 2 to this Report and based on which we confirm that all the resolutions were passed with requisite majority.

You are requested to acknowledge the receipt of this report.

Thanking you,

For Aashish K. Bhatt & Associates,

Practicing Company Secretaries

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Proprietor

Membership No.: A19639, COP No.: 7023

UDIN: A019639H001560893

Peer Review Certificate no.: 2959/2023

Place: Mumbai

Date: September 22, 2026

Countersigned by:

For IRB Infrastructure Developers Limited

Mehulkumar  
r Natwarlal  
Patel

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Natwarlal Patel  
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Mr. Mehul Patel,

Company Secretary and Compliance Officer\*

ACS: 14302

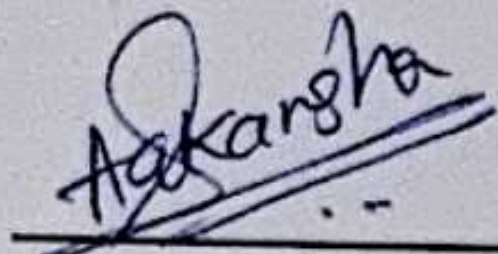
\*Pursuant to the authority granted at the Board  
Meeting of the Company held on August 26, 2026.

### **WITNESSES' CONFIRMATION**

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and with respect to the conduct of voting through remote e-voting and voting through electronic voting system at the 28<sup>th</sup> AGM by Members of IRB Infrastructure Developers Limited ("the Company") on all resolutions set out in the Notice convening the 28<sup>th</sup> AGM of Company, which was held on Tuesday, September 22, 2026 at 11:30 A.M. (IST) through VC / OAVM, we, Ms. Aakansha Sharma (working at D/101, Lata Annexe, Above Axis Bank, W.E highway, Borivali (East), Mumbai – 400 066) and Ms. Rasila Choudhary (working at D/101, Lata Annexe, Above Axis Bank, W.E highway, Borivali (East), Mumbai – 400 066) hereby confirm our witnessing to the unblocking of votes cast through remote e-voting and voting through electronic voting system at the AGM .

We further state that we are not in the employment of the Company.

**Witness 1:**



**Ms. Aakansha Sharma**

**Witness 2:**



**Ms. Rasila Choudhary**

**Date: September 22, 2026**

**Place: Mumbai**

# ANNEXURE - 1

|                                                                                                                            |                                                                                                                                            |
|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| Date of the AGM                                                                                                            | September 22, 2026                                                                                                                         |
| Total number of shareholders as on cut off date i.e September 15, 2026                                                     | 1,548,494                                                                                                                                  |
| No. of Shareholders present in the meeting either in person or through proxy :<br>Promoters and Promoter Group:<br>Public: | Not Applicable<br>Pursuant to the applicable circulars, the AGM was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) |
| No. of Shareholders present in the meeting through VC / OAVM<br><br>Promoters and Promoter Group:<br><br>Public:           | <br><br>7<br><br>54                                                                                                                        |

