

NOTICE is hereby given that Thirty-Seventh Annual General Meeting (“AGM”) of the members of Kotak Infrastructure Debt Fund Limited (“Company”) is scheduled to be held on Monday, July 21, 2025 at 2:00 p.m. IST through video conferencing or other Audio-Visual Means to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO.1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss of the Company for the year ended on that day, audited financial statements, together with the Reports of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

ITEM NO.2:

TO RE-APPOINT MR. DIPAK GUPTA (DIN: 00004771) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-APPOINTMENT

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Dipak Gupta (DIN: 00004771), Director, who retires by rotation at this Meeting and being eligible for re-election by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

ITEM NO.3:

TO CONSIDER & APPROVE FOR PAYMENT OF FIXED REMUNERATION TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY

To consider, and if thought fit, to pass, the following resolution as a Special Resolution for approval of Commission payable to Independent Directors of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the rules made thereunder, as amended from time to time, read with Schedule V to the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, and such other approvals as may be required, consent of the Members be and is hereby accorded, for payment of fixed remuneration pursuant to compensation policy for non-executive directors of ₹ 5 Lakhs for the financial year 2024-25, and on a pro-rata basis, if any, within the regulatory permissible limits to each eligible Non-Executive Directors, in addition to sitting fees, for participation in the Board and Committee meetings payable for every Company meeting attended by the Non-Executive Directors.

RESOLVED FURTHER THAT approval be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps may be required in this connection including seeking all approvals as may be required to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO.4:

TO CONSIDER AND APPROVE OFFER AND ISSUANCE OF RUPEE BONDS OF AN AGGREGATE AMOUNT OF UPTO RS. 3,140,00,00,000/- (RUPEES THREE THOUSAND ONE HUNDRED AND FORTY CRORES ONLY)

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT**, in supersession of any previous resolutions to this effect and pursuant to the provisions of Sections 42, 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and other applicable rules and regulations including any statutory modifications or re-enactment thereof for the time being in force and subject to applicable regulations, rules and guidelines prescribed by the Securities and Exchange Board of India and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee or authorized signatories, which the Board may constitute/approve), for:

- (a) continuing to make offer(s) or invitation(s) to subscribe and to issue and allot listed/unlisted, secured, redeemable, rupee bonds which are non-convertible in nature on a private placement basis, in dematerialised form, for cash at par / at discount / at premium, in 1 (one) or more tranches /series, under applicable law pursuant to and upon the terms and conditions set out under the debenture trust cum mortgage deed dated December 13, 2018 and deed of hypothecation dated December 13, 2018 executed by *inter alia* the Company (“**Existing DTD 1**”) (the Existing DTD 1 and the transaction documents executed by the Company in relation to the rupee bonds issued under the Existing DTD 1 shall be referred to as the “**Existing Transaction Documents 1**”) and the aggregate amounts raised by the Company under such issuance of such rupee bonds shall not at any time exceed Rs. 115,00,00,000/- (Rupees One Hundred and Fifteen Crores only) (the “**Existing Available Limit 1**”) (which Existing Available Limit is the unutilized amount available under the overall limit of Rs. 1,000,00,00,000/- (Rupees One Thousand Crores only) set out under the Existing DTD) (collectively the “**Bonds I**”); and
- (b) continue to offer and issue listed and/or unlisted secured, redeemable, rupee bonds which are non-convertible in nature on a private placement basis, in dematerialised form, for cash at par / at premium / at discount, in 1 (one) or more tranches /series under applicable law pursuant to and upon the terms and conditions set out under the bond trust deed dated January 16, 2024 executed by *inter alia* the Company (“**Existing BTD 1**”) and the deed of hypothecation dated January 16, 2024 executed by *inter alia* the Company (“**Existing DOH 2**”) (the Existing DTD 2, the Existing DOH 2 and the transaction documents executed by the Company in relation to the rupee bonds issued shall be referred to as the “**Existing Transaction Documents 2**”) and the aggregate amounts raised by the Company under such issuance of rupee bonds shall not at any time exceed Rs.3,025,00,00,000/- (Rupees Three Thousand and Twenty Five Crores only) (the “**Existing Available Limit 2**”) (which Existing Available Limit 2 is the unutilised amount available under the overall limit of Rs.3,500,00,00,000/- (Rupees Three Thousand Five Hundred Crores only) set out under the

