



Ref: 16/AUG/2023-24/CORP

August 21, 2023

Listing Compliance Department

BSE Ltd.

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400 001

Dear Sirs,

Sub: Details of Voting Results and Scrutinizer's Report with respect to Annual General Meeting of the Company held on August 21, 2023

In furtherance to our letter dated July 28, 2023 (enclosing the Notice of Annual General Meeting (AGM) dated July 27, 2023) and pursuant to Regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that all the resolutions placed before the Shareholders as per the Notice of the AGM have been passed with requisite majority, on Monday, August 21, 2023.

The Report of the Scrutinizer dated August 21, 2023 issued by Ms. Ashwini Inamdar (FCS 9409, CP No. 11226), Partner of M/s. Mehta & Mehta is enclosed herewith.

You are requested to take the same on record.

Thanking you,

Yours sincerely,

For India Infradebt Limited

Gaurav Tolwani
Company Secretary &
Chief Compliance Officer

Encl: a/a

India Infradebt Limited

The Capital, 'B' Wing, 1101 A,
Bandra Kurla Complex,
Mumbai 400051, India.
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Mehta & Mehta

COMPANY SECRETARIES

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AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

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

To,

India Infradebt Limited
The Capital, 1101A, 'B' Wing,
Bandra- Kurla Complex
Mumbai, Pin: 400051

Eleventh (11th) Annual General Meeting (AGM) of the Members of India Infradebt Limited held on Monday, August 21, 2023 at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

I, Ashwini Inamdar, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries have been appointed by the Board of Directors of India Infradebt Limited (the Company) to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the Eleventh AGM of the Company held on Monday, August 21, 2023 at 11:00 A.M. through VC/OAVM pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 19/2021 dated December 8, 2021, the General Circular No. 21/2021 dated December 14, 2021, the General Circular No. 02/2022 dated May 05, 2022 and the General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as 'MCA Circulars') and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the Resolutions as set out in the Notice convening the 11th AGM in a fair and transparent manner, do hereby submit the report as follows :

1. The Notice dated July 27, 2023 of the 11th AGM was sent to the Members on July 28, 2023 through electronic mode whose email addresses are registered with the Company/Depository Participant(s) in compliance with MCA circulars.



2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of remote e-voting, the Company had engaged the services of National Securities Depository Limited (NSDL).
3. The Members of the Company holding shares as on the "cut off" date i.e. Monday, August 14, 2023 were entitled to vote on the resolutions stated in the Notice of the 11th AGM.
4. The period for remote e-voting commenced on Wednesday, August 16, 2023 (10:00 A.M. IST) and ended on Sunday, August 20, 2023 (05:00 P.M. IST). The remote e-voting module was disabled by NSDL for voting thereafter.
5. The facility for e-voting was made available for the Members attending the meeting through VC and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Suman Lahoti and Ms. Leena Gupta, neither of whom are in the employment of the Company and generated from NSDL e-voting website www.evoting.nsdl.com.
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder and MCA Circulars relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the 11th AGM.
8. My responsibility as a scrutinizer for the e-voting process (i.e. remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
9. The consolidated results of remote e-voting and voting through electronic voting system at the 11th AGM are enclosed as an Annexure to this report.

Thanking You,

For Mehta & Mehta
Company Secretaries





Ashwini Inamdar

Scrutinizer

FCS No : 9409

CP No : 11226

UDIN: F009409E000835762

Place: Mumbai


Date: August 21, 2023

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL e-voting website www.evoting.nsdl.com in our presence on August 21, 2023.


Name : Ms. Suman Lahoti

Address : 201-206, Shiv Smriti Chambers,
2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018


Name : Ms. Leena Gupta

Address: : 201-206, Shiv Smriti Chambers,
2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Countersigned by

Person authorized by the Board
For India Infradebt Limited
Suvek Nambiar
Managing Director & CEO
DIN: 06384380

Item No. 1: Ordinary Resolution

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.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	7	867871200	0.00	0	7	867871200	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained	0	0	0.00	0	0	0	0.00

The above resolution has been passed by requisite majority since more than half of the votes were casted in the favour of the resolution.

Item No. 2: Ordinary Resolution

To declare final dividend of ₹ 0.29/share on Equity Shares for the financial year ended March 31, 2023.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	7	867871200	0.00	0	7	867871200	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained	0	0	0.00	0	0	0	0.00

The above resolution has been passed by requisite majority since more than half of the votes were casted in the favour of the resolution.

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Partha Dey (DIN:00242825) who retires by rotation and, being eligible offers himself for re-appointment.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	7	867871200	0.00	0	7	867871200	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained	0	0	0.00	0	0	0	0.00

The above resolution has been passed by requisite majority since more than half of the votes were casted in the favour of the resolution.

Item No. 4: Special Resolution

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.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	7	867871200	0.00	0	7	867871200	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained	0	0	0.00	0	0	0	0.00

The special resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution.

Item No. 5: Special Resolution

Appointment of Ms. Lata Pillai (DIN: 02271155) as a Non-Executive, Independent Director.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	7	867871200	0.00	0	7	867871200	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained	0	0	0.00	0	0	0	0.00

The special resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution.



Item No. 6: Special Resolution

Issue of additional Non-Convertible Debentures on private placement basis.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	7	867871200	0.00	0	7	867871200	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained	0	0	0.00	0	0	0	0.00

The special resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

Item No. 7: Ordinary Resolution

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.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1	57777778	0.00	0	1	57777778	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained/Votes in favour but not considered	0	0	0.00	0	0	0	0.00

The above resolution has been passed by requisite majority since more than half of the votes were casted in the favour of the resolution.

Item No. 8: Ordinary Resolution

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.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1	57777778	0.00	0	1	57777778	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained/Votes in favour but not considered	0	0	0.00	0	0	0	0.00

The above resolution has been passed by requisite majority since more than half of the votes were casted in the favour of the resolution.

Item No. 9: Special Resolution

Alteration in Articles of Association of the Company

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	7	867871200	0.00	0	7	867871200	100.00
Votes against the resolution	0	0	0.00	0	0	0	0.00
Invalid votes/Abstained	0	0	0.00	0	0	0	0.00

The special resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

