



## INDIA INFRADEBT LIMITED

### NOTICE OF THE TENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting (AGM) of the Members/Shareholders of India Infradebt Limited (Infradebt/Company) will be held on Thursday, August 18, 2022 at 11.00 a.m., through Video Conferencing/ Other Audio Visual Means (VC/OAVM) at Mumbai, to transact the following business:

#### ORDINARY BUSINESS

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.
2. To declare final dividend of ₹ 0.29/share on Equity Shares.
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.
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.**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

**RESOLVED that** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, relevant Reserve Bank of India guidelines issued from time to time, and any other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Company's Policy on appointment of Statutory Auditors and pursuant to the recommendations of the Audit Committee and Board of Directors, consent of the Company be and is hereby accorded to re-appoint M/s. B. K. Khare & Co. (Firm Registration no. 105102W) as joint Statutory Auditors from the financial year 2023 to financial year 2024 and that they shall hold office from the conclusion of the Tenth AGM till the conclusion of Twelfth AGM of Infradebt at a remuneration to be determined by the Board of Directors or Audit Committee of the Board of the Company or any other person(s) authorised by the Board or the Audit Committee and additionally out of pocket expenses, outlays and taxes as applicable and as per other terms and conditions mutually decided by the

Board of Directors or Audit Committee of the Board in consultation with the Statutory Auditors.

**RESOLVED further that** for the purpose of giving effect to the above resolution, the Board (including any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including filing of forms with ROC and intimations to other regulatory authorities as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles, responsibilities/ scope of work of the Statutory Auditors and other permissible assignments, if any, in line with the relevant, prevailing statutory/ regulatory provisions and Policy for appointment of Statutory Auditors of the Company, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.

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.**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

**RESOLVED that** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, relevant Reserve Bank of India guidelines issued from time to time, and any other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Company's Policy on appointment of Statutory Auditors and pursuant to the recommendations of the Audit Committee and Board of Directors, consent of the Company be and is hereby accorded to appoint M/s. G. D. Apte & Co., Chartered Accountants (Firm Registration no. 100515W) as joint Statutory Auditors from the financial year 2023 to financial year 2025 and that they shall hold office from the conclusion of the Tenth AGM

till the conclusion of Thirteenth AGM of Infradebt at a remuneration to be determined by the Board of Directors or Audit Committee of the Board of the Company or any other person(s) authorised by the Board or the Audit Committee and additionally out of pocket expenses, outlays and taxes as applicable and as per other terms and conditions mutually decided by the Board of Directors or Audit Committee of the Board in consultation with the Statutory Auditors.

**RESOLVED further that** for the purpose of giving effect to the above resolution, the Board (including any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including filing of forms with ROC and intimations to other regulatory authorities as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles, responsibilities/ scope of work of the Statutory Auditors and other permissible assignments, if any, in line with the relevant, prevailing statutory/ regulatory provisions and Policy for appointment of Statutory Auditors of the Company, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.

## SPECIAL BUSINESS

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

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

**RESOLVED that** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the underlying rules i.e. Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time and such other regulations as may be applicable, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “**Board**”) to issue Non-Convertible Debentures (including in the form of Fixed Coupon Bond, Floating Coupon Bond, Zero Coupon Bond and Market Linked Debentures) (hereinafter referred to as “**NCDs**”) for an additional aggregate amount not

exceeding ₹ 150.00 billion in one or more tranches with or without security on a private placement basis to one or more banks/financial institutions, mutual funds, other investing agencies, other eligible investors, etc. upon the terms and conditions as may be decided by the Board in its absolute discretion during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Company as approved by the Members from time to time.

**RESOLVED further that** without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board be and is hereby authorised to determine as to when NCDs are to be issued, the terms of the issue, number of NCDs to be allotted in each tranche, issue price, rate of interest, redemption period, listing on one or more recognised stock exchanges and all such terms as are provided in offering of a like nature as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things and execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the said issue(s).

**RESOLVED further that** the approval is hereby accorded to the Board to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies.

**RESOLVED further that** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any Committee of Directors or any Executive Director or Directors or any other officer or officers of the Company to give effect to the aforesaid Resolution.

### 7. Re-appointment of Mr. Suvek Nambiar (DIN: 06384380) as Managing Director & CEO

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

**RESOLVED that** pursuant to the provisions of section 196, 197, 203 and other applicable provisions of the Companies

Act, 2013 (the Act) read with Schedule V of the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) thereof for the time being in force), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, provisions of the Articles of Association of the Company, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended, Policy for selection and appointment of Directors & Officials in Senior Management, their Remuneration and Remuneration of Other Employees, based on the recommendation of Board Governance, Remuneration & Nomination Committee and Board of Directors and such other approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded to re-appoint Mr. Suvek Nambiar (holding DIN: 06384380), as the Managing Director & CEO of the Company for a period of five years with effect from November 22, 2022 till November 21, 2027 or till his retirement, whichever is earlier and he shall not be liable to retire by rotation.