Existing LTD 2) (collectively the “**Bonds II**”) (Bonds I and Bonds II shall collectively be referred to as the “**Bonds**”),

and the consent of the shareholders of the Company be and is hereby accorded to the Board for making the offer(s) or invitation(s) to subscribe to such Bonds for a period of 1 (one) year from the date hereof, with such issue size, coupon/interest rate, pricing, tenor from time to time in one or more tranches/series under applicable law subject to the following:

- (a) Maximum tenure: tenor of each series / tranche of the Bonds not to exceed 120 (One Hundred and Twenty) months from the date of allotment of the relevant series / tranche of the Bonds or such other tenor as may be prescribed under applicable laws;
- (b) Minimum tenure: tenor of each series / tranche of the Bonds to be a minimum of 60 (Sixty) months from the date of allotment of the relevant series / tranche of Bonds or such other minimum tenor as may be prescribed by statute or regulatory authorities;
- (c) Rate of interest / coupon rate payable on the issue of Bonds not to exceed 11% (Eleven Percent) per annum
- (d) Issue Size: upto the Overall Limit (as defined hereinafter) in aggregate, including by way of issuance in multiple tranches/ series;
- (e) Nature of Instrument: the appropriate description of the Bonds to be issued would be as set out in the Shelf Placement Memorandum(s)/General Information Document(s) read with the relevant Tranche Placement Memorandum/Key Information Document (s) and/ or Private Placement Offer cum Application Letter issued for each tranche/series thereunder (the “**Disclosure Documents**”);
- (f) Object of issue of the Bonds: augmenting the resources of the Company for its financing/refinancing/lending activities, working capital, debt repayments and general corporate purposes or such other purposes as may be identified in the transaction documents executed in relation to the Bonds;
- (g) The face value of each series / tranche of Bonds shall be as may be prescribed under the Disclosure Documents for such series / tranche of Bonds and shall be subject to any face value prescribed under applicable law;

and such other terms and conditions as shall be set out in the Disclosure Documents issued by the Company for each tranche/series of Bonds.”

“**RESOLVED FURTHER THAT** the aggregate amounts to be raised through the issuance of Bonds pursuant to the authority under this resolution shall not at any time exceed the overall limit Rs. 3,140,00,00,000/- (Rupees Three Thousand One Hundred and Forty Crores only) (being an aggregate of the Existing Available Limit 1 and the Existing Available Limit 2) (the “**Overall Limit**”) such Overall Limit being within the borrowing limits as approved/may be approved by the shareholders under section 180 (1) (c) and section 180 (1) (a) of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** consent of the shareholders is hereby accorded to the Company to, in addition to the security created and existing as on date under the Existing Transaction Documents 1 and Existing Transaction Documents 2 , create security/further/additional security (if required) in respect of the Bonds I and Bonds II in favour of the bond trustee appointed in respect of the Bonds, I and Bonds II to act on behalf of and for the benefit of the holder(s) of Bonds I and Bonds II (the “**Bond Trustee I and Bond Trustee II**”) by way of:

Kotak Infrastructure Debt Fund Ltd.

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27BKC, Plot No. C 27, G Block, www.kotak.com
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
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- (a) first ranking *pari passu* mortgage over certain identified immovable properties of the Company;
- (b) by any other form of security/charge arrangement by whatever named called including negative lien and in such form and manner and with such ranking and at such time and on such terms as may be determined over all right, title and interest of the Company over immovable properties of the Company and security /further/additional security (if required) by way of charge/hypothecation or by any other form of security/charge arrangement.by whatever named called including negative lien and in such form and manner and with such ranking and at such time and on such terms as may be determined over all rights, title, interest, benefits, claims and demands of the Company over all or any of the moveable properties/receivables arising out of loan, lease, hire purchase transactions, all other book debts and such other current assets as may be identified by the Company from time to time, investments, both present and future whether such monies receivable are retained in any of the accounts of the Company or otherwise, currents assets of the company in favour of the Bond Trustee for the benefit of the holder(s) of the Bonds,

for securing the amounts to be raised pursuant to the issue of the Bonds together with all coupon / interest and other charges payable in relation to the Bonds thereon by the Company subject to the limit set under the shareholders' special resolution under Section 180 (1) (a), Sections 180(1)(c) and any other applicable provisions if any of the Companies Act, 2013, as may be amended or modified or rescinded from time to time (hereinafter collectively referred to as the "Security")."

