



MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,
Malad (West), Mumbai – 400 064, Tel No.: 022 6236 0279 Email: mihenthalani@gmail.com

Report of Scrutinizer

[Pursuant to section 108 read with section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
IRB Infrastructure Developers Limited
Office No - 11th Floor / 1101,
Hiranandani Knowledge Park,
Technology Street, Hill Side Avenue,
Opp. Hiranandani Hospital, Powai,
Mumbai - 400 076, Maharashtra, India

Subject: Scrutinizer’s Report on Postal Ballot conducted through remote e-voting by the Equity Shareholders of IRB Infrastructure Developers Limited (the “Company”) commenced from Sunday, January 08, 2023 at 9:00 A.M. (IST) and ended on Monday, February 06, 2023 at 05:00 P.M. (IST)

Dear Sir,

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed as the scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process conducted through Postal Ballot via remote e-voting commenced on Sunday, January 08, 2023 at 9:00 A.M. (IST) and ended on Monday, February 06, 2023 at 05:00 P.M. (IST), being undertaken under the provisions of sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Circulars and Notifications issued thereunder (MCA Circulars and SEBI Circulars), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), on the resolutions contained in the Postal Ballot Notice (the "Notice") of the Company dated January 04, 2023.

We hereby submit our report as under;

1. The Management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013, rules made thereunder read with the MCA Circulars, SS-2 and regulations contained in the SEBI LODR Regulations relating to voting through electronic means on the resolutions contained in the Postal Ballot Notice.

2. The Company has appointed KFin Technologies Limited (formerly known as KFin Technologies Pvt. Ltd) (“the KFinTech”) as a service provider for extending the facility of providing remote electronic voting to the shareholders of the Company.
3. The responsibility as a scrutinizer for the Postal Ballot is restricted to the extent of preparation and presentation of Scrutinizer’s Report of the votes cast “FOR” or “AGAINST” the resolution(s) as stated in the Notice, based on the reports generated from e-voting systems provided by the KFinTech, the authorized agency to provide e-voting facilities.
4. The voting rights were reckoned as on January 04, 2023, being the cut-off date for the purpose of determining the entitlement of members to vote in the Postal Ballot.
5. The votes cast via remote e-voting were unblocked on February 06, 2023 at 5.07 p.m. in the presence of following two witnesses not being in the employment of the Company as under:
 - a) Mr. Milin Ramani
 - b) Ms. Nidhi Busa
6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the list of shares with differential voting rights.
7. The details containing, inter alia, list of equity shareholders, who voted “For” or “Against” each of the resolutions put to vote, were generated from the e-voting website of KFinTech i.e. <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and based on such reports generated, the result of the remote e-voting is annexed as Annexure A and Annexure B;



Date of EGM / Postal Ballot	February 06, 2023
Total number of shareholders on record date (i.e. as on January 04, 2023)	1,55,282
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable

Date: 06.02.2023

Place: Mumbai

UDIN: **F009926D003116557**

For MIHEN HALANI & ASSOCIATES
Practicing Company Secretaries

MIHEN HALANI
(Proprietor)
FCS No. 9926
CP No. 12015

“Annexure A”

Sr. No.	Resolution No. as given in the Postal Ballot Notice		Particulars of Votes Cast			Result Declared
			No. of members voted	No. of votes Cast by them	% of total no. of votes cast	
SPECIAL BUSINESS						
1.	To consider and approve subdivision of equity shares of the Company	Votes Cast in favour	358	54,32,86,619	99.99	Resolution passed as an Ordinary Resolution
		Votes Cast against	8	1,115	0.01	
		Votes Cast invalid	-	-	-	
		Total	366	54,32,87,734	100.00	
2.	To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company	Votes Cast in favour	355	54,32,86,544	99.99	Resolution passed as an Ordinary Resolution
		Votes Cast against	11	1,190	0.01	
		Votes Cast invalid	-	-	-	
		Total	366	54,32,87,734	100.00	

Notes:

1. If any promoter shareholders / directors / key-managerial personnel's / related party (ies) / other shareholders are interested and have cast their votes on said resolutions, the same has not been counted in the above results.
2. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
3. No. of votes cast does not include no. of votes abstained & invalid votes.
4. No. of shareholders are not grouped on the basis of PAN.

Date: 06.02.2023

Place: Mumbai

 UDIN: **F009926D003116557**

For MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

MIHEN HALANI

(Proprietor)

FCS No. 9926

CP No. 12015

“Annexure B”
Resolution Item No.1 - To consider and approve sub-division of equity shares of the Company.

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding units	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	20,65,57,598	20,60,97,400	99.78	20,60,97,400	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		20,60,97,400	99.78	20,60,97,400	-	100.00	-
Public - Institutional holders	Remote E-Voting	33,44,10,052	32,63,92,305	97.60	32,63,92,305	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		32,63,92,305	97.60	32,63,92,305	-	100.00	-
Public - Non Institutional holders	Remote E-Voting	6,29,32,350	1,07,98,029	17.16	1,07,96,914	1,115	99.99	0.01
	Postal Ballot		-	-	-	-	-	-
	Total		1,07,98,029	17.16	1,07,96,914	1,115	99.99	0.01
Total		60,39,00,000	54,32,87,734	89.96	54,32,86,619	1,115	99.99	0.01

Result Declared: The resolution is passed as an Ordinary Resolution.

Resolution Item No.2 - To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding units	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	20,65,57,598	20,60,97,400	99.78	20,60,97,400	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		20,60,97,400	99.78	20,60,97,400	-	100.00	-
Public - Institutional holders	Remote E-Voting	33,44,10,052	32,63,92,305	97.60	32,63,92,305	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		32,63,92,305	97.60	32,63,92,305	-	100.00	-
Public - Non Institutional holders	Remote E-Voting	6,29,32,350	1,07,98,029	17.16	1,07,96,839	1,190	99.99	0.01
	Postal Ballot		-	-	-	-	-	-
	Total		1,07,98,029	17.16	1,07,96,839	1,190	99.99	0.01
Total		60,39,00,000	54,32,87,734	89.96	54,32,86,544	1,190	99.99	0.01

Result Declared: The resolution is passed as an Ordinary Resolution.

Notes:

1. If any promoter shareholders / directors / key-managerial personnel's / related party (ies) / other shareholders are interested and have cast their votes on said resolutions, the same has not been counted in the above results.
2. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
3. No. of votes caste does not include no. of votes abstained & invalid votes.
4. No. of shareholders are not grouped on the basis of PAN.

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Place: Mumbai
UDIN: F009926D003116557
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