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

IRB
INFRASTRUCTURE DEVELOPERS LTD

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 May 22, 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 July 15, 2014.

The Scrutinizer has submitted his report on the Postal Ballot on July 21, 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 July 23, 2014 at the Registered Office of the Company:

1	**Date of Declaration of Postal Ballot Results**	**July 23, 2014**		
2	**Total number of shareholders as on Cut-Off date**	**86,865**		
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 amendment to Memorandum of Association of the Company.	Special	Postal Ballot / E-voting	Passed
(ii)	Special Resolution for adoption of New set of Articles of Association of the Company.	Special	Postal Ballot / E-voting	Passed
(iii)	Special Resolution for creation of security on the assets of the Company pursuant to section 180(1)(a) of the Companies Act, 2013	Special	Postal Ballot / E-voting	Passed
(iv)	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

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In case of Postal Ballot/E-voting

Resolution No.1 - Amendment to Memorandum of Association of the Company

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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	95,460,797	55,716,113	58.37	55,716,113	0	100.00	0.00
Public-Others	33,785,508	1,808,814	5.35	1,794,382	8,195	99.20	0.45
Total	**332,364,110**	**258,557,342**	**77.79**	**258,542,910**	**8,195**	**100.00**	**0.00**

Resolution No.2 - Adoption of New set of Articles of Association of the Company

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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	95,460,797	55,716,113	58.37	55,716,113	0	100.00	0.00
Public-Others	33,785,508	1,808,304	5.35	1,785,417	8,220	98.73	0.45
Total	**332,364,110**	**258,556,832**	**77.79**	**258,533,945**	**8,220**	**100.00**	**0.00**

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Resolution No.3 - Creation of security on the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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	95,460,797	55,716,113	58.37	55,496,845	219,268	99.61	0.39
Public-Others	33,785,508	1,808,323	5.35	1,782,989	9,725	98.60	0.54
Total	**332,364,110**	**258,556,851**	**77.79**	**258,312,249**	**228,993**	**99.91**	**0.09**

Resolution No.4 - Increase in borrowing powers of the Company pursuant to section 180(1)(c) of the Companies Act, 2013

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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	95,460,797	55,716,113	58.37	55,496,845	219,268	99.61	0.39
Public-Others	33,785,508	1,808,316	5.35	1,783,189	9,517	98.61	0.53
Total	**332,364,110**	**258,556,844**	**77.79**	**258,312,449**	**228,785**	**99.91**	**0.09**

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 July 21, 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 : July 23, 2014; Mumbai