"RESOLVED FURTHER THAT for the purpose of giving effect to all of the aforesaid special resolutions, the Board or any committee thereof be and is hereby authorised to further authorise any person(s), on behalf of the Company, to finalise terms, tenor and amount, coupon rate, interest rate, invite subscription, allot Bonds, settle, sign, deliver, affix the common seal of the Company, wherever necessary or required, in accordance with law and the Articles of Association of the Company and execute such documents/deeds/writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid special resolutions."

ITEM NO.5:

TO CONSIDER AND APPROVE CREATION OF SECURITY INTERESTS BY THE COMPANY OVER THE UNDERTAKING OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013.

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of section 180(1)(a) of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof and pursuant to the Articles of Association of the Company and in supersession of the resolution passed by the shareholders of the Company in this regards, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which terms shall be deemed to include any committee duly constituted by the Board or any committee or authorized signatories , which the Board may constitute/approve) to pledge, hypothecate, mortgage and/or create charge over all or any immovable and movable properties/receivables, arising out of loan, lease, hire-purchase transactions, book debts, current assets, investments of the Company wheresoever situated, both present and future, and/or the whole or substantially the whole of the undertaking or undertakings of the Company of every nature and kind whatsoever for the purpose of securing: (i) any outstanding amounts under any loan availed or obtained

from any banks, companies, bodies corporate and such other Financial Institutions as may be participating in the proposed loans, mutual funds, venture capital funds or other lending institutions, firms, trusts, or person(s), etc.; and/or (ii) any outstanding amounts under any debt securities whether convertible or non-convertible (including rupee bonds which are non-convertible in nature) which may be / have been issued and or allotted from time to time to any of the aforesaid or to the shareholders or to any other person(s) together with interest, cost, charges, expenses and any other money payable by the Company under such outstanding amounts, in that respect, in such manner and upon such terms and conditions as the Board, may, in their sole discretion deem fit, provided that the maximum limit of the outstanding amounts secured by such security interest created by the Company does not exceed the limit set out under the resolution passed by the shareholders of the Company from time to time under Section 180(1)(c) of the Companies Act, 2013 and 180 (1) (a) and any other applicable provisions if any of the Companies Act, 2013, as may be amended or modified or rescinded from time to time”.

“RESOLVED FURTHER THAT the Board is be and hereby authorised to do all such acts, deeds, matters and things and to finalise, settle and execute all such agreements, documents, deeds, writings, papers, instruments, applications etc. as may be required and to do all such acts and things as may be necessary and expedient including executing and signing the necessary documents with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the directors and/or officers of the Company and/or such other person(s) as the Board may authorize, to give effect to this resolution.”

**By order of the Board of Directors
For Kotak Infrastructure Debt Fund Limited**

**Sd/-
Subhadra Mallinath Atanur
Company Secretary & Compliance Officer
A52470**

Date: June 18, 2025

Registered Office:
27BKC, C 27, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
CIN: U65910MH1988PLC048450

NOTES

1. Pursuant to General Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020, and subsequent circulars issued in this regard, the latest being circular dated September 25, 2023 (collectively referred to as 'MCA Circulars'), the Company is convening the 37th Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard latest being September 19, 2024 (collectively referred to as 'SEBI Circulars') has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 37th AGM of the Company is being held through VC / OAVM on Monday, July 21, 2025 at 2:00 p.m. (IST). The deemed venue for the 37th AGM will be the Company's registered office at Company.

2. **The Members are requested to follow the below mentioned instructions:**

I. Participation

- a) Pursuant to the aforementioned general circulars, the physical presence of the Members has been dispensed with and therefore the appointment of Proxy(ies) is not permitted. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting. The Corporate Shareholders proposing to participate at the meeting through their representative, may forward, the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to Subhadra.atanur@kotak.com / arpit.kothari@kotak.com before the commencement of the meeting.
- b) The Meeting shall be held by way of VC through Microsoft Teams application.
 - Login to Teams application : [KIDF - 37th AGM Meeting](#)
 - Meeting ID: 422 859 547 7239
 - Passcode: HL7Wm7ax
- c) For ease of participation of the Members, during the meeting, members may raise questions by raising hand during the meeting. The Members may also, before the meeting, submit the questions through e-mail to Subhadra.atanur@kotak.com / arpit.kothari@kotak.com.
- d) On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using above Dial-in details prior to the start of the meeting.
- e) In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may call the Helpline No. 9167883006 / 9833144870.
- f) In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.