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**ANNEXURE - 2**

| <b>1. Resolution required: Ordinary</b>                                    |                                                   |                       | Consideration and adoption of the audited consolidated financial statements for the financial year ended March 31, 2026, together with the Report of the Auditors thereon. |                                       |                          |                        |                                    |                                    |                 |
|----------------------------------------------------------------------------|---------------------------------------------------|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------|------------------------|------------------------------------|------------------------------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/ resolution? |                                                   |                       | No                                                                                                                                                                         |                                       |                          |                        |                                    |                                    |                 |
| Category                                                                   | Mode of Voting                                    | No. of shares held    | No. of Votes Cast                                                                                                                                                          | % of Votes cast on outstanding shares | No. of Votes - in Favour | No. of Votes - Against | % of Votes in favour on votes cast | % of Votes against on votes cast   | Votes Abstained |
|                                                                            |                                                   | (1)                   | (2)                                                                                                                                                                        | (3) = $\frac{(2)}{(1)} \times 100$    | (4)                      | (5)                    | (6) = $\frac{(4)}{(2)} \times 100$ | (7) = $\frac{(5)}{(2)} \times 100$ | (8)             |
| <b>Promoter and Promoter Group</b>                                         | Remote E-Voting through electronic voting process | 3,765,754,960         | 3,742,748,000                                                                                                                                                              | 99.3890                               | 3,742,748,000            | 0                      | 100.0000                           | 0.0000                             | 0               |
|                                                                            | E-Voting at AGM through electronic voting process |                       | 0                                                                                                                                                                          | 0.0000                                | 0                        | 0                      | 0.0000                             | 0.0000                             | 0               |
|                                                                            | <b>Total</b>                                      | <b>3,765,754,960</b>  | <b>3,742,748,000</b>                                                                                                                                                       | <b>99.3890</b>                        | <b>3,742,748,000</b>     | <b>0</b>               | <b>100.0000</b>                    | <b>0.0000</b>                      | <b>0</b>        |
| <b>Public - Institutions</b>                                               | Remote E-Voting through electronic voting process | 6,514,449,760         | 5,187,155,327                                                                                                                                                              | 79.6254                               | 5,187,155,327            | 0                      | 100.0000                           | 0.0000                             | 0               |
|                                                                            | E-Voting at AGM through electronic voting process |                       | 0                                                                                                                                                                          | 0.0000                                | 0                        | 0                      | 0.0000                             | 0.0000                             | 0               |
|                                                                            | <b>Total</b>                                      | <b>6,514,449,760</b>  | <b>5,187,155,327</b>                                                                                                                                                       | <b>79.6254</b>                        | <b>5,187,155,327</b>     | <b>0</b>               | <b>100.0000</b>                    | <b>0.0000</b>                      | <b>0</b>        |
| <b>Public - Non Institutions</b>                                           | Remote E-Voting through electronic voting process | 1,797,795,280         | 3,299,711                                                                                                                                                                  | 0.1835                                | 2,275,447                | 1,024,264              | 68.9590                            | 31.0410                            | 0               |
|                                                                            | E-Voting at AGM through electronic voting process |                       | 40                                                                                                                                                                         | 0.0000                                | 40                       | 0                      | 100.0000                           | 0.0000                             | 0               |
|                                                                            | <b>Total</b>                                      | <b>1,797,795,280</b>  | <b>3,299,751</b>                                                                                                                                                           | <b>0.1835</b>                         | <b>2,275,487</b>         | <b>1,024,264</b>       | <b>68.9594</b>                     | <b>31.0406</b>                     | <b>0</b>        |
| <b>Total</b>                                                               |                                                   | <b>12,078,000,000</b> | <b>8,933,203,078</b>                                                                                                                                                       | <b>73.9626</b>                        | <b>8,932,178,814</b>     | <b>1,024,264</b>       | <b>99.9885</b>                     | <b>0.0115</b>                      | <b>0</b>        |

