



Ref No.: 28/AUG/2022-23/CORP

August 18, 2022

Listing Compliance Department  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

Dear Sirs,

**Sub: Proceedings of Tenth 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 Tenth Annual General Meeting of India Infradebt Limited held on August 18, 2022 (as Annexure).

You are requested to take the same on record.

Yours sincerely,

**For India Infradebt Limited**

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

**India Infradebt Limited**

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

The Tenth Annual General Meeting (AGM) of India Infradebt Limited (Infradebt) was held on Thursday, August 18, 2022 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:**

Ms. Lalita D. Gupte, *Independent Director & Chairperson*

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

Mr. Arun Tiwari, *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. Sanjay Navle)

Bank of Baroda (Represented by Mr. Sanjeev Dobhal)

Citicorp Finance (India) Limited (Represented by Mr. Anurag Jain)

Life Insurance Corporation of India (Represented by Mr. S. K. Rastogi)

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

**Company Secretary and other attendees:**

Mr. Gaurav Tolwani, Company Secretary also attended through VC from the Registered Office.

The representatives of the Infradebt's Statutory Auditors were also present at the Meeting through VC from Mumbai.

**Chairperson:**

In terms of the provisions of the Articles of Association of the Company, Ms. Lalita D. Gupte, Chairperson took the chair of the Meeting. The Chairperson informed that the requisite quorum was present, declared the Meeting in order, and welcomed the Members attending the Meeting. The Chairperson confirmed that the Company has taken all feasible efforts to enable Members to participate through video conference and vote at this AGM.

### Proceedings:

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

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, 2022 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 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, 2022 together with the Reports of the Directors and Auditors thereon	Ordinary Resolution
2.	To declare final dividend of ₹ 0.29/share on Equity Shares	Ordinary Resolution
3.	To appoint a Director in place of Ms. Nina Nagpal (DIN: 00138918) who retires by rotation and, being eligible offers herself for re-appointment	Ordinary Resolution
4.	Re-appointment of M/s. B. K. Khare & Co., (Firm Registration No. 105102W) as joint Statutory Auditors to continue for a further period of two years, to hold office from conclusion of the Tenth Annual General Meeting (AGM) till the conclusion of Twelfth AGM to be held in the year 2024 and fix their remuneration	Ordinary Resolution
5.	Appointment of M/s. G. D. Apte & Co., (Firm Registration No. 100515W) as joint Statutory Auditors for a period of three years, to hold office from the conclusion of the Tenth AGM till the conclusion of Thirteenth AGM to be held in the year 2025 and fix their remuneration	Ordinary Resolution
<b>Special Business:</b>		
6.	Issue of additional Non-Convertible Debentures on private placement basis	Special Resolution
7.	Re-appointment of Mr. Suvek Nambiar (DIN: 06384380) as Managing Director & CEO	Special Resolution
8.	Ratification of all existing material Related Party Transactions entered upto the date of Tenth Annual General Meeting with ICICI Bank Limited, Bank of Baroda and Promoter Group Companies	Ordinary Resolution
9.	Approval of material Related Party Transactions with all applicable Related Parties as per Regulation 2(1)(zb) of	Ordinary Resolution

<b>Sr. No.</b>	<b>Particulars of Resolution</b>	<b>Type of Resolution</b>
	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to be valid till the conclusion of Eleventh Annual General Meeting	

All the resolutions were unanimously approved by the Members.

Ms. Lalita D. Gupte, Chairperson then thanked the Members for their cooperation and declared the Meeting as closed.

The Meeting concluded with a vote of thanks to the Chairperson at 11.10 a.m.