

KOTAK INFRASTRUCTURE DEBT FUND LIMITED

INTERNAL GUIDELINES ON CORPORATE GOVERNANCE

Approval authority	Board
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COMPANY PHILOSOPHY AND CORPORATE GOVERNANCE:

Kotak Infrastructure Debt Fund Limited (the Company) is a Kotak group company and as such draws its philosophy from its parent, which is a Bank and whose shares are listed on the stock exchange. 'Kotak Group' is a financial conglomerate of immense repute and of high regard.

Corporate Governance is about maximizing shareholders' value on a sustainable basis and ensuring fairness to all other stakeholder of the Company.

Corporate Governance for the Company is the 'way of the life' in the Company as is across 'Kotak Group' and there exists evidence enough through the policies, and procedures laid down by the Company, about its commitment to the same.

The Company ensures good governance through the implementation of effective policies and procedures, which is mandated and regularly reviewed by the Board or the committees of the members of the Board.

COMPANY AND THE OPERATIONS:

➤ Company:

The Company is an Infrastructure Debt Fund – Non Banking Finance Company (IDF-NBFC) and is registered with Reserve Bank of India.

➤ Operations:

The Company is under the able direction of the Board of directors and through the procedures and policies mandated by the Board from time to time. The company also has a sound management team heading the various functions within the company.

The policies and procedures for functioning and operations made are adopted after being thoroughly reviewed and approved by the respective approving authority.

The Company is professionally managed through the Board of Directors and through the committees of Board of Directors.

The charter of the Board and the committees shall be as defined in guidelines of RBI, SEBI, Companies Act, 2013 and other applicable legislation.

The details of composition, quorum, charter of Board and Committees is as below.

Members of the Board:

The members of the **Board** consists of the following Directors

Name of Directors	Category
Mr. Raghunandan Maluste	Chairman & Non-Executive Director- Independent Director
Mr. Dipak Gupta	Non-Executive Director
Mr. Paritosh Kashyap	Non-Executive Director
Ms. Sujata Guhathakurta	Non-Executive Director
Mr. Sanjeev Shah	Non-Executive Director- Independent Director
Mr. Baswa Ashok Rao	Non-Executive Director- Independent Director

with any three being the quorum. However 1(one) independent director must be present. All directors have eminent, rich and varied professional background and immense expertise.

Periodicity of meetings:

The members of the Board will meet atleast once in a quarter during a calendar year subject to statutory requirements.

Introduction to the committees of the Company and their terms of reference:

The Company is professionally managed through the Board of Directors and through the committees of Board of Directors.

Further Role of the Board of Directors pursuant to Reserve Bank of India's circular dated November 7, 2023 include below as well;

- a) The strategies and policies related to IT, Information Assets, Business Continuity, Information Security, and Cyber Security (including Incident Response and Recovery Management / Cyber Crisis Management) shall be approved by the Board of Directors.
- b) Such strategies and policies shall be reviewed at least annually by the Board.

Audit Committee

Composition:

The **Audit** Committee consists of

Name of Member	Designation
Mr. Raghunandan Maluste	Chairperson
Ms. Sujata Guhathakurta	Member
Mr. Sanjeev Shah	Member

with any two being the quorum. However, at least 2(two) independent directors must be present.

Periodicity of meetings:

The members of the Audit Committee will meet minimum 4 times in a year, and more than 120 days should not have elapsed between two meetings.

Audit Committee Charter:

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Recommend appointment, remuneration and terms of appointment of auditors of the company;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;
- Omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Approve, review and monitor the Risk Based Internal Audit Plan each year;

- Review inspection conducted by the Regulators and approve action plans for corrective actions;
- Review of accounting policy, financial operating systems and audit reports;
- Monitoring the end use of funds raised through public offers and related matters;
- Investigate into any of the above matter or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
- Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
- Review of compliance with regulatory guidelines;
- Review of pending litigations, if any;
- Review compliance of the SEBI (PIT) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are operating effectively;
- To carry out such other functions and do all such acts as may be required from time to time under the applicable laws.

Nomination & Remuneration Committee

Composition:

The **Nomination & Remuneration Committee** comprising of

Name of Member	Designation
Mr. Sanjeev Shah	Chairperson
Mr. Raghunandan Maluste	Member
Ms. Sujata Guhathakurta	Member

with any two being the quorum. However, at least 1(one) independent directors must be present.

Periodicity of meetings:

The members of the Nomination & Remuneration Committee will meet atleast once in a financial year.

Nomination & Remuneration Committee Charter:

Nomination & Remuneration Committee shall:

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board their appointment and removal.
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees;
3. Specify the manner for effective evaluation of performance of board, its committees and individual directors to be carried out either by the board, by the nomination and remuneration committee or by an independent external agency and review its implementation and compliance.
4. While formulating the policy ensure that;

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - c) Diversity of board of directors; and
 - d) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
5. To carry out such other functions and do all such acts as may be required from time to time under the applicable laws.

