



TRANSCRIPT OF THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KOTAK INFRASTRUCTURE DEBT FUND LIMITED HELD, AT SHORTER NOTICE, ON WEDNESDAY, JULY 5, 2023 AT 05:30 P.M. INDIAN STANDARD TIME ("IST") THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS

Commencement Time: 05:30 P.M. IST

Conclusion Time : 05:38 P.M. IST

The Members were informed that the 35th Annual General Meeting ("AGM") of Kotak Infrastructure Debt Fund Limited was convened, at a shorter notice, on Wednesday, July 5, 2023 at 05:30 p.m. IST through Video Conferencing, 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.

Ms. Sujata Guhathakurta – Non Executive Director proposed and Mr. Raghunandan Maluste – Independent Director, seconded the appointment of Mr. Paritosh Kashyap – Non Executive Director as the Chairman of the Meeting.

Mr. Paritosh Kashyap chaired the Meeting. The Chairman confirmed the presence of the required quorum for the Meeting and thereafter, proceeded with 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 from their office at Mumbai:

- Ms. Sujata Guhathakurta, Non-Executive Director
- Mr. Phani Shankar, Non-Executive Director

Mr. Raghunandan Maluste, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee was present at the Meeting through video conferencing from his residence in Mumbai.

Mr. Dipak Gupta, Director of the Company was unable to join the meeting due to prior commitments.

Further, Mr. Veenu Singla, Chief Executive Officer and Chief Financial Officer and Ms. Agam Sandha, Company Secretary of the Company were also present at the Meeting through video conferencing. 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.

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450

Registered Office :

27BKC, Plot No. C 27, G Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051

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The Directors, Members and other participants present at the Meeting confirmed that they could clearly see and communicate with all the participants.

The Members were informed that the Notice of the Annual General Meeting ("AGM") along Financial Statement for the financial year 2022-23, the Statutory Auditors Report, Secretarial Auditors Report and the Report of the Board of Directors had been sent to all the Members and Directors. The Auditor's report issued by the Statutory Auditors and the Secretarial Auditors had no qualifications, observations, adverse comments or remarks.

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, as 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 Chairman stated that the Meeting had been convened to seek the approval of the Members for the Ordinary and Special business items as detailed in the Notice of the AGM dated July 4, 2023. The Chairman invited queries from the members, if any. Since there were no queries, he proceeded further.

The Chairman had then put the following Resolutions for voting by show of hands:

Item No. 1: To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023, 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. Vijayalaxmi Khatri 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 confirm payment of interim dividend on 7.5% Redeemable, Non-Cumulative Preference Shares of the Company for the period April 1, 2022 to December 31, 2022

The Members were requested to propose and second the Resolution.

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Mr. Paritosh Kashyap proposed and Mr. Arun Mathew 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 a Director in place of Ms. Sujata Guhathakurta (DIN: 08099266), who retires by rotation and, being eligible, has offered herself for re-appointment.

The Members were requested to propose and second the Resolution.

Mr. Anantha Raman R proposed and Mr. KVS Manian 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. 4: Re-appointment of Mr. Raghunandan Dattatray Maluste (DIN: 01302477) as an Independent Director of the Company.

The Members were requested to propose and second the Resolution.

Mr. Paritosh Kashyap proposed and Mr. KVS Manian 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.

Item No. 5: Approval for payment of fixed remuneration to Mr. Raghunandan Maluste, Independent Director of the Company

The Members were requested to propose and second the Resolution.

Mr. Paritosh Kashyap proposed and Ms. Vijayalaxmi Khatri 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.

Item No. 6: Approval for issuance of rupee bonds upto an amount not exceeding Rupees Three Thousand Nine Hundred and Thirty Five crore only

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The Members were requested to propose and second the Resolution.

Mr. Paritosh Kashyap proposed and Mr. Prasad Lanke 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.

Item No. 7: Approval for creation of security interests by the Company over the undertaking or substantially the whole of the undertaking of the Company

The Members were requested to propose and second the Resolution.

Mr. Paritosh Kashyap proposed and Mr. Vikas Tarekar 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.

The Chairman announced that the Members have unanimously approved all items and none of the Members voted against any Resolutions.

Accordingly, since all items were transacted, 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.

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