



KOTAK INFRASTRUCTURE DEBT FUND LIMITED

Regd. Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

NOTICE is hereby given that 1st Extraordinary General Meeting for the FY 2023-24 of the members of Kotak Infrastructure Debt Fund Limited will be held on Tuesday, 17th October, 2023 at 01:15 p.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 to transact the following business:

Special Business

1. 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 Section 149, 152 read with Schedule IV of the Companies Act, 2013 or any amendment thereto or modification thereof and and pursuant to clause (b) of sub-regulation (1) of Regulation 16 of the board of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjeev Ramesh Shah (DIN: 02780274), who was appointed as an Additional Director (Independent) with effect from October 17, 2023 and whose appointment has been recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a term of 5 years with effect from 17th October 2023 upto 16th October 2028 and that he shall not be liable to retire by rotation."

For and on behalf of the Board of Directors

AGAM SANDHA

COMPANY SECRETARY

MEMBERSHIP NO. A40580

Registered Office:
27BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 021.
CIN U65910MH1988PLC048450

Place: Mumbai
Dated: October 17, 2023

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450

Registered Office :

27BKC, Plot No. C 27, G Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051
India.

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www.kotak.com



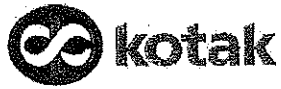
NOTES:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in relation to the Special Business of the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. Instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
4. Members / proxies should bring their Attendance slip duly filled in for attending the meeting.
5. Corporate members are requested to send to the Registered Office of the Bank a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting
6. A Body Corporate / Corporation being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013.
7. Members are requested to register/ update their e-mail IDs with the Company, so that the notice and related documents can be served to Members on their e-mail IDs.

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EXPLANATORY STATEMENT

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to Item No. 1 of the accompanying Notice dated October 17, 2023.

Item No. 1

Mr. Sanjeev Ramesh Shah was appointed as an Additional Director (Independent) on October 17, 2023 by the Board of Directors of the Company and he holds office up to the date of the next Annual General Meeting/ Extra-Ordinary General Meeting of the Company.

In view of the provisions of Section 149(10) of the Companies Act, 2013, appointment of Mr. Sanjeev Ramesh Shah as an Independent Director is being taken now for a term of 5 years from the date of his appointment i.e. October 17, 2023. The Nomination & Remuneration of the Company has recommended his appointment as an Independent Director of the Company.

Mr. Sanjeev Ramesh Shah, aged 55 years, holds a Post Graduate Diploma in Management from Institute of Management Development and Research.

Mr. Shah is a Senior Business, Strategy & Finance professional with over 31 years' experience in leading organisations such as Kotak Mahindra Group & Times of India Group. 15 years in very senior positions. Currently, associated with a leading Global University & a leading International School chain. He is leading these 2 institutions for starting their India business as Chairman of their respective Boards.

Mr. Sanjeev Ramesh Shah does not hold any shares of the Company. He is also a Director of the following companies:

- Geraniumplus Investments Private Limited
- Jacaranda Investments and Finance Private Limited
- C-Doc Med Ed Tech Private Limited
- Credence Trusteeship Company Private limited
- Navneet Futuretech Limited
- Times of India Relief Fund
- Genext Students Private Limited

The Company has received declaration from the Director that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Sanjeev Ramesh Shah fulfills the conditions specified under the Companies Act, 2013 for appointment as Independent Director.

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The Directors recommend the Resolution at Item No. 1 of the accompanying notice for approval of the members of the Company. Accordingly, in terms of Sections 150(2) & 152 of the Companies Act, 2013, approval of the Members is sought for the above by means of an Ordinary Resolution.

Except Mr. Sanjeev Ramesh Shah and his relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

For and on behalf of the Board of Directors

Registered Office:
27BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 021.
CIN U65910MH1988PLC048450
Place: Mumbai
Dated: October 17, 2023


AGAM SANDHA
COMPANY SECRETARY
MEMBERSHIP NO. A40580

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Kotak Infrastructure Debt Fund Limited

(CIN: U65910MH1988PLC048450)

Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

Tel No.: (022) 61660558, Fax No.: (022) 67132403, Website: <https://kidfl.kotak.com/>

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the members(s):
Registered address:
Email Id:
Folio No./Client Id: DP ID:

I/We, being the members (s) holdingEquity Shares of Kotak Infrastructure Debt Fund Limited, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, October 17, 2023 at 01:15 p.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Particulars
Special Business	
1.	Appointment of Mr. Sanjeev Ramesh Shah (DIN: 02780274), as an Independent Director of the Company hold office up to 16 th October 2028.

Signed this..... day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Extraordinary General Meeting

Attendance Slip

DPID	Client ID	Folio No.	No. of Shares

Name of the Shareholder _____

Address _____

Name of Proxy _____

I hereby record my presence at the Extraordinary General Meeting of the Company held on Tuesday, 17th October, 2023 at 01:15 p.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

Signature of the
Shareholder/Proxy

Kotak Infrastructure Debt Fund Ltd.

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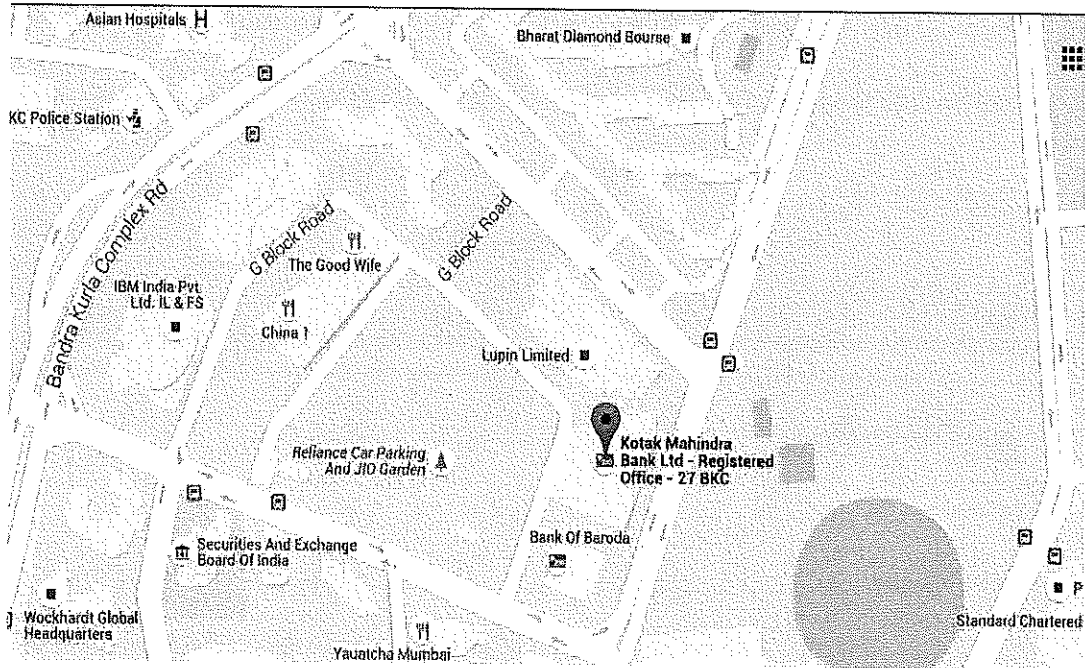
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ROUTE MAP



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