



Ref: 04/SEPT/2024-25/CORP

September 5, 2024

Listing Compliance Department  
BSE Limited  
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 September 5, 2024**

In furtherance to our letter dated August 12, 2024 (enclosing the Notice of Annual General Meeting (AGM) dated August 9, 2024) 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 Thursday, September 5, 2024.

The Report of the Scrutinizer dated September 5, 2024 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.  
CIN: U65923MH2012PLC237365

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# Mehta & Mehta

## COMPANY SECRETARIES

201-206 SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI - 400 018  
TEL : +91-22-6611 9696. • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

**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,

**Managing Director & CEO  
India Infradebt Limited  
The Capital, 1101A, 'B' Wing,  
Bandra Kurla Complex,  
Mumbai - 400 051**

**Twelfth (12<sup>th</sup>) Annual General Meeting (AGM) of the Members of India Infradebt Limited held on Thursday, September 5, 2024 at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

Dear Sir,

I, Ashwini Inamdar, Partner, M/s. Mehta & Mehta, 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 Twelfth AGM of the Company held on Thursday, September 5, 2024 at 11:00 A.M. through VC/OAVM pursuant to Section 108 of The 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 5, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 19/2021 dated December 28, 2021, the General Circular No. 21/2021 dated December 14, 2021, the General Circular No. 02/2022 dated May 5, 2022, the General Circular No. 10/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI 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 12<sup>th</sup> AGM in a fair and transparent manner, do hereby submit the report as follows:

1. The Notice dated August 9, 2024 of the 12<sup>th</sup> AGM was sent to the Members on August 12, 2024 through electronic mode whose email addresses are registered with the Company/Depository Participant(s) in compliance with MCA and SEBI circulars.

ASHWINI  
MOHIT  
INAMDAR

Digitally signed by Ashwini Inamdar  
DN: cn=Ashwini Inamdar, o=Mehta & Mehta,  
ou=Company Secretaries, email=dipti@mehta-mehta.com,  
c=IN



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. Thursday, August 29, 2024 were entitled to vote on the resolutions stated in the Notice of the 12<sup>th</sup> AGM.
4. The period for remote e-voting commenced on Monday, September 2, 2024 (09:00 A.M. IST) and ended on Wednesday, September 4, 2024 (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/OAVM 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. Shweta Gupta and Mr. Aaquib Ballari, neither of whom are in the employment of the Company and generated from NSDL e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the 12<sup>th</sup> 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 12<sup>th</sup> AGM are enclosed as an **Annexure** to this report.

Thanking You,

For Mehta & Mehta  
Company Secretaries

ASHWINI  
MOHIT  
INAMDAR

**Ashwini Inamdar**

Scrutinizer

FCS No: 9404

CP No: 11226

UDIN: F009409F001149207

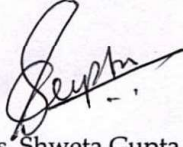
Place: Mumbai

Date: September 5, 2024

Enclosed: Annexure

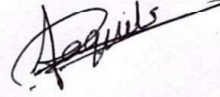


We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence on Thursday, September 5, 2024.



Name : Ms. Shweta Gupta

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



Name : Mr. Aaquib Ballari

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

Countersigned by

Suvek  
Raghavan  
Nambiar

Digitally signed by  
Suvek Raghavan  
Nambiar  
Date: 2024.09.05  
21:59:45 +05'30'

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

**Item No. 1: Ordinary Resolution**

To review, 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.

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	0	7	867871200	100.00
Votes against the resolution	0	0	0	0	0	0	0
Invalid votes/ Abstained	0	0	0	0	0	0	0

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

**Item No. 2: Ordinary Resolution**

To declare final dividend of Rs. 0.29/share on Equity Shares for the financial year ended March 31, 2024.

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	0	7	867871200	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Invalid votes/ Abstained	0	0	0	0	0	0	0.00

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

**Item No. 3: Ordinary Resolution**

To appoint a Director in place of Mr. Lalit Tyagi (DIN:08220977), 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	0	7	867871200	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Invalid votes/ Abstained	0	0	0	0	0	0	0.00

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

**Item No. 4: Ordinary Resolution**

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.

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	0	7	867871200	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Invalid votes/ Abstained	0	0	0	0	0	0	0.00

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

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**Item No. 5: 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	0	7	86,78,71,200	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Invalid votes/ Abstained	0	0	0	0	0	0	0.00

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

**Item No. 6: 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 FY2026.

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	0	1	57777778	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Invalid votes/ Abstained	0	0	0	0	0	0	0.00

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

ASHWINI  
MOHIT  
INAMDAR