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India

II. Voting

- a) In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- b) On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: subhadra.atanur@kotak.com / arpit.kothari@kotak.com stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using the Symbol 'V'

Item no. of the Agenda	Assent	Assent
Ordinary / Special Business		
	v	

Example 2: Using the no. of Shares held

Item no. of the Agenda	Assent	Assent
Ordinary / Special Business		
	10	

III. Other Instructions:

- a) Members are requested to address all their communications through their registered e-mail id only.
 - b) The recorded transcript of the meeting shall be available on the website: <https://kidfl.kotak.com/agm-notice.html> post conclusion of the meeting by July 22, 2025.
 - c) The notice shall also available on the website of the Company at <https://kidfl.kotak.com/agm-notice.html>
 - d) In case of any doubts or clarifications, the members are requested to contact Ms. Subhadra Mallinath Atanur, Company Secretary and Compliance Officer / Mr. Arpit Kothari - Chief Executive Officer through email: subhadra.atanur@kotak.com / arpit.kothari@kotak.com.
 - e) The documents related to matters set out in the notice can be requested via email by writing to Ms. Subhadra Mallinath Atanur, Company Secretary and Compliance Officer / Mr. Arpit Kothari - Chief Executive Officer through email: subhadra.atanur@kotak.com / arpit.kothari@kotak.com on all working days up to and including the date of the meeting.
3. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the items of special business to be transacted at the AGM is annexed hereto and forms part of this Notice.
 4. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
 5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

The following Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, sets out all the material facts relating to the business mentioned under Item Nos. 2, 3, 4, & 5 of the accompanying Notice dated 18th June, 2025.

ITEM NO. 2

Though not mandatory, this statement is provided for reference.

Pursuant to Section 152 of the Companies Act, 2013 and as per the terms of his appointment, Mr. Dipak Gupta comes up for retirement by rotation at the Thirty-Seventh Annual General Meeting. Being eligible, Mr. Gupta has offered himself for re-appointment, to hold office as a Director.

Mr. Gupta and his relatives may be deemed to be concerned or interested in the resolution relating to his re-appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof, has concern or interest, financially or otherwise, in the passing of the proposed resolution at Item no.2.

The Board recommends the Ordinary Resolution with respect to appointment of Mr. Dipak Gupta, as set out in item no. 2 to this Notice, for approval of the Members.

ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on April 20, 2023 had approved the payment of Fixed Remuneration to the Independent Director(s) of the Company.

Pursuant to the applicable provisions of the Companies Act, 2013, the Board of Directors of the Company has adopted Compensation Policy for Independent Directors' in order to appropriately compensate them for bringing in professionalism to the Company's Board. There is no change in the amount of fixed remuneration to be paid to the eligible Independent Directors of the Company as compared to the last financial year.

Approval of the Members is sought by means of Special Resolution, for payment of fixed remuneration to the each eligible Non- Executive Directors of the Company, by way of fixed remuneration, a sum of Rs. 5 lakh for the financial year 2024-25 and on pro-rata basis, within the regulatory permissible limits.

Mr. Raghunandan Maluste, Mr. Sanjeev Shah and Mr. Baswa Ashok Rao and their relatives may be deemed to be concerned or interested in the resolution relating to payment of fixed remuneration to the independent directors of the company.

None of the other Directors, Key Managerial Personnel and relatives thereof, has concern or interest, financially or otherwise, in the passing of the proposed resolution at Item no.3.

The Board recommends the Special Resolution with respect to payment of fixed remuneration to Non-Executive Directors, as set out in item no. 3 to this Notice, for approval of the Members.

