



Ref No.: 15/AUG/2023-24/CORP

August 21, 2023

Listing Compliance Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

Dear Sirs,

**Sub: Proceedings of Eleventh Annual General Meeting of India Infradebt Limited**

In terms of Regulation 51(2) read with Part B of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith proceedings of the Eleventh Annual General Meeting of India Infradebt Limited held on August 21, 2023 (as Annexure).

You are requested to take the same on record.

Yours sincerely,

**For India Infradebt Limited**

**Gaurav Tolwani**  
**Company Secretary &**  
**Chief Compliance Officer**

**India Infradebt Limited**

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**Summary of Proceeding of Eleventh Annual General Meeting of India Infradebt Limited**

The Eleventh Annual General Meeting (AGM) of India Infradebt Limited (Infradebt) was held on Monday, August 21, 2023 at 11.00 a.m. through video conferencing. The deemed venue for the AGM was The Capital, 'B' Wing, 1101A, Bandra Kurla Complex, Mumbai – 400051 (Registered Office).

**Following Directors attended through VC from Mumbai:**

Mr. Vijay Maniar, *Independent Director (Chairman of Audit Committee and Board Governance, Remuneration & Nomination Committee (BGRNC))*

Ms. Lata Pillai, *Independent Director*

Mr. Suvek Nambiar, *Managing Director & CEO (Attended from the Registered Office)*

**Members in person or through authorised representative, attended through VC from Mumbai:**

ICICI Bank Limited (Represented by Mr. Abhijeet Biradar)

Bank of Baroda (Represented by Mr. Manish Kaura)

Citicorp Finance (India) Limited (Represented by Mr. Arjun Swarup)

Life Insurance Corporation of India (Represented by Mr. R. Balu)

Mr. Prashant Mistry (Nominee Shareholder of ICICI Bank Limited)

Mr. Vivek Ranjan (Nominee Shareholder of ICICI Bank Limited)

**Company Secretary and other attendees:**

Mr. Gaurav Tolwani, Company Secretary and Chief Compliance Officer also attended through VC from the Registered Office.

The representatives of the Infradebt's Joint Statutory Auditors were also present at the Meeting through VC from Mumbai. Further, the Scrutinizers for the purpose of e-voting process were also present at the Meeting through VC from Mumbai.

**Chairman:**

In terms of the provisions of the Articles of Association of the Company, Mr. Vijay Maniar, Independent Director took the chair of the Meeting in the absence of the Chairman of the Company.

The Chairman informed that the requisite quorum was present, declared the Meeting in order, and welcomed the Members attending the Meeting. The Chairman confirmed that the Company has taken all feasible efforts to enable Members to participate through video conference and provide e-voting facility to the shareholders.

**Proceedings:**

The Notice of AGM which was circulated to the stakeholders well in advance as per the requirement of the Companies Act, 2013 was taken as read.

Mr. Vijay Maniar, Chairman addressed the Members with the brief speech wherein he apprised about the performance of the Company providing financial and operational highlights of the Company during FY2023.

He further informed that the Company had engaged the services of NSDL for providing e-voting services. Mr. Maniar then informed that Ms. Ashwini Mohit Inamdar, Practicing Company Secretary (Membership no-F9409), Partner of Mehta and Mehta, Practicing Company Secretaries has been appointed as Scrutiniser to scrutinize the entire e-voting process at the AGM and remote e-voting in a fair and transparent manner.

Members were informed that:

1. Statutory Auditor’s Report for the financial statements of the Company and the Secretarial Auditor’s Report for the financial year ended March 31, 2023 did not contain any qualification, observations or adverse comments.
2. Requisite Statutory Registers and other documents referred to in the AGM Notice were available for inspection at the registered office of the Company.

The Chairman then invited questions from the Members.

The following items were transacted at the AGM:

<b>Sr. No.</b>	<b>Particulars of Resolution</b>	<b>Type of Resolution</b>
<b>Ordinary Business:</b>		
1.	To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2023 together with the Reports of the Directors and Auditors thereon.	Ordinary Resolution
2.	To declare final dividend of ₹ 0.29/share on Equity Shares for the financial year ended March 31, 2023.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Partha Dey (DIN: 00242825) who retires by rotation and, being eligible offers himself for re-appointment.	Ordinary Resolution

Sr. No.	Particulars of Resolution	Type of Resolution
<b>Special Business:</b>		
4.	Re-appointment of Mr. Arun Tiwari (DIN: 05345547) as a Non-Executive, Independent Director for a term of five years w.e.f. August 24, 2023 upto August 23, 2028.	Special Resolution
5.	Appointment of Ms. Lata Pillai (DIN: 02271155) as a Non-Executive, Independent Director.	Special Resolution
6.	Issue of additional Non-Convertible Debentures on private placement basis.	Special Resolution
7.	Approval of material Related Party Transactions with all applicable Related Parties as per Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be valid for FY2024.	Ordinary Resolution
8.	Approval of material Related Party Transactions with all applicable Related Parties as per Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be valid for FY2025.	Ordinary Resolution
9.	Alteration in Articles of Association of the Company.	Special Resolution

Mr. Vijay Maniar, Chairman then thanked the Members for their cooperation. He informed the Shareholders that the e-voting facility was enabled for next 15 minutes for those Members who had not cast their vote yet.

The results of remote e-voting will be declared after the conclusion of the 11<sup>th</sup> AGM and will be displayed on the website of the Company & NSDL and submitted to the stock exchange.

The Meeting was declared as closed and was concluded with a vote of thanks to the Chairman at 11.14 a.m.

Based on the Scrutinizer's Report dated August 21, 2023 issued by Ms. Ashwini Mohit Inamdar, (Membership no-F9409), Partner of Mehta and Mehta, Practicing Company Secretaries, all the aforementioned businesses were passed by the Members with requisite majority.