

Kotak Infrastructure Debt Fund Limited

Code of Fair Disclosure of Unpublished Price Sensitive Information

Approval Authority	Board
Approved on	July 21, 2025
Owner of the Policy	Secretarial
Review Frequency	Once in two years
Previous Version	1.02

Definition of Unpublished Price Sensitive Information (UPSI)

“Unpublished price sensitive information means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall,ordinarily including but not restricted to, information relating to the following: –

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- v. changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.”

The Board of Directors of the Company had adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) (‘Code’) in line with the Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

Kotak Infrastructure Debt Fund Limited's policy is to maintain an active and open communication with the shareholders including its debenture holders and potential investors regarding the Company's historical performance and future prospects. The Company is committed to fair disclosure of information to its investors in compliance with all applicable laws. The Company believes that when information is equally available to all, there is no distinct advantage that insiders can capitalize on.

Prompt public disclosure of Unpublished Price Sensitive Information.

The Company would disclose the events and occurrences that would affect price discovery in the market no, sooner than credible and concrete information comes into being in order to make such information generally available. Following is the indicative list of events, which are material and/or price sensitive and would require disclosure:

Sr. No	Events & Occurrences which are material and/or price sensitive
1	Financial Results
2	Commencement, Acquisitions, Scheme of Arrangement (amalgamation/merger/demerger/restructuring) or sale/disposal of any division/business/subsidiary)
3	Dividends
4	Material effects arising out of change in the applicable regulatory framework
5	Revision in ratings
6	Change in capital structure
7	Change in general character or nature of business
8	Arrangements for strategic, technical, manufacturing, marketing or financial tie up
9	Material disruption of operations of the Company due to natural calamity, force majeure and events such as strikes, lockouts
10	Litigation/dispute/regulatory action with a material impact
11	Material fraud/defaults etc. by directors/employees/agents of the Company
12	Adoption of new line of business except lending
13	Miscellaneous events <ul style="list-style-type: none">• Change in directors/KMPs, Auditors• Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals
14	Any other event as approved by Chief Executive Officer (CEO) / Chief Financial Officer.

Uniform and universal dissemination of unpublished price sensitive information

The Company would disclose the events/release the information immediately to the Stock Exchange(s) first before releasing it to others.

In case where the unpublished price sensitive information which has not been given to the Stock Exchanges but has been released to a section of the market through its publication on a website or in social media, the Company should immediately give the information to the Stock Exchanges for release to the market.

Chief Financial Officer would deal with dissemination of information and disclosure of unpublished price sensitive information to the stock exchanges, shareholders and media. Information disclosure/dissemination needs to be approved in advance by the Chief Financial Officer. If information is accidentally disclosed without prior approval, the person responsible may inform the Chief Financial Officer immediately.

Appropriate and fair response to comments, speculation in media and market rumours.

The Company will make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. However, this should not compromise sharing of UPSI and the Company will ensure to comply with all its disclosure obligations.

Sharing of unpublished price sensitive information (UPSI) – Policy for determination of ‘Legitimate Purpose’

Definition of Legitimate Purpose

The term “legitimate purpose” shall include sharing of unpublished price sensitive information (UPSI) in the ordinary of business by an insider with the partners, collaborators, lenders, customers, suppliers, merchant Bankers, legal advisors, auditors, credit rating agencies, statutory/regulatory authorities, directors, vendors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of the Regulations.

Determination of Legitimate Purpose

The assessment of whether sharing of UPSI for a particular instance would tantamount to ‘legitimate purpose’ would depend on the specific facts and circumstances of such case.

In respect of the proposed transactions which are required to be specifically approved by the Board of Directors, the Board shall approve and permit communicating, providing, allowing access to UPSI where it is of the informed opinion that the sharing of such information is in the best interest of the Company and is for the legitimate purpose with respect to those proposed transactions.

Where the information is required to be shared in the ordinary course of business, the CFO in consultation with the CEO is authorized to evaluate the specific instances of sharing of UPSI under this Policy based on the following guiding principles:

- Whether sharing of UPSI is on need-to-know basis and not to evade or circumvent the prohibition of the Regulations;
- Whether the sharing of UPSI is in the best interest of the Company and mandatory for performance of duties or discharge of legal obligations;
- Whether sharing of UPSI is with intermediaries/fiduciaries/holding company or with subsidiary of holding company, for assisting/advising the Company in relation to a proposal/deal;
- Whether sharing of UPSI is with persons for legitimate business purposes;
- Whether sharing of UPSI is with persons with whom a Non-Disclosure Agreement / Confidentiality Agreement has been entered into for keeping the information confidential.

The CEO shall take care to ensure that he/she is reasonably satisfied that UPSI being shared is for a legitimate purpose in the ordinary course of business and not to evade or circumvent the prohibitions of the Regulations. The CEO may also consult the management while determining legitimate purpose. The Company Secretary or any other person as may be authorised by the Board, shall centrally maintain the data in this regard, in an electronic form.

Sharing of UPSI

Until such time the UPSI becomes generally available, it can be shared only on need-to-know basis and for legitimate purpose in relation to the subject matter of proposal, and for performance of duties or discharge of legal obligations.

Once the UPSI is shared, the Recipient of UPSI essentially becomes an “Insider” as per the Company’s Trading Code of Conduct and the Regulations.

The concerned official of the Company shall before sharing the UPSI ensure the following:

- Compliance of the process for protection of UPSI as laid down.
- Sharing of UPSI to be in line with the Company's Policy for determination of 'Legitimate Purpose'.
- Notice to be given to the recipient of UPSI to maintain confidentiality by way of execution of confidentiality/non-disclosure agreements.
- Recipient of UPSI to be sensitized or informed about the confidentiality of the matter in order to avoid any leakage.
- Recipient of UPSI to be given a copy of the Company's Trading Code of Conduct.
- Obligations under the Company's Trading Code of Conduct and the Regulations to continue till the information continues to be UPSI and to cease when it becomes generally available.
- Details of the Provider and Recipient of UPSI to be maintained by the Company digitally, including the Permanent Account Number (PAN) or any other identifier authorised by law where PAN is not available. The records shall be time stamped and having requisite trails.
- Utmost care would be taken to ensure that the information shared with analysts/research personnel/large investors like institutions is not unpublished price sensitive information.
- Presentations/Transcripts/records of proceedings of the meetings with analysts and other investor relations conferences would be made available on the Company's website.

Chinese Wall

- i. To prevent the misuse of confidential information (including UPSI), the Company shall adopt the mechanism of Chinese Wall procedures as relevant and in compliance with applicable laws, i.e., prevent persons not required to have access ("**Non-access Persons**") from gaining access to confidential information acquired or developed by the persons required to have access to such information ("**Inside Persons**").
- ii. Inside Persons should not disclose any UPSI or any confidential information to Non-access Persons or give such Non-access Persons access to any file or database containing any such information, except in accordance with the applicable procedures and PIT Regulations. In exceptional circumstances, Non-access Persons may be brought "over the wall" and given confidential information strictly on a "need to know" basis, with a prior intimation to the Compliance Officer and the relevant department head, providing reasons for such persons to be brought 'over the wall', along with relevant PAN data or such other identifier information as may be permissible. Provided however that, if such Non-access Persons who have "crossed the wall" are provided with UPSI, they shall be bound by confidentiality and other obligations under law, the provisions of this Code and shall not deal in securities of the Holding Company or the Company, as the case may be, during such time that the information is in the nature of UPSI.

Amendment to the Code

Subject to applicable law, the Board may, in its absolute discretion from time to time amend or alter the Code or any terms and conditions thereof.