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| 2. Resolution required: Ordinary                                           |                                                   |                    | Consideration and adoption of the audited Standalone financial statements for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon. |                                       |                          |                        |                                    |                                  |                 |
|----------------------------------------------------------------------------|---------------------------------------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------|------------------------|------------------------------------|----------------------------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/ resolution? |                                                   |                    | No                                                                                                                                                                                                   |                                       |                          |                        |                                    |                                  |                 |
| Category                                                                   | Mode of Voting                                    | No. of shares held | No. of Votes Cast                                                                                                                                                                                    | % of Votes cast on outstanding Shares | No. of Votes - in Favour | No. of Votes - Against | % of Votes in favour on votes cast | % of Votes against on votes cast | Votes Abstained |
|                                                                            |                                                   | (1)                | (2)                                                                                                                                                                                                  | (3) = [(2)/(1)]*100                   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                  | (7)= [(5)/(2)]*100               | (8)             |
| Promoter and Promoter Group                                                | Remote E-Voting through electronic voting process | 3,765,754,960      | 3,742,748,000                                                                                                                                                                                        | 99.3890                               | 3,742,748,000            | 0                      | 100.0000                           | 0.0000                           | 0               |
|                                                                            | E-Voting at AGM through electronic voting process |                    | 0                                                                                                                                                                                                    | 0.0000                                | 0                        | 0                      | 0.0000                             | 0.0000                           | 0               |
|                                                                            | Total                                             | 3,765,754,960      | 3,742,748,000                                                                                                                                                                                        | 99.3890                               | 3,742,748,000            | 0                      | 100.0000                           | 0.0000                           | 0               |
| Public - Institutions                                                      | Remote E-Voting through electronic voting process | 6,514,449,760      | 5,187,155,327                                                                                                                                                                                        | 79.6254                               | 5,187,155,327            | 0                      | 100.0000                           | 0.0000                           | 0               |
|                                                                            | E-Voting at AGM through electronic voting process |                    | 0                                                                                                                                                                                                    | 0.0000                                | 0                        | 0                      | 0.0000                             | 0.0000                           | 0               |
|                                                                            | Total                                             | 6,514,449,760      | 5,187,155,327                                                                                                                                                                                        | 79.6254                               | 5,187,155,327            | 0                      | 100.0000                           | 0.0000                           | 0               |
| Public - Non Institutions                                                  | Remote E-Voting through electronic voting process | 1,797,795,280      | 3,300,610                                                                                                                                                                                            | 0.1836                                | 2,276,182                | 1,024,428              | 68.9625                            | 31.0375                          | 0               |
|                                                                            | E-Voting at AGM through electronic voting process |                    | 40                                                                                                                                                                                                   | 0.0000                                | 40                       | 0                      | 100.0000                           | 0.0000                           | 0               |
|                                                                            | Total                                             | 1,797,795,280      | 3,300,650                                                                                                                                                                                            | 0.1836                                | 2,276,222                | 1,024,428              | 68.9628                            | 31.0372                          | 0               |
| Total                                                                      |                                                   | 12,078,000,000     | 8,933,203,977                                                                                                                                                                                        | 73.9626                               | 8,932,179,549            | 1,024,428              | 99.9885                            | 0.0115                           | 0               |

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| 3. Resolution required: Special                                             |                                                   |                    | Appointment of Director in place of Mr. Ravindra Dhariwal (DIN: 00003922) Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment. |                                       |                          |                        |                                    |                                  |                 |
|-----------------------------------------------------------------------------|---------------------------------------------------|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------|------------------------|------------------------------------|----------------------------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda / resolution? |                                                   |                    | No                                                                                                                                                                  |                                       |                          |                        |                                    |                                  |                 |
| Category                                                                    | Mode of Voting                                    | No. of shares held | No. of Votes Cast                                                                                                                                                   | % of Votes cast on outstanding Shares | No. of Votes - in Favour | No. of Votes - Against | % of Votes in favour on votes cast | % of Votes against on votes cast | Votes Abstained |
|                                                                             |                                                   | (1)                | (2)                                                                                                                                                                 | (3) = [(2)/(1)]*100                   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                  | (7)= [(5)/(2)]*100               | (8)             |
| Promoter and Promoter Group                                                 | Remote E-Voting through electronic voting process | 3,765,754,960      | 3,742,748,000                                                                                                                                                       | 99.3890                               | 3,742,748,000            | 0                      | 100.0000                           | 0.0000                           | 0               |
|                                                                             | E-Voting at AGM through electronic voting process |                    | 0                                                                                                                                                                   | 0.0000                                | 0                        | 0                      | 0.0000                             | 0.0000                           | 0               |
|                                                                             | Total                                             | 3,765,754,960      | 3,742,748,000                                                                                                                                                       | 99.3890                               | 3,742,748,000            | 0                      | 100.0000                           | 0.0000                           | 0               |
| Public - Institutions                                                       | Remote E-Voting through electronic voting process | 6,514,449,760      | 5,197,529,870                                                                                                                                                       | 79.7846                               | 5,185,279,336            | 12,250,534             | 99.7643                            | 0.2357                           | 0               |
|                                                                             | E-Voting at AGM through electronic voting process |                    | 0                                                                                                                                                                   | 0.0000                                | 0                        | 0                      | 0.0000                             | 0.0000                           | 0               |
|                                                                             | Total                                             | 6,514,449,760      | 5,197,529,870                                                                                                                                                       | 79.7846                               | 5,185,279,336            | 12,250,534             | 99.7643                            | 0.2357                           | 0               |
| Public - Non Institutions                                                   | Remote E-Voting through electronic voting process | 1,797,795,280      | 3,299,671                                                                                                                                                           | 0.1835                                | 2,180,434                | 1,119,237              | 66.0803                            | 33.9197                          | 0               |
|                                                                             | E-Voting at AGM through electronic voting process |                    | 40                                                                                                                                                                  | 0.0000                                | 40                       | 0                      | 100.0000                           | 0.0000                           | 0               |
|                                                                             | Total                                             | 1,797,795,280      | 3,299,711                                                                                                                                                           | 0.1835                                | 2,180,474                | 1,119,237              | 66.0808                            | 33.9192                          | 0               |
| Total                                                                       |                                                   | 12,078,000,000     | 8,943,577,581                                                                                                                                                       | 74.0485                               | 8,930,207,810            | 13,369,771             | 99.8505                            | 0.1495                           | 0               |