**RESOLVED further that** subject to the applicable provisions of the Companies Act, 2013 and the provisions of the Articles of Association of the Company, and such other approvals as might be required, and subject to such terms and conditions as may be prescribed while granting such approvals, Mr. Suvek Nambiar, Managing Director & CEO be paid the following remuneration effective November 22, 2022:

#### **Salary**

The basic salary being ₹ 13,04,646 per month and to be revised as may be necessary in pursuant to the grant of annual increment as may be approved by the Board of Directors, subject to necessary approvals required, if any.

#### **Perquisites and Allowances**

In addition to the basic salary, Mr. Nambiar will also be entitled to the perquisites and allowances like house rent allowance or rent free furnished accommodation in lieu thereof, annual performance bonus, fuel and car maintenance reimbursement, medical reimbursement, insurance, leave travel allowance, supplementary allowance, use of one Company provided car for official purposes, telephone at residence, club membership, leave encashment, contribution to provident fund, superannuation fund and payment of gratuity and such

other perquisites and allowances in accordance with the rules of Infradebt or as may be agreed by the Board of Directors of Infradebt with Mr. Nambiar from time to time.

Mr. Nambiar will be eligible to participate in the performance bonus plan and Employee Stock Option Plan (ESOP 2020) of Infradebt. The actual amount of bonus payable for a year and any grant of ESOP will be determined by the Board of Directors/Committee based on their assessment of his performance.

**RESOLVED further that** the Board or any Committee thereof, may vary or increase the remuneration specified above from time to time to the extent it may deem appropriate (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act), provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Act.

**RESOLVED further that** for the purpose of giving effect to the foregoing resolution, the Board of Directors or any Committee thereof and/or Mr. Ankur Sood, Head – Human Resources or Mr. Gaurav Tolwani, Company Secretary, be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable.

#### **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**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

**RESOLVED that** pursuant to the provisions of Regulations 2(1)(zc), 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (Act) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors, the consent of the Company be and is hereby accorded to ratify and approve (i) all existing material Related Party contracts or arrangements

entered prior to April 1, 2022 and continuing beyond such date (whether individually or transactions taken together or series of transactions or otherwise) and (ii) all existing material Related Party contracts or arrangements entered during the period April 1, 2022 till the conclusion of Tenth Annual General Meeting (AGM) with (a) ICICI Bank Limited, (b) Bank of Baroda and (c) Promoter Group Companies (listed in the explanatory statement annexed to the notice convening this meeting), being related parties of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or otherwise as mentioned hereunder:

- (i) Outstanding balance of Non-Convertible Debentures (NCDs) issued by Infradebt (purchased in primary or secondary market) and payment of interest and Principal, for which Related Party may act as an arranger, including investment by them as permitted by applicable laws;
- (ii) Current account deposit including payment of service charges for banking transactions;
- (iii) Purchase of loan asset; and
- (iv) Any other transactions/ arrangements entered in the course of business of the Company.

**Note:** Transactions (viz. payment of dividend on equity shares and placement of Fixed Deposit) as exempted under Regulation 2(1)(zb) are not included above.

notwithstanding the fact, that all such transactions, whether individually and/or in the aggregate, have exceeded 10% of the annual turnover as per the Company's last audited financial statements or ₹ 1,000 crore, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time.

**RESOLVED further that** the approval is hereby accorded to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED further that** the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company/any other person(s) so authorised by it, in accordance with applicable laws, to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.

**9. 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 till the conclusion of Eleventh Annual General Meeting**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED that** pursuant to the provisions of Regulations 2(1)(zc), 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (Act) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors, the Members of the Company do hereby approve and accord approval to the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any duly authorised Committee constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/or continuing with contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement annexed to the Notice convening this Meeting, whether by way of fresh transaction or any extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or otherwise, from time to time, with all applicable Related Parties as per Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notwithstanding the fact that the maximum value

of the transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) at any day during the period from conclusion of the Tenth Annual General Meeting till the conclusion of the Eleventh Annual General Meeting to be held in the year 2023 (for a period not exceeding fifteen months), may exceed ₹ 10.00 billion or 10% of the annual turnover of the Company as per the last audited financial statements of the Company, whichever is lower or any other materiality threshold, as prescribed under applicable laws or any other materiality threshold, as may be applicable from time to time, for each such Party, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED further that** the approval is hereby accorded to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED further that** the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company/any other person(s) so authorised by it, in accordance with applicable laws, to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.