ITEM NO. 4

The Board of Directors of the Company (the “**Board**”) has reiterated its approval at its meeting dated May 28, 2024, to continue to issue rupee bonds up to Rs.115,00,00,000/- (Rupees One Hundred and Fifteen Crores only) under the existing debenture trust cum mortgage deed dated December 13, 2018 executed by *inter alia* the Company (“**Existing DTD 1**”) and the deed of hypothecation dated December 13, 2018 executed by *inter alia* the Company (“**Existing DOH 1**”) (the Existing DTD 1, the Existing DOH 1 and the transaction documents executed by the Company in relation to the rupee bonds issued under the Existing DTD 1 shall be referred to as the “**Existing Transaction Documents 1**”) and out of which limit set out under the Existing DTD 1, Rs.115,00,00,000/- (Rupees One Hundred and Fifteen Crores only) is unutilised as on date (such unutilised limit shall hereinafter be referred to as the “**Existing Available Limit 1**”) (collectively the Bonds I) and the same was also approved at the annual general meeting dated June 24, 2024. The Board had also given its approval at its meeting dated May 28, 2024 to issue listed and/or unlisted, secured, redeemable, rupee bonds which are non-convertible in nature in 1 (one) or more series/tranches under applicable law, pursuant to and upon the terms and conditions set out under the transaction documents to be executed by the Company in relation thereto including *inter alia* bond trust deed(s), deed(s) of hypothecation, bond trustee agreement(s), private placement offer cum application letter(s), shelf placement memorandum(s), tranche placement memorandum(s), general information document(s), key information document(s) and the aggregate amounts raised by the Company under such issuance of rupee bonds shall not at any time exceed Rs.3,500,00,00,000/- (Rupees Three Thousand and Five Hundred Crores only). Basis this, the company has entered into and executed the Bond Trust Deed dated January 16, 2024 (“**Existing BTD 2**”) and Deed of Hypothecation (“**Existing DOH 2**”) dated January 16, 2024 (the Existing BTD,2, the Existing DOH 2 and the transaction documents executed by the Company in relation to the rupee bonds issued under the BTD shall be referred to as the “**Existing Transaction Documents 2**”) and out of which limit set out under the Existing DTD 2, Rs.3,025,00,00,000/- (Rupees Three Thousand and Twenty Five Crores only) is unutilised as on date (such unutilised limit shall hereinafter be referred to as the “**Existing Available Limit 2**”) (collectively the Bonds II). (Bonds I and Bonds II shall collectively be referred to as the “**Bonds**”),.

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of securities on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of:

- (a) listed/unlisted, secured, redeemable, rupee bonds which are non-convertible in nature by the Company on a private placement basis, in dematerialised form, for cash at par / at discount / at premium, in 1 (one) or more series/tranches under applicable law pursuant to and upon the terms and conditions set out under the debenture trust cum mortgage deed dated December 13, 2018 and deed of hypothecation dated December 13, 2018 executed by *inter alia* the Company and the aggregate amounts raised by the Company under such issuance of such rupee bonds shall not at any time exceed Rs. 115,00,00,000/- (Rupees One Hundred and Fifteen Crores only) (the “**Existing Available Limit 1**”) (collectively the “**Bonds I**”); and
- (b) listed/unlisted, secured, redeemable, rupee bonds which are non-convertible in nature by the Company on a private placement basis, in dematerialised form, for cash at par / at discount / at premium, in 1 (one) or more series/tranches under applicable law pursuant to and upon the terms and conditions set out under the bond trust deed dated January 16, 2024 and deed of hypothecation dated January 16, 2024 executed by *inter alia* the Company and the aggregate amounts raised by the Company under such issuance of such rupee bonds shall not at any time

exceed Rs. 3,025,00,00,000/- (Rupees Three Thousand and Twenty Five Crores only) (the “Existing Available Limit 2”) (collectively the “Bonds II”)
(Bonds I and Bonds II shall collectively be referred to as the “Bonds”),

for a period of 1 (One) year from the date on which the members have provided the approval by way of the special resolution.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

- a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Bonds in 1 (one) or more series/tranches, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- b) Kinds of securities offered and price at which security is being offered: This special resolution is presently restricted to the private placement issuance of Bonds by the Company primarily in the form of listed/unlisted, secured, redeemable, rupee bonds which are non-convertible in nature with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;
- d) Name and address of valuer who performed valuation: Not applicable;
- e) Amount which the company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of upto Rs. 3,140,00,00,000/- (Rupees Three Thousand One Hundred and Forty Crores only) (being an aggregate of the Existing Available Limit 1 and the Existing Available Limit 2);
- f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects, principle terms of assets charged as securities: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Bonds in 1 (one) or more tranches/series, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.

None of the other Directors, Key Managerial Personnel and relatives thereof, has concern or interest, financially or otherwise, in the passing of the proposed resolution at Item no.4.

The Board recommends the Special Resolution with respect to consideration and approval for offer and issuance of rupee bonds of an aggregate amount of upto Rs. 3,140,00,00,000/- (Rupees three thousand one hundred and forty crores only), as set out in item no. 4 to this Notice, for approval of the Members.