Risk Management Committee (RMC)

Composition:

The **Risk Management Committee (RMC)** consists of

Name of Member	Designation
Mr. Dipak Gupta	Chairperson
Ms. Sujata Guhathakurta	Member
Mr. Raghunandan Maluste	Member
Mr. Sanjeev Shah	Member

Quorum: Two members forming the quorum

Periodicity of meetings:

The members of the Risk Management Committee (Board) will meet atleast twice in a year.

Risk Management Committee Charter:

Risk Management Committee (RMC) (Board) exercises supervisory power in connection with the risk management of the company, monitoring of the exposures, reviewing adequacy of risk management process, reviewing internal control systems, ensuring compliance with the statutory/regulatory framework of the risk management process.

Asset Liability Committee (ALCO):

Composition: The ALCO consists of the following members

Name of Member	Designation
Mr. Arpit Kothari	Chairperson
Mr. Paritosh Kashyap	Member
Ms. Sujata Guhathakurta	Member

Quorum: Any two members out of which one should be a Director.

Periodicity of meetings:

The members of the **ALCO Committee** will meet as and when needed depending upon the necessity/ urgency.

ALCO Charter:

ALCO is responsible for ensuring adherence to the limits set by the Board as well as for deciding the business strategy of the NBFC (on the assets and liabilities sides) in line with the NBFC's budget and decided risk management objectives.

Credit Committee:

Composition:

The Credit committee consists of:

Name of Member	Designation
Ms. Sujata Guhathakurta	Chairperson
Mr. Arpit Kothari	Member
Mr. Amruteswar Mahapatra	Member

Quorum: One board member and any one other member

Periodicity of meetings:

The members of the **Credit Committee** will meet as and when required.

Credit Committee Charter:

- The **Credit** committee critically analyses the financials of the various loan proposals and approves or recommends for further approval.
- As per the Credit policy approved by the Board of Directors.

Corporate Social Responsibility Committee

Composition:

Name of Member	Designation
Mr. Raghunandan Maluste	Chairperson
Ms. Sujata Guhathakurta	Member
Mr. Paritosh Kashyap	Member

With **any 2 (two)** forming the quorum

Periodicity of meetings:

The members of the **Corporate Social Responsibility Committee** will meet as and when needed depending upon the necessity/ urgency.

Corporate Social Responsibility Committee Charter:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Companies Act 2013;
- Recommend the amount of expenditure to be incurred on the activities referred as above;
- Monitor CSR Policy of the Company;
- To carry out such other functions and do all such acts as may be required from time to time under the applicable laws.

Stakeholder Relationship Committee

Composition:

Name of Member	Designation
Mr. Raghunandan Maluste	Chairperson
Ms. Sujata Guhathakurta	Member
Mr. Paritosh Kashyap	Member

With **any 2 (two)** forming the quorum

Periodicity of meetings:

The members of the **Stakeholder Relationship Committee** shall meet at least once in a financial year and as and when required.

Stakeholder Relationship Committee Charter:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Expense Committee

Composition:

Name of Member	Designation
Mr. Paritosh Kashyap	Chairperson
Ms. Sujata Guhathakurta	Member
Mr. Arpit Kothari	Member

With **any 2 (two)** forming the quorum

Periodicity of meetings:

The members of the Expense Committee will meet as and when needed depending upon the necessity/ urgency.

Expense Committee Charter:

- The members of the **Expense Committee** will meet or may discuss and approve agenda item on circulation over mail as and when required.
- The Expense committee reviews and approves the expenses as per the grid mentioned in Approval Authorities policy.

Whistle Blower Committee

Composition:

Name of Member	Designation
Mr. Raghunandan Maluste	Chairperson
Mr. Dipak Gupta	Member
Ms. Sujata Guhathakurta	Member

Quorum: Chairman and one other member

Periodicity of meetings:

The members of the Whistle Blower Committee will meet as and when required.

Whistle Blower Committee Charter:

The **Whistle Blower committee** shall assist the Audit Committee in discharging their duties with regards to the list that has been enumerated in Whistle Blower Policy.

Grievances Committee:

Composition:

Name of Member	Designation
Ms. Sujata Guhathakurta	Chairperson
Mr. Arpit Kothari	Member
Mr. Shiba Behera	Member

Quorum: One board member and one other member

Periodicity of meetings:

The members of the Grievances Committee will meet atleast once in a quarter during a financial year.

Grievances Committee Charter:

The **Grievances** committee review the customer grievances received, if any and the actions taken report for the period. Recommending action for grievances pending, if any. Forwarding to the board, observations / recommendations if any. Any other work assigned by the board

IT Strategy Committee:

Composition:

Name of Member	Designation
Mr. Baswa Ashok Rao	Chairperson
Mr. Raghunandan Maluste	Member
Ms. Sujata Guhathakurta	Member

Quorum: Any two members

Periodicity of Meeting:

The members of the **IT Strategy Committee** will meet at least once in each quarter and as and when required.