By Order of the Board

**Suvek Nambiar**

**Managing Director & CEO**

**DIN: 06384380**

**Place: Mumbai**

**Date: July 27, 2022**

**Registered Office:**

**India Infradebt Limited**

The Capital,  
'B' Wing, 1101A,  
Bandra – Kurla Complex  
Mumbai – 400 051

**CIN:** U65923MH2012PLC237365

**Tel:** +91 22 68196900

**Fax:** +91 22 68196910

**Website:** [www.infradebt.in](http://www.infradebt.in)

**Email:** [info@infradebt.in](mailto:info@infradebt.in)

#### NOTES:

- (a) In view of the outbreak of the COVID-19 pandemic and social distancing norms to be followed, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, other applicable regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM at the registered office of the Company at Mumbai being deemed venue for the meeting.
- (b) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Nos. 4 to 9 set out in the Notice is annexed hereto. Since the AGM is held by VC/OAVM, the special business under

Item Nos. 6 to 9, are being considered unavoidable and therefore proposed to be transacted at the Tenth Annual General Meeting (AGM) of the Company. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the ensuing AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Since the AGM will be held through VC/OAVM, the requirement of providing the Route Map and Landmark for the AGM is not annexed in this Notice.



- (c) Corporate Members are requested to send to the Company Secretary & Compliance Officer through email on [gaurav.tolwani@infradebt.in](mailto:gaurav.tolwani@infradebt.in) a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Tenth AGM.
- (d) Details of Director retiring by rotation and seeking re-appointment at the ensuing Meeting is provided in the “Annexure I” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
- (e) The Register of Director’s and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the AGM Notice will be available for electronic inspection by the Members without any fee during normal business hours on all working days (i.e. except Saturday(s), Sunday(s) and Public Holiday(s)) upto the date of the AGM and during the continuance of the AGM. Members seeking to inspect such documents may write to the Company Secretary & Compliance Officer through email on [gaurav.tolwani@infradebt.in](mailto:gaurav.tolwani@infradebt.in).
- (f) The final dividend if approved will be paid to those Shareholders whose names appear on the register of Members on August 12, 2022.
- Shareholders may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source (TDS) (as applicable) at the time of making the payment of final dividend unless exempt under any of the provisions of the Act.
- In order to provide exemption from withholding of tax, the Shareholder(s) must provide a self-declaration with supporting documents on or before August 18, 2022.
- (g) Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (h) Members seeking any information with regard to the matters to be placed at the AGM, are requested to write to the Company Secretary & Compliance Officer through email on [gaurav.tolwani@infradebt.in](mailto:gaurav.tolwani@infradebt.in). The same shall be taken up in AGM and replied by the Company suitably.
- (i) If a poll is demanded during the AGM, then Members are requested to cast their votes on the resolutions by sending email to the Company Secretary & Compliance Officer on [gaurav.tolwani@infradebt.in](mailto:gaurav.tolwani@infradebt.in).
- (j) In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of Tenth AGM along with the Annual Report for the year ended March 31, 2022 is being sent only through electronic mode to the Members and the same will also be available on the website of the Company [www.infradebt.in](http://www.infradebt.in).
- (k) Instructions for Members for attending the AGM through VC are given below:
- i. Members/ participants will receive an email for joining the meeting through Microsoft Teams with date and time of the meeting.
  - ii. The email will contain a link to Join Microsoft Teams Meeting. Members may click on the said link. The Members can attend the meeting through VC from their Computer/laptop/ tablet/mobile. It is advisable to download the Microsoft team application on your system/device and keep it ready.
    - In case, you have Microsoft team application on your system/device, it will direct you to Microsoft team application to connect the meeting. Thereafter, click Join now tab to join the meeting.
    - In case, you do not have/does not wish to configure Microsoft team application on your system/device, you can join through web page instead. Kindly click on Join on the web. Thereafter, a new web page will open, wherein you need to write your name and click on Join now tab and wait therein, the Organiser will accept and allow you to join the meeting.
  - iii. Facility for joining the AGM through VC shall be open 15 (fifteen) minutes prior to the scheduled time of the AGM. Members are requested to join the meeting atleast 15 minutes in advance to complete all testing and logistic issues.
  - iv. Members who need assistance before or during the AGM, can contact Mr. Gaurav Tolwani, Company Secretary & Compliance Officer on [gaurav.tolwani@infradebt.in](mailto:gaurav.tolwani@infradebt.in).

