

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

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CIN : L65910MH1998PLC115967



Date: July 28, 2020

To

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001.	National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai.
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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), 2015 - Proceedings of the 22nd 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 22nd Annual General Meeting of IRB Infrastructure Developers Ltd held on Tuesday, July 28, 2020, at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business as per the notice dated June 18, 2020.

The remote e-voting facility and E-Voting at AGM was provided on all the items of the business sought to be transacted at the 22nd Annual General Meeting. The Company had appointed KFin Technologies Private 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 22nd Annual General Meeting of the Company are furnished below:

Date of AGM	28th July, 2020
Total number of shareholders on cut-off date (i.e. as on 21st July, 2020)	107677
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	6
Public	40

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:

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2020 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, 2020.

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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holder	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	6,13,20,586	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		6,13,20,586	66.6482	6,13,20,586	0	100	0
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	47,034	6	99.9872	0.0127
	E-Voting at AGM		45,581	0.0806	45,581	0	100	0
	Total		92,621	0.1638	92,615	6	99.9935	0.0065
Total		35,14,50,000	26,33,67,607	74.9374	26,33,67,601	6	100	0.000

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 2 - Ordinary Resolution:

To consider and declare Final Dividend on Equity Shares for the financial year 2019-20 of Rs. 5/- per share.

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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	6,13,20,586	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		6,13,20,586	66.6482	6,13,20,586	0	100	0
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	47,035	5	99.9893	0.0106
	E-Voting at AGM		45,581	0.0806	45,581	0	100	0
	Total		92,621	0.1638	92,616	5	99.9946	0.0054
Total		35,14,50,000	26,33,67,607	74.9374	26,33,67,602	5	100	0.00

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 3 - Ordinary Resolution

Re-appointment of Mr. Sudhir Rao Hoshing who retires by rotation

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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	5,58,04,439	55,16,147	91.0044	8.9955
	E-Voting at AGM		0	0	0	0	0	0
	Total		6,13,20,586	66.6482	5,58,04,439	55,16,147	91.0044	8.9955
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	46,771	269	99.4281	0.5718
	E-Voting at AGM		45,581	0.0806	45,428	153	99.6643	0.3356
	Total		92621	0.1638	92,199	422	99.5444	0.4556
Total		35,14,50,000	26,33,67,607	74.9374	25,78,51,038	55,16,569	97.9054	2.0946

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 4 - Ordinary Resolution

Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants 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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	6,13,20,586	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,13,20,586	66.6482	6,13,20,586	0	100.0000	0.0000
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	46,758	282	99.4005	0.5994
	E-Voting at AGM		45,581	0.0806	45,581	0	100.0000	0.0000
	Total		92,621	0.1638	92,339	282	99.6955	0.3045
Total		35,14,50,000	26,33,67,607	74.9374	26,33,67,325	282	99.9999	0.0001

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 5 - Ordinary Resolution

Re-appointment of M/s. Gokhale & Sathe, Chartered Accountants 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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	6,13,20,586	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,13,20,586	66.6482	6,13,20,586	0	100.0000	0.0000
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	46,669	371	99.2113	0.7886
	E-Voting at AGM		45,581	0.0806	45,428	153	99.6643	0.3356
	Total		92,621	0.1638	92,097	524	99.4343	0.5657
Total		35,14,50,000	26,33,67,607	74.9374	26,33,67,083	524	99.9998	0.0002

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 6 - Special Resolution

Re-appointment of Mr. Sandeep Shah (holding DIN: 00917728), as an Independent Director of the Company.

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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	6,08,26,866	4,93,720	99.1948	0.8051
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,13,20,586	66.6482	6,08,26,866	4,93,720	99.1949	0.8051
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	46,687	353	99.2495	0.7504
	E-Voting at AGM		45,581	0.0806	45,572	9	99.9802	0.0197
	Total		92,621	0.1638	92,259	362	99.6092	0.3908
Total		35,14,50,000	26,33,67,607	74.9374	26,28,73,525	4,94,082	99.8124	0.1876

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 7 – Ordinary Resolution

Ratification and confirmation of remuneration payable to Mrs. Netra Shashikant Apte, Practicing Cost Accountant (FRN: 102229) Cost Auditor of the Company for the F.Y. 2019-20 and F.Y. 2020-21.

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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	6,13,20,586	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,13,20,586	66.6482	6,13,20,586	0	100.0000	0.0000
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	45,773	1,267	97.3065	2.6934
	E-Voting at AGM		45,581	0.0806	45,581	0	100.0000	0.0000
	Total		92,621	0.1638	91,354	1,267	98.6321	1.3679
Total		35,14,50,000	26,33,67,607	74.9374	26,33,66,340	1,267	99.9995	0.0005

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 8 – Special Resolution

Alteration of Articles of Association of the Company.

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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	6,13,20,586	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,13,20,586	66.6482	6,13,20,586	0	100.0000	0.0000
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	46,981	59	99.8745	0.1254
	E-Voting at AGM		45,581	0.0806	45,581	0	100.0000	0.0000
	Total		92,621	0.1638	92,562	59	99.9363	0.0637
Total		35,14,50,000	26,33,67,607	74.9374	26,33,67,548	59	100.0000	0.0000

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 9 – Special Resolution

Increase in the borrowing powers of the Company.

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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	6,13,20,586	66.6482	5,68,43,472	44,77,114	92.6988	7.3011
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,13,20,586	66.6482	5,68,43,472	44,77,114	92.6988	7.3012
Public-Non Institution	Remote E-Voting	5,65,31,046	47,040	0.0832	46,716	324	99.3112	0.6887
	E-Voting at AGM		45,581	0.0806	45,581	0	100.0000	0.0000
	Total		92,621	0.1638	92,297	324	99.6502	0.3498
Total		35,14,50,000	26,33,67,607	74.9374	25,88,90,169	44,77,438	98.2999	1.7001

#No of votes polled does not include no of votes abstained & invalid votes

Resolution Item No. 10 – Special Resolution

Selling or Disposing of undertaking(s) of the Company.

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	20,29,12,598	20,19,54,400	99.5278	20,19,54,400	0	100	0
	E-Voting at AGM		0	0.00	0	0	0	0
	Total		20,19,54,400	99.5278	20,19,54,400	0	100	0
Public - Institutional holders	Remote E-Voting	9,20,06,356	4,78,37,323	51.9935	1,17,50,986	3,60,86,337	24.5644	75.4355
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		4,78,37,323	51.9935	1,17,50,986	3,60,86,337	24.5644	75.4355
Public-Non Institution	Remote E-Voting	5,65,31,046	47,028	0.0832	45,518	1,510	96.7891	3.2108
	E-Voting at AGM		45,581	0.0806	45,581	0	100.0000	0.0000
	Total		92,609	0.1638	91,099	1,510	98.3695	1.6305
Total		35,14,50,000	24,98,84,332	71.1010	21,37,96,485	3,60,87,847	85.5582	14.4418

#No of votes polled does not include no of votes abstained & invalid votes



Please note that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes and abstained voting in particular resolutions.
3. All the aforesaid resolutions were passed with requisite 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