



6 November 2013

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

RE: Results of Downer EDI Limited 2013 Annual General Meeting

In accordance with Listing Rule 3.13.2, it is confirmed that the resolutions relating to the following matters were put to the Annual General Meeting of Downer EDI Limited held on Wednesday, 6 November 2013:

Item 2a	Re-Election of Ms S A Chaplain
Item 2b	Re-Election of Dr C G Thorne
Item 2c	Re-Election of Mr J S Humphrey
Item 3*	Adoption of the Remuneration Report for the year ended 30 June 2013
Item 4	Approval of Managing Director's long term incentive for 2014
Item 5	Re-insertion of Proportional Takeover Approval Provisions

* This resolution is advisory only and does not bind the Directors of the Company.

The above matters were decided on a Poll.

In accordance with section 251AA(1)(a) of the Corporations Act, the following Proxy Information is provided:

	TOTAL NUMBER OF PROXY VOTES			
	FOR	AGAINST	ABSTAIN	OPEN
RE-ELECTION OF Ms S A CHAPLAIN	329,089,440	5,477,984	555,379	991,572
RE-ELECTION OF DR C G THORNE	328,091,590	6,477,215	556,003	989,567
RE-ELECTION OF MR J S HUMPHREY	323,478,575	11,092,385	555,679	987,736
ADOPTION OF THE REMUNERATION REPORT	331,360,727	3,221,083	583,856	948,709
MANAGING DIRECTOR'S LONG TERM INCENTIVE	331,668,313	2,514,871	982,494	948,697
RE-INSERTION OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS	332,770,595	1,761,884	599,065	982,831

In accordance with section 251AA(1)(b) of the Corporations Act, the following information in relation to the Polls is provided:

	TOTAL NUMBER OF VOTES CAST ON POLLS		
	FOR	AGAINST	ABSTAIN
RE-ELECTION OF MS S A CHAPLAIN	330,434,874	5,477,984	555,379
RE-ELECTION OF DR C G THORNE	329,435,019	6,477,215	556,003
RE-ELECTION OF MR J S HUMPHREY	324,811,924	11,092,385	563,928
ADOPTION OF THE REMUNERATION REPORT	332,180,559	3,631,612	587,825
MANAGING DIRECTOR'S LONG TERM INCENTIVE	332,491,304	2,922,229	986,463
RE-INSERTION OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS	334,107,288	1,761,884	599,065

Yours faithfully,



Peter Tompkins
Company Secretary