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 4:**

Reserve Bank of India (RBI) on April 27, 2021 had issued guidelines on Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) for Banks and NBFCs (including HFCs) (RBI Guidelines). RBI Guidelines stipulates that the Company can appoint Statutory Auditors for a continuous period of maximum three years, subject to the firms satisfying the eligibility norms on a continuous basis. Since, S. R. Batliboi & Co. LLP (SRB), the erstwhile Statutory Auditors have been associated with Infradebt for more than nine years, they were ineligible to continue as Statutory Auditors. Accordingly, SRB had placed their resignation and there was a casual vacancy in the office of Statutory Auditors. Pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules thereunder and RBI Guidelines including any amendments, modifications, variations or re-enactments thereof, the Board of Directors of the Company, on the recommendation of the Audit Committee, at its Meeting held on October 18, 2021 and the Shareholders at the Extra-ordinary General Meeting held on December 1, 2021 approved the appointment of M/s. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration No. 105102W) as Statutory Auditors of the Company, to hold office from the ensuing Extra-Ordinary General Meeting (EGM) till the conclusion of Tenth Annual General Meeting (AGM) to be held for the financial year 2022.

As the term of M/s. B. K. Khare & Co. will expire at the conclusion of the Tenth AGM, the Board of Directors of the Company, on the recommendation of the Audit Committee, at its Meeting held on July 22, 2022 approved the re-appointment of M/s. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration No. 105102W) as joint Statutory Auditors of the Company to continue for a further period of two years, to hold office from conclusion of the Tenth AGM till the conclusion of Twelfth AGM to be held in the year 2024.

The brief profile of M/s. B. K. Khare & Co., Chartered Accountants is given below:

M/s. B. K. Khare & Co. is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 105102W. The firm was established in 1955. The firm provides a range of services which include audit & assurance, taxation, regulatory, transaction advisory, risk advisory – governance, risk & compliance. The firm has significant experience in providing auditing, taxation and advisory services to banks and other financial services clients.

M/s B. K. Khare & Co., Chartered Accountants have expressed their willingness to be appointed as Statutory Auditors of

the Company and have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013. They have also confirmed that they are not disqualified/ineligible to be appointed as auditors in terms of the provisions of Section 141 of the Act. They have also confirmed that their appointment, if made, is in confirmation with the requirements of RBI guidelines as required in Form B.

Further, the Members are requested to authorise the Board to fix the remuneration payable to joint Statutory Auditors in connection with the audit of the accounts of the Company for the aforesaid period.

In view of the above, the Members are requested to consider recommendation of the Audit Committee and Board for re-appointment of M/s. B. K. Khare & Co., Chartered Accountants (Firm Registration no. 105102W) as joint Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board as per recommendation of the Audit Committee.

The Board recommends passing of the Resolution at Item No. 4 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution at Item No. 4.

**Item No. 5:**

Pursuant to the RBI guidelines on Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) for Banks and NBFCs (including HFCs) (RBI Guidelines) dated April 27, 2021 for the Company with an asset size of ₹ 15,000 crores and above as at the end of previous year, the statutory audit is required to be conducted under joint audit of a minimum of two (2) audit firms (Partnership firms/Limited Liability Partnerships (LLPs)).

As Infradebt has crossed the said threshold as at March 31, 2022, in compliance with RBI guidelines, Infradebt would be required to appoint one more audit firm as joint Statutory Auditors.

Accordingly, in view of the aforesaid, on the recommendation of the Audit Committee, the Board at its Meeting held on July 22, 2022 approved the appointment of M/s. G. D. Apte & Co., (ICAI Firm Registration No. 100515W) as joint Statutory Auditors for a period of three years i.e. from financial year 2023 to financial year 2025, to hold office from the conclusion

of the Tenth AGM till the conclusion of Thirteenth AGM to be held in the year 2025.

The brief profile of M/s. G. D. Apte & Co., Chartered Accountants is given below:

M/s. G. D. Apte & Co. is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 100515W. The firm was established in 1957. The firm provides a range of services which include assurance and advisory services including due diligence, vetting of restructuring proposals, management audit in Banks, Insurance Companies, NBFCs including statutory audit, system audit, internal audit, forensic audit. The firm has significant experience in providing auditing, advisory services to banks and other financial services clients.

M/s. G. D. Apte & Co., Chartered Accountants have expressed their willingness to be appointed as Statutory Auditors of the Company and have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 (the Act). They have also confirmed that they are not disqualified/ineligible to be appointed as auditors in terms of the provisions of Section 141 of the Act. They have also confirmed that their appointment, if made, is in confirmation with the requirements of RBI guidelines as required in Form B.