IT Strategy Committee Charter:

- Ensure that the Company has put an effective IT strategic planning process in place;
- Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the Company towards accomplishment of its business objectives;
- Satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation;
- Ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks;
- Ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives; and
- Review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.
- Approving IT strategy and policy documents
- Such other matter as maybe required under the statutory provisions, from time to time.

IT Steering Committee:

Composition:

Name of Member	Designation
Mr. Arpit Kothari	Chairperson
Mr. Shiba Behera	Member
Ms. Mansi Morajkar	Member
Mr. Amruteswar Mahapatra	Member

Quorum: Any two members

Periodicity of Meeting:

The members of the **IT Steering Committee** will meet at least once in each quarter during a financial year and as and when required.

IT Steering Committee Charter:

- a) The **IT Steering Committee** of the Company shall, *inter alia*, ensure:
- (i) Execution of the IT Strategy approved by the Board;
 - (ii) IT/ IS and their support infrastructure are functioning effectively and efficiently;
 - (iii) Necessary IT risk management processes are in place and create a culture of IT risk awareness and cyber hygiene practices in the Company;

- (iv) Cyber security posture of the RE is robust; and
- (v) Overall, IT contributes to productivity, effectiveness and efficiency in business operations.
- b) Company s shall establish an IT Steering Committee with representation at Senior Management level from IT and business functions.
- c) The responsibilities of IT Steering Committee, inter alia, shall be to:
 - (i) Assist the ITSC in strategic IT planning, oversight of IT performance, and aligning IT activities with business needs;
 - (ii) Oversee the processes put in place for business continuity and disaster recovery;
 - (iii) Ensure implementation of a robust IT architecture meeting statutory and regulatory compliance; and
 - (iv) Update ITSC and CEO periodically on the activities of IT Steering Committee.

Special Committee of the Board for Monitoring and Follow-up of cases of Frauds (SCBMF)

Composition:

Name of Member	Designation
Mr. Raghunandan Maluste	Chairperson
Mr. Sanjeev Shah	Member
Ms. Sujata Guhathakurta	Member
Mr. Arpit Kothari	Member

Quorum: Any two members

Periodicity of Meeting:

The members of the **SCBMF Committee** will meet at least once in each year and within 15 days as and when Fraud is reported.

SCBMF Committee Charter:

- Oversee the effectiveness of the fraud risk management; and
- Review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimizing the incidence of frauds.

Wilful Defaulter Identification Committee

Name of Member	Designation
Mr. Amruteswar Mahapatra	Chairperson
Ms. Mansi Morajkar	Member
Mr. Shreyans Jain	Member

Quorum: Any three members

Periodicity of Meeting:

The members of the **Wilful Defaulter Identification Committee** will meet at least once in financial year and as and when required.

Willful Defaulter Identification Committee Charter:

- Identify and review the borrowers for classification as willful defaulters in line with RBI guidelines.
- Review existing cases of willful defaulter for any updates.

Willful Defaulter Review Committee

Name of Member	Designation
Mr. Arpit Kothari	Chairperson
Mr. Raghunandan Maluste	Member
Ms. Sujata Guhathakurta	Member

Quorum: Any two members

Periodicity of Meeting:

The members of the **Willful Defaulter Review Committee** will meet as and when required.

Willful Defaulter Review Committee Charter

Review the borrower identified as willful defaulter by Willful Defaulter Identification Committee and passing reasoned order for classification or otherwise.

Fair Practices Code:

Pursuant to the guidelines on Fair Practices Code issued by Reserve Bank of India, the Company has adopted a policy on Fair Practices Code which is placed on the website of the Company and also a regular review on the implementation of the same is conducted by committee members.

Code of conduct:

The Company has adopted a code of conduct for employees of the Company and due care is taken that the employees adhere to it.

Employee Share Dealing Code

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The designated employees of the Company are required to ensure adherence to the 'Share Dealing Code'.

Disclosures and transparency's

The Board of the Company reviews, records and adopts the minutes of the committee meetings.

The Management Discussion & Analysis Report of the Company is duly included in the Directors' Report covering necessary matters of concern as a part published by the Company

and the Segment – wise reporting as per Accounting Standard 17 (AS 17) is duly included in the Annual Report of the Company.

With compliance of the requirements of the 'Listing Agreement for Privately Placed Debentures', which are listed on the 'Bombay Stock Exchange Limited, Mumbai' the Company ensures transparent good governance.

The Company has in keeping with proper responsibility and authority matrix inculcated in the structure of certification to ensure compliance from diversified and various locations.