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| 4. Resolution required: Ordinary                                            |                                                   |                    | Ratification of remuneration payable to M/s Joshi Apte & Associates, Practicing Cost Accountant, Cost Auditors of the Company for the financial year 2026 -27. |                                       |                          |                        |                                    |                                  |                 |
|-----------------------------------------------------------------------------|---------------------------------------------------|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------|------------------------|------------------------------------|----------------------------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda / resolution? |                                                   |                    | No                                                                                                                                                             |                                       |                          |                        |                                    |                                  |                 |
| Category                                                                    | Mode of Voting                                    | No. of shares held | No. of Votes Cast                                                                                                                                              | % of Votes cast on outstanding Shares | No. of Votes - in Favour | No. of Votes - Against | % of Votes in favour on votes cast | % of Votes against on votes cast | Votes Abstained |
|                                                                             |                                                   | (1)                | (2)                                                                                                                                                            | (3) = [(2)/(1)]*100                   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                  | (7)= [(5)/(2)]*100               | (8)             |
| Promoter and Promoter Group                                                 | Remote E-Voting through electronic voting process | 3,765,754,960      | 3,742,748,000                                                                                                                                                  | 99.3890                               | 3,742,748,000            | 0                      | 100.0000                           | 0.0000                           | 0               |
|                                                                             | E-Voting at AGM through electronic voting process |                    | 0                                                                                                                                                              | 0.0000                                | 0                        | 0                      | 0.0000                             | 0.0000                           | 0               |
|                                                                             | Total                                             | 3,765,754,960      | 3,742,748,000                                                                                                                                                  | 99.3890                               | 3,742,748,000            | 0                      | 100.0000                           | 0.0000                           | 0               |
| Public - Institutions                                                       | Remote E-Voting through electronic voting process | 6,514,449,760      | 5,197,529,870                                                                                                                                                  | 79.7846                               | 5,197,529,870            | 0                      | 100.0000                           | 0.0000                           | 0               |
|                                                                             | E-Voting at AGM through electronic voting process |                    | 0                                                                                                                                                              | 0.0000                                | 0                        | 0                      | 0.0000                             | 0.0000                           | 0               |
|                                                                             | Total                                             | 6,514,449,760      | 5,197,529,870                                                                                                                                                  | 79.7846                               | 5,197,529,870            | 0                      | 100.0000                           | 0.0000                           | 0               |
| Public - Non Institutions                                                   | Remote E-Voting through electronic voting process | 1,797,795,280      | 3,300,250                                                                                                                                                      | 0.1836                                | 2,238,157                | 1,062,093              | 67.8178                            | 32.1822                          | 0               |
|                                                                             | E-Voting at AGM through electronic voting process |                    | 40                                                                                                                                                             | 0.0000                                | 40                       | 0                      | 100.0000                           | 0.0000                           | 0               |
|                                                                             | Total                                             | 1,797,795,280      | 3,300,290                                                                                                                                                      | 0.1836                                | 2,238,197                | 1,062,093              | 67.8182                            | 32.1818                          | 0               |
| Total                                                                       |                                                   | 12,078,000,000     | 8,943,578,160                                                                                                                                                  | 74.0485                               | 8,942,516,067            | 1,062,093              | 99.9881                            | 0.0119                           | 0               |

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