Further, the Members are requested to authorise the Board to fix the remuneration payable to joint Statutory Auditors in connection with the audit of the accounts of the Company for the aforesaid period.

In view of the above, the Members are requested to consider recommendation of the Audit Committee and Board of Directors regarding appointment of M/s. G. D. Apte & Co., Chartered Accountants (Firm Registration no. 100515W) as joint Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board as per recommendation of the Audit Committee.

The Board recommends passing of the Resolution at Item No. 5 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution at Item No. 5.

#### **Item No. 6:**

The Company proposes to issue Non-Convertible Debentures (including in the form of Fixed Coupon Bond, Floating Coupon Bond, Zero Coupon Bond and Market Linked Debentures)

(hereinafter referred to as “NCDs”) for an additional aggregate amount not exceeding ₹ 150.00 billion, in one or more tranches on private placement basis for its operations. The NCDs may be secured by a mortgage/charge on the movable and/or immovable properties, present and future of the Company as may be decided by the Board of Directors. These NCDs may be offered for subscription to one or more banks/financial institutions, mutual funds, other investing agencies, other eligible investors, etc. upon the terms and condition as may be decided by the Board (including any person(s) authorised by the Board) in its absolute discretion, and contribution may be made by the promoters either as part of the offer or separately in furtherance of objects. The issue price and rate of interest depends, *inter alia*, on the market rates, tenor and security. Subject to consent of the Members, the Board has approved the issuance of such NCDs at its Meeting held on July 22, 2022.

In terms of the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, “*in case of offer or invitation for non convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such debentures during the year*”. In terms of the Section 180(1)(c) of the Act, the Shareholders of India Infradebt Limited (Infradebt) at their Annual General Meeting (AGM) held on September 9, 2021 consented to authorise the Board of Directors (Board) to borrow from time to time any sum or sums of moneys on such terms and conditions and with or without security not exceeding ₹ 500.00 billion at any time or the aggregate of the paid up capital and free reserves of Infradebt, whichever is higher. Hence, for the purpose of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014, limit under Section 180(1)(c) of Companies Act, 2013 for Infradebt is ₹ 500.00 billion. The outstanding borrowing of Infradebt in the form of NCDs as on July 27, 2022 is ₹ 137.13 billion.

As the proposed amount (together with the amounts already borrowed by the Company) does not exceed the limits fixed by the Company under Section 180(1)(c) (i.e. ₹ 500.00 billion), no special resolution under Section 42 of the Act is required to be passed and relevant Board resolution under clause (c) of subsection (3) of Section 179 would be adequate. However, as a good governance practice, Infradebt proposes to obtain approval of the Shareholders under Section 42 of the Companies Act, 2013 for the proposed issue of additional NCDs not exceeding ₹ 150.00 billion on private placement basis in one or more tranches, which will be valid for period of one year from the date of passing of this special resolution



and will be considered as a fresh approval and will supersede the earlier approval obtained at the AGM held on September 9, 2021 for issue of NCDs upto ₹ 100.00 billion.

The Board recommends passing of the Resolution at Item No. 6 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution at Item No. 6.

#### **Item No. 7**

The Board of Directors (the Board), at its Meeting held on July 18, 2017, re-appointed Mr. Suvek Nambiar as Managing Director & Chief Executive Officer (MD & CEO) of India Infradebt Limited (Infradebt/Company) effective November 22, 2017 for a second term of five years. The Shareholders at the Annual General Meeting (AGM) held on September 15, 2017 also approved the re-appointment of Mr. Nambiar for a period of five years effective November 22, 2017. Accordingly, the current term of Mr. Nambiar as Managing Director & CEO will expire on November 21, 2022.

As per Section 196(2) of the Companies Act, 2013 (the Act), no Company shall appoint or re-appoint any person as its Managing Director, whole-time Director or Manager for a term exceeding five years at a time. It also states that no re-appointment shall be made earlier than one year before the expiry of term.

The performance of Infradebt over the last eight years of full operations has been in line with expectations. As envisaged, Infradebt has been able to establish a niche in infrastructure financing, primarily in the roads and renewable energy sectors. The asset book of Infradebt increased to over ₹ 155.00 billion as of June 30, 2022, with the average Return on Equity over the last five years exceeding 14%. As on June 30, 2022, Infradebt has raised a total of ₹ 176.62 billion (Outstanding: ₹ 145.93 billion) of AAA rated long term liabilities through bonds issued to primarily insurance companies, banks, pension funds and provident funds. The resilience of the business has been proven by its consistent performance and high asset quality despite the challenging environment including the IL&FS crisis and COVID related disruptions. Infradebt has been paying dividends for the last five years.

