



TRANSCRIPT OF THE THIRTY- SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KOTAK INFRASTRUCTURE DEBT FUND LIMITED HELD, ON THURSDAY, 1ST AUGUST 2024 AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING

Commencement Time: 11: 00 A.M. IST

Conclusion Time : 11:18 A.M. IST

The Members were informed that the 36th Annual General Meeting (“AGM”) of Kotak Infrastructure Debt Fund Limited (“Company”) was convened, on Thursday, August 1, 2024 at 11:00 a.m. IST through Video Conferencing and in compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the directions issued by the Ministry of Corporate Affairs from time to time.

Mr. Raghunandan Maluste Designated Chairman of the Board chaired the Meeting. The Chairman confirmed the presence of the required quorum for the Meeting and thereafter, proceeded with the Meeting.

The AGM was attended by 6 (six) Members as per the attendance records of the Meeting.

The Chairman then welcomed the Members present at the Meeting and informed that following Directors were present at the Meeting through video conferencing:

- Mr. Baswa Ashok Rao - Non-Executive Independent Director;
- Mr. Dipak Gupta - Non-Executive Non-Independent Director; and
- Ms. Sujata Guhathakurta - Non-Executive Non-Independent Director.

Mr. Raghunandan, Independent Director and Chairperson of Audit Committee and Nomination and Remuneration Committee and Stakeholder Relationship Committee was present at the Meeting through video conferencing from Mumbai.

Further, Mr. Veenu Singla, Chief Executive Officer & Chief Financial Officer, Ms. Subhadra Mallinath Atanur, Company Secretary of the Company were also present at the Meeting through video conferencing. Furthermore, the Statutory Auditors and Secretarial Auditors of the Company were unable to attend the Meeting due to certain exigencies and had sought for an exemption to attend the Meeting.

The Members were informed that the Notice of the AGM along Annual Report for the financial year 2023-24, had been sent to all the Members and Directors.

With the permission of the Members, the same was taken as read. Further, the relevant documents relating to the proposed resolutions, statutory register and other necessary documents were open for inspection in electronic mode. Further, the Members were informed that since the AGM was being held through video conferencing, the facility for appointment of proxies by Members was not applicable and hence, the proxy register was not available for inspection.

The Chairperson stated that the Meeting had been convened to seek the approval of the Members for the business items as detailed in the Notice of the AGM dated June 24, 2024. The Chairman advised the Company

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450 T +91 22 61660000
Registered Office: F +91 22 67132410
27BKC, Plot No. C 27, G Block, www.kotak.com
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
India



Secretary to brief on each of the proposed resolutions. The Company Secretary briefed the Members on same.

Thereafter, the Chairman invited queries from the members, if any. Since there was no query, the Chairman proceeded further and put the following Resolutions for voting by show of hands:

Ordinary Businesses

Item No. 1: To consider and adopt the audited financial statements of the Company for the year ended 31st March 2024, together with the reports of the Directors and Auditors thereon

The Members were requested to propose and second the Resolution.

Mr. Prasad Lanke proposed and Ms. Shital Gharge seconded the Resolution as an Ordinary Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as an Ordinary Resolution.

Item No. 2: To re-appoint Mr. Paritosh Kashyap (DIN: 07656300), who retires by rotation and being eligible, has offered himself for re-appointment

The Members were requested to propose and second the Resolution.

Mr. Arun Mathew proposed and Mr. Prasad Lanke seconded the Resolution as an Ordinary Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as an Ordinary Resolution.

Item No. 3: To appoint M/s KDS & Co., Chartered Accountants (Firm Registration no. 117370w) as the Statutory Auditors of the Company and fix their remuneration

The Members were requested to propose and second the Resolution.

Mr. Prasad Lanke proposed and Mr. Vikas Tarekar seconded the Resolution as an Ordinary Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as an Ordinary Resolution.

At this junction since the below resolution was related to the Chairman the members were requested to elect some other Director as the Chairman for below particular agenda item. Accordingly, Mr. Baswa Ashok Rao was elected the Chairman.

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450 T +91 22 61660000
Registered Office: F +91 22 67132410
27BKC, Plot No. C 27, G Block, www.kotak.com
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
India



Mr. Baswa Ashok Rao proceeded further and put the following Resolutions for voting by show of hands:

Item No. 4: Approval for payment of fixed remuneration to the Independent Directors of the Company

The Members were requested to propose and second the Resolution.

Mr. Prasad Lanke proposed and Ms. Shital Garge seconded the Resolution as a Special Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as a Special Resolution.

At this juncture Mr. Maluste again chaired the Meeting.

Accordingly, since all items were transacted, the Company Secretary on behalf of the Chairman thanked all Members and Directors for participating in the Meeting and the Members were informed that the transcript of the meeting would be available for inspection at the website of the Company.

The Meeting concluded with a vote of thanks.

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450 T +91 22 61660000
Registered Office: F +91 22 67132410
27BKC, Plot No. C 27, G Block, www.kotak.com
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
India