Kotak Infrastructure Debt Fund Ltd.

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India

ITEM NO. 5

In order to facilitate the securing of: (i) any outstanding amounts under any loan availed or obtained from any banks, companies, bodies corporate and such other Financial Institutions as may be participating in the proposed loans, mutual funds, venture capital funds or other lending institutions, firms or trusts, person(s), etc; and/or (ii) any outstanding amounts under any debt securities whether convertible or non-convertible (including rupee bonds which are non-convertible in nature) which may be / have been issued and / or allotted from time to time to any of the aforesaid or to the shareholders or to any other person(s) together with interest, cost, charges, expenses and any other money payable by the Company under such outstanding amounts, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. Accordingly, the consent of the members of the Company at the Annual General Meeting is sought under Section 180(1)(a) of the Companies Act, 2013. The approval is requested to empower the Board of Directors of the Company to take all necessary steps in this regard.

None of the other Directors, Key Managerial Personnel and relatives thereof, has concern or interest, financially or otherwise, in the passing of the proposed resolution at Item no.5.

The Board recommends the Special Resolution with respect to consideration and approval for creation of security interests by the company over the undertaking or substantially the whole of the undertaking of the company under section 180(1)(a) of the Companies Act, 2013_in item no.5 to this Notice, for approval of the Members.

By order of the Board of Directors
For Kotak Infrastructure Debt Fund Limited

Sd/-
Subhadra Mallinath Atanur
Company Secretary & Compliance Officer
A52470

Date: June 18, 2025

Registered Office:

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

Website: <https://kidfl.kotak.com/>

CIN: U65910MH1988PLC048450

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450 T +91 22 61660000
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Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
India

ANNEXURE-1

ADDITIONAL INFORMATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) REGARDING RE-APPOINTMENT OF MR. DIPAK GUPTA (DIN: 00004771), DIRECTOR RETIRING BY ROTATION

Name of the Director	Mr. Dipak Gupta		
Director Identification Number	00004771		
Age	64 Years		
Nationality Indian	Indian		
Qualification	B.E. (Electronics), PGDM-IIM Ahmedabad		
Brief details and Nature of Expertise in specific functional area	<p>Mr. Dipak Gupta has been with Kotak Mahindra Bank for more than 3 decades and retired as MD & CEO in December, 2023.</p> <p>At Kotak Bank he has led various businesses and has overseen a range of functions including IT, cyber security and digital initiatives, internal audit, human resources, marketing, compliance and operations. In the past he has been responsible for Treasury, Wealth Management and Consumer Finance businesses.</p> <p>Mr. Gupta was also instrumental in forging the joint venture with Ford Credit and was the first Managing Director of Kotak Mahindra Primus Limited (now Kotak Mahindra Prime Limited).</p> <p>Over the years, he has also been a member/chairman of various board and non-board committees across the Kotak Group.</p> <p>Prior to joining the Kotak Group in 1992, Mr. Gupta worked with the consultancy division of A.F. Ferguson.</p>		
Shareholding in the Company (including as beneficial owner) as at June 18, 2025	None		
Terms and Conditions of appointment / re-appointment including remuneration	Mr. Gupta is a Non-Executive Director liable to retire by rotation.		
Remuneration last drawn for FY2024-25	Nil		
Date of first appointment on the Board	20/10/2016		
Relationship between Directors inter-se and Key Managerial Personnel of the Company	None		
Number of Board Meetings attended during the financial year	14/15		
Directorships held in other companies	Kotak Mahindra Life Insurance Company Limited Kotak Alternate Asset Managers Limited		
Listed entities from which the Director resigned in the past three years	Kotak Mahindra Bank Limited		
Details of Memberships / Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	Company Name	Name of the Board Committee	Whether Chairperson or Member
	Kotak Mahindra Life Insurance Company Limited	Investment Committee	Chairman
		Banking Committee	Member
		Committee of Directors	Chairman
		Corporate Social Responsibility Committee (“CSR”)	Chairman

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Kotak Alternate Asset Managers Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Member
	CSR	Chairman
	Investment Committee	Chairman
	Product Approval Committee	Chairman
	Securities & Allotment Committee	Chairman
	Expense Committee	Chairman

By order of the Board of Directors
For Kotak Infrastructure Debt Fund Limited

Sd/-
Subhadra Mallinath Atanur
Company Secretary & Compliance Officer
A52470

Date: June 18, 2025

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