Mr. Suvek Nambiar has been managing the operations of the Company since its incorporation and has successfully grown the business under the nascent IDF-NBFC framework. In view of the above performance, and his deep and varied experience

of over 28 years in the financial sector, it is proposed that Mr. Suvek Nambiar be re-appointed as Managing Director & CEO with effect from November 22, 2022 for a period of five years (as specified in the Articles of Association of Infradebt), subject to such regulatory approvals as may be required. Mr. Nambiar shall not be subject to retirement by rotation during his tenure as Managing Director & CEO of the Company. The proposed term of re-appointment of Mr. Nambiar as Managing Director & CEO would be for a period of five years or till his retirement, whichever is earlier.

The proposal for remuneration of Mr. Suvek Nambiar effective November 22, 2022 has also been put up before the Members for their approval.

The brief profile of Mr. Suvek Nambiar, in terms of the Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India (ICSI), and details has been provided as Annexure I.

The Board recommends passing of the Resolution at Item No. 7 of the Notice as a Special Resolution.

Save and except Mr. Suvek Nambiar, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution at Item No. 7.

#### **Item No. 8**

As per the provisions of Section 188 of the Companies Act, 2013 (the Act), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of Shareholders. However, such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirement of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual turnover as per the last audited financial statements of the listed entity or ₹ 1,000 crore, whichever is lower. Pursuant to SEBI notification dated September 7, 2021 amending the SEBI LODR, the Company, being a High Value Debt Listed Entity, has to comply with Regulation 23 of the SEBI LODR on comply or explain basis till March 31, 2023 and on mandatory basis thereafter.

Further, the provisions of the Regulation 23(8) of SEBI LODR read with SEBI circular dated March 30, 2022, a Related Party contract or arrangement that has been approved by the Audit Committee prior to April 1, 2022 and which continues beyond such date and becomes material as per the revised materiality threshold, even if such transactions are in the ordinary course of the business of the concerned Company and at an arm's length basis, shall be placed before the shareholders in the first General Meeting held after April 1, 2022.

India Infradebt Limited (Infradebt) in the ordinary course of business and based on the omnibus approval granted by the Audit Committee, has entered into Related Party Transactions with its related parties. Accordingly, the Company is required to comply with Regulation 23(8) of the SEBI LODR and has to obtain approval of the Shareholders for all existing material Related Party contracts or arrangements entered into prior to April 1, 2022 and which are continuing beyond such date.

Further, basis the omnibus approval granted by the Audit Committee at its Meeting held on January 18, 2022 (further amended on March 24, 2022 and April 26, 2022) for entering transactions with related party during FY2023, the Company has entered into transactions with related party during the period April 1, 2022 till the conclusion of Tenth Annual General Meeting (AGM). Where certain transactions are considered material as per the proviso to Regulation 23(1) of SEBI LODR. Accordingly, the Company is required to comply with Regulation 23(4) of the SEBI LODR and has to obtain approval of the Shareholders for all existing material Related Party transactions entered during the period April 1, 2022 till the conclusion of Tenth AGM.

In view of the above, approval of the Members is sought for ratification of (i) all existing material Related Party contracts or arrangements entered prior to April 1, 2022 and continuing beyond such date (whether individually or transactions taken together or series of transactions or otherwise) and (ii) all existing material Related Party contracts or arrangements entered during the period April 1, 2022 till the conclusion of Tenth AGM with (a) ICICI Bank Limited, (b) Bank of Baroda and (c) Promoter Group Companies (refer note no. 1 to the explanatory statement for item no. 9), being related parties of the company. Brief details of the said transactions are as follows:

- (i) Outstanding balance of Non-Convertible Debentures (NCDs) issued by Infradebt (purchased in primary or secondary market) and payment of interest and Principal, for which Related Party may act as an arranger, including investment by them as permitted by applicable laws;

- (ii) Current account deposit including payment of service charges for banking transactions;
- (iii) Purchase of loan asset; and
- (iv) Any other transactions/ arrangements entered in the course of business of the Company.

**Note:** Transactions (viz. payment of dividend on equity shares and placement of Fixed Deposit) as exempted under Regulation 2(1)(zb) are not included above.

All the aforesaid transactions are in furtherance of the business activities and are in accordance with the applicable laws, therefore, in the interest of the Company.

All the above transactions with the related parties are approved by the Audit Committee as part of omnibus approval granted by it. The Audit Committee of the Board and the Board of Infradebt has reviewed and recommended the same for the approval of the Members *vide* the resolution contained at Item No. 8 herein.

