



Ref No.: 02/SEPT/2024-25/CORP

September 5, 2024

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

Dear Sirs,

**Sub: Proceedings of Twelfth 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 Twelfth Annual General Meeting of India Infradebt Limited held on September 5, 2024 (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 Twelfth Annual General Meeting of India Infradebt Limited**

The Twelfth Annual General Meeting (AGM) of India Infradebt Limited (Infradebt) was held on Thursday, September 5, 2024 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. Arun Tiwari, *Chairman and Independent Director (Chairman of Stakeholders Relationship Committee)*

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

Mr. Vivek Gomes, *Nominee 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 Ms. Vibha Gohil)

Bank of Baroda (Represented by Mr. Pramod Kumar Pareek)

Citicorp Finance (India) Limited (Represented by Mr. Vivek Gomes)

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 and Secretarial 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. Arun Tiwari, Independent Director took the chair of the Meeting. 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 provided e-voting facility to the Shareholders.

**Proceedings:**

The Notice of AGM and Annual Report (alongwith Annexures) which was circulated to the Stakeholders well in advance as per the requirement of the Companies Act, 2013 was taken as read.

Mr. Arun Tiwari, 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 FY2024.

He further informed that the Company had engaged the services of NSDL for providing e-voting services. Mr. Tiwari 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, 2024 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, 2024 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, 2024.	Ordinary Resolution

Sr. No.	Particulars of Resolution	Type of Resolution
3.	To appoint a Director in place of Mr. Lalit Tyagi (DIN: 08220977), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
<b>Special Business:</b>		
4.	Appointment of M/s. V. C. Shah & Co., Chartered Accountants (Firm Registration No. 109818W) as joint Statutory Auditors for a period of three years, to hold office from the conclusion of the Twelfth AGM till the conclusion of the Fifteenth AGM and fix their remuneration.	Ordinary Resolution
5.	Issue of additional Non-Convertible Debentures on private placement basis.	Special Resolution
6.	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 FY2026.	Ordinary Resolution

Mr. Arun Tiwari, 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 12<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 11:11 a.m.

Based on the Scrutinizer's Report dated September 5, 2024, 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.