The Board recommends passing of the Resolution at Item No. 8 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution at Item No. 8.

#### Item No. 9

As per the provisions of Section 188 of the Companies Act, 2013 (the Act), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of Shareholders. However, such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirement of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual turnover as per the last audited financial statements of the listed entity or ₹ 1,000 crore, whichever is lower. Pursuant to SEBI notification dated September 7, 2021 amending the SEBI LODR, the Company, being a High Value Debt Listed Entity, has to comply with Regulation 23 of the SEBI LODR on comply or explain basis till March 31, 2023 and on mandatory basis thereafter.

In view of above, India Infradebt Limited (Infradebt), being an Infrastructure Debt Fund - Non-Banking Financial Company (IDF-NBFC), in ordinary course of business, may issue Non-Convertible Debentures and/or Commercial Paper (CP) in the primary or secondary market to counterparties (including related parties), at prevailing market rates/fair values, as may be applicable; current account deposit with the Banks which are related parties; purchase of infrastructure loan from the

Sponsors of Infradebt; invest in liquid/ overnight scheme of top Asset Management Companies (AMCs) in terms of Asset Under Management (AUM) including AMCs of the Sponsors of Infradebt (viz. AMCs of ICICI Bank Limited or Bank of Baroda) and purchase of Treasury Bills.

In view of the above, approval of the Members is sought for approval of the following transactions:

#### Details of transaction for item no. 9:

Particulars	Details of transactions
Name of the related party and relationship	All applicable Related Parties as per Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Particulars/ type of transaction	<ol style="list-style-type: none"> <li>Subscription by related party(ies) in NCDs and/or CPs issued by Infradebt and related payments (interest and/or principal).</li> <li>Current account deposits.</li> <li>Investment in Mutual Fund.</li> <li>Purchase/Sale of loans/NCDs.</li> <li>Purchase of Treasury Bills.</li> <li>Any other transactions/ arrangements to be entered in the course of business of the Company.</li> </ol>
Value of the transaction (₹ in billions)	₹ 20.00 billion with each related party(ies) at any given point in time.
Material terms and tenure of transaction	<ol style="list-style-type: none"> <li>Amount, rate of interest/principal, tenure, would be as per the particular term sheet of NCDs issue.</li> <li>The terms and condition applicable to Infradebt for current account balance would be same as Banks offer to other customers. Further, no interest is paid by banks on current account balance maintained by a customer.</li> <li>Amount, NAV, yield and other terms of Mutual Fund investment would be as per the particular of particular Mutual Fund scheme.</li> <li>Purchase/Sale of loans/NCDs from/to related party(ies) would be as per the terms agreed for particular transactions.</li> <li>Purchase of Treasury Bills would be as per prevailing market rates.</li> <li>Any other transactions/ arrangements to be entered in the course of business of the Company would be as per prevailing market rates and at arm's length.</li> </ol>

<b>Particulars</b>	<b>Details of transactions</b>
Nature of concern or interest of the related party (financial/ otherwise)	<ol style="list-style-type: none"> <li>1. The related party(ies) would subscribe/invest to NCDs and/or CPs issued by the Company in primary or secondary market.</li> <li>2. The Related Party being Bank, shall provide the banking services to Infradebt. The Bank levies normal bank charges from the current account customers for various services.</li> <li>3. The Company would invest in mutual fund schemes/units of related party(ies).</li> <li>4. Infradebt being in the business of Infrastructure financing, may purchase/sell Infrastructure loans/NCDs from/to the related party(ies).</li> <li>5. Infradebt invests in Treasury Bills i.e. High Quality Liquid Assets for maintaining Liquidity Coverage Ratio required as per RBI Guidelines.</li> <li>6. Any other transactions/ arrangements to be entered in the course of business of the Company.</li> </ol>
A summary of the information provided by the management of the Company to the Audit Committee	The Audit Committee at its Meeting held on July 22, 2022 noted the details of the said material Related Party Transactions and recommended for approval of the Board and Shareholders.
The percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the transaction (Based on turnover of FY2022)	138.56% (each Related Party mentioned above).
For a related party transaction (RPT) involving a subsidiary, percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis (Based on turnover of FY2022)	Not applicable



Particulars	Details of transactions
<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:</p> <p>i) details of the source of funds in connection with the transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not applicable
Justification as to why the related party transaction is in the interest of the Company	Nature of transactions are carried out in normal course of business.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the transaction was made available through the registered email address of the shareholders.	<ol style="list-style-type: none"> <li>1. The NCDs and CPs issued by Infradebt (whether issued to related or unrelated parties) are at prevailing market rates/fair values, on an arm's length basis.</li> <li>2. Not applicable for current account deposits.</li> <li>3. Not applicable for investment in Mutual Fund.</li> <li>4. Not applicable for purchase/sale of Infrastructure loans/NCDs from/to the related party(ies).</li> <li>5. Not applicable for purchase of Treasury Bills.</li> <li>6. Any other transactions/ arrangements to be entered in the course of business of the Company would be as per prevailing market rates and at arm's length.</li> </ol>

**Note:**

1. List of all applicable Related Parties as per Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with whom Infradebt may enter into the material related party transaction(s) is available for inspection by the Members at the Registered Office of the Company during business hours on working days. Any Member interested in obtaining a copy of this statement may write an email or letter to the Company Secretary at the Registered Office.

All the aforesaid transactions are in furtherance of the business activities and are in accordance with the applicable laws, therefore, in the interest of the Company.

Based on the information on the proposed transactions, the Audit Committee of the Board has approved entering into the said transactions and the Board of Infradebt has reviewed and recommended that the approval of the Members be also sought for the resolution contained at Item No. 9 herein.

The Board recommends passing of the Resolution at Item No. 9 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution at Item No. 9.

**ANNEXURE I TO THE NOTICE DATED JULY 27, 2022****DETAILS OF DIRECTOR(S) RETIRING BY ROTATION/ SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

(pursuant to clause 1.2.5 of Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India)

<b>Name of Director</b>	Ms. Nina Nagpal	Mr. Suvek Nambiar
<b>DIN</b>	00138918	06384380
<b>Age</b>	58 years	51 years
<b>Qualifications</b>	Ms. Nina Nagpal possesses a degree in Post Graduate Research work - Development Finance; American University Masters Degree in Business Economics - Delhi University.	Mr. Suvek Nambiar possesses a bachelor's degree in electronics and communication engineering and a post graduate qualification by way of PGDM from the Indian Institute of Management, Bangalore, India.
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	<p>Ms. Nina Nagpal has held various leadership positions in the Financial Services/Securities Markets in India and carries breadth and depth of experience across NBFC, Market Infrastructure Institutions and Investment Banking.</p> <p>She is currently the Managing Director of Citicorp Finance (India) Limited (CFIL) - a Citigroup company which is a ND-SI NBFC. CFIL portfolio includes both retail and wholesale assets. During 2010-13, she was the Managing Director of Morgan Stanley Capital Pvt. Ltd. - a RBI licensed NBFC. She was on the Board of this company and several other Morgan Stanley companies in India.</p> <p>She has been an advisor to the United States Agency for International Development (USAID) in the area of Securities Market and Financial Service sector. She has also been on the Board of the Services Company of Citigroup in India.</p> <p>She has been active on Industry bodies and professional associations.</p>	<p>Mr. Suvek Nambiar has over 28 years of experience across various leadership roles in Infradebt, ICICI Bank Limited and ICICI Limited. He started his career with the project finance group at ICICI Limited and was extensively involved in the structuring and financing of the first private sector projects in infrastructure in India. After leading the structuring and financing of infrastructure projects for about nine years, he was one of the key resources who led the initiative to start the international business of ICICI Bank, heading the Singapore branch for over four years.</p> <p>Subsequently Mr. Nambiar was the MD &amp; CEO of ICICI Bank UK PLC for over four years and returned to Mumbai in FY2013 as a Senior General Manager with ICICI Bank Limited leading the efforts to set up the first IDF NBFC.</p>
<b>Terms and Conditions of Appointment / Re-appointment</b>	Appointed as a Nominee Director liable to retire by rotation.	Re-appointed as Managing Director & CEO, not liable to retire by rotation.
<b>Remuneration last drawn (including sitting fees, if any)</b>	Nil	₹ 53.53 million (FY2022)
<b>Remuneration proposed to be paid</b>	Nil	As per the resolution.

<b>Date of first appointment on the Board</b>	April 1, 2021	October 31, 2012
<b>Shareholding in the Company as on March 31, 2022</b>	Nil	Nil
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
<b>Number of meetings of the Board attended during the year (FY2022)</b>	Six out of six Meetings	Six out of six Meetings
<b>Directorships of other Boards as on March 31, 2022</b>	Citicorp Finance (India) Limited	Nil
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2022</b>	<p>Citicorp Finance (India) Limited</p> <p>Managing Director and member in following Committees:</p> <p>a) Audit Committee</p> <p>b) Corporate Social Responsibility Committee</p> <p>c) Stakeholder Relationship Committee</p>	Nil