

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 Extraordinary General Meeting (EGM 1 - FY 2024-25) of the members of Kotak Infrastructure Debt Fund Limited ("Company") will be held at 11:00 a.m. on Monday, June 24, 2024 at the registered office of the Company located at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, to transact the following businesses:

Special Businesses**ITEM NO.1:****TO APPOINT OF MR. BASWA ASHOK RAO (DIN: 01517632) AS A DIRECTOR AND AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT Mr. Baswa Ashok Rao (DIN: 01517632), who was appointed as an Additional Director of Kotak Infrastructure Debt Fund Limited ("Company"), with effect from April 01, 2024, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, proposing his candidature for the office of a Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval by the Board of Directors of the Company, the appointment of Mr. Baswa Ashok Rao as an Independent Director of the Company, for a period of three years, with effect from April 01, 2024 up to March 31, 2027 (both days inclusive), be and is hereby approved and that during his tenure as an Independent Director, Mr. Rao shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board of Directors / Official(s) of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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ITEM NO.2:**TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF RUPEE BONDS OF AN AGGREGATE AMOUNT OF UPTO RS. 36, 15, 00,00,000/- (RUPEES THREE THOUSAND SIX HUNDRED AND FIFTEEN CRORES ONLY)**

To consider and, if thought fit, to pass, with or without modification(s), 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, which the Board may constitute), 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 executed by *inter alia* the Company (**“Existing DTD”**) (the Existing DTD and the transaction documents executed by the Company in relation to the rupee bonds issued under the Existing DTD shall be referred to as the **“Existing Transaction Documents”**) 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”**) (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 (**“New BTD”**) and the deed of hypothecation dated January 16, 2024 executed by *inter alia* the Company (**“New DOH”**) (the New DTD, the New DOH and the transaction documents executed by the Company in relation to the rupee bonds issued under the New DTD shall be referred to as the **“New Transaction Documents”**) and the aggregate amounts raised by the Company under such issuance of rupee bonds shall not at any time exceed Rs.3500,00,00,000/- (Rupees Three Thousand Five Hundred Crores only) (the **“New Available Limit”**) (which New Available Limit is the unutilized amount available under the overall limit of Rs.3,500,00,00,000/- (Rupees Three Thousand Five Hundred Crores only) set out under the New BTD) (collectively the **“Bonds II”**) (Bonds I and Bonds II shall collectively be referred to as the **“Bonds”**),

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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. 36,15,00,00,000/- (Rupees Three Thousand Six Hundred and Fifteen Crores only) (being an aggregate of the Existing Available Limit and the New Available Limit) (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 and New Transaction Documents, create security/further/additional security (if required) in respect of the Bonds in favour of the bond trustee appointed in respect of the Bonds, to act on behalf of and for the benefit of the holder(s) of Bonds (the “**Bond Trustee**”) by way of:

- (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

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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 authorized to further authorize any person(s), on behalf of the Company, to finalize 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.3:

TO CONSIDER AND APPROVE INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of section 180(1)(c) 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, which the Board may constitute) to raise or borrow monies, from time to time, whether by way of issuance of commercial papers, rupee bonds (whether secured or unsecured, whether non-convertible, optionally convertible or compulsorily convertible), or any other security / instrument or by way of availing of term loans, working capital loans, short term loans, or any other type of facility or otherwise as permitted under applicable law from any person(s), notwithstanding that the monies to be borrowed by the Company together with

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monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Company's paid up share capital, free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium account provided that the total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 2500,00,00,000/- (Rupees Two Thousand and Five Hundred Crores Only).

"RESOLVED FURTHER THAT the Board is be and hereby authorized to do all such acts, deeds, matters and things and to finalize, 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."

ITEM NO.4:

TO CONSIDER AND APPROVE THE 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, with or without modification(s), 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, which the Board may constitute) 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)

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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 authorized to do all such acts, deeds, matters and things and to finalize, 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

Subhadra Mallinath Atanur
Company Secretary & Compliance Officer
A52470

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Dated: May 28, 2024

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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 May 28, 2024.

Item No. 1

With a view to augment the composition of the Board of Directors of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on March 26, 2024, considered and appointed Mr. Baswa Ashok Rao (DIN: 01517632) as an Additional Director and an Independent Director of the Company, not liable to retire by rotation, for a term (first term) of three years from April 01, 2024 up to March 31, 2027 (both days inclusive), subject to approval of the members of the Company.

Mr. Baswa Ashok Rao, aged 67 years, holds a Bachelor's degree in science and he is a Chartered Accountant (FCA), as well as a Certified Information Systems Auditor (CISA). He has over 36 years' experience in the Banking and Financial Services Sector both within India and abroad. He currently provides Consulting and Advisory Services to the Financial Services Sector and to Fintech Industry, post his retirement from Kotak Mahindra Bank Ltd in May 2017. He has extensive experience in various areas of Information Technology, Risk, Audit & Compliance, Banking Operations, Advisory Services.

A detailed profile is given in Annexure-1 as per the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Rao for the office of Director. The Nomination and Remuneration Committee and the Board of Directors have determined that Mr. Baswa Ashok Rao is a fit and proper person to hold the office as an Independent Director of the Company, as per the norms prescribed by the Reserve Bank of India. He has also given a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act") read with the applicable rules under the Act ("Rules") and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, and that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Mr. Rao has given his consent to act as a Director of the Company. He has also been appointed as a member of IT Strategy Committee of the Company.

The Board has assessed the said declarations and other documents furnished by Mr. Rao and, based on the same, has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as an Independent Director and that he is independent of the Management of the Company.

The Board of Directors of the Company are of the view that Mr. Rao possesses and has the requisite skills and capabilities, stated above, required for the role of an Independent Director of the Company. In the opinion of the Board of Directors, the said director fulfils the conditions specified under the Act for appointment as an Independent Director.

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Given the skills, experience and expertise of Mr. Rao, the Board considers it desirable and in the interest of and immense benefit to the Company to appoint him as an Independent Director, and accordingly, recommends the appointment of Mr. Rao as a Director and an Independent Director, as proposed in the resolution set out in the Notice, for the approval by the Members, in compliance with the applicable provisions of law.

Accordingly, in terms of Section 149, 152 read with Schedule IV of the Companies Act, 2013 ('Act') and Regulation 17(1C) of SEBI Listing Regulations, Resolution at Item No. 1 seeks to obtain the Members approval for the appointment of Mr. Baswa Ashok Rao as an Independent Director of the Company.

Mr. Rao is not related to any Director or any Key Managerial Personnel of the Company.

Mr. Baswa Ashok Rao and his relatives may be deemed to be concerned or interested in the Resolution at Item No. 1 relating to his appointment as an Independent Director. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the Resolution.

Regulation 17(1C) of SEBI Listing Regulations, stipulates that approval of shareholders for appointment of a person on the Board of Directors by a listed entity, is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an independent director shall be subject to the approval of shareholders by way of a special resolution. Keeping in view the above referred provisions, approval of the members for the appointment of Mr. Baswa Ashok Rao as an Independent Director for a term (first term) of three years from April 01, 2024 upto March 31, 2027 (both days inclusive) is sought for the above by means of a Special Resolution.

The Directors recommend the Resolutions set out at Item No. 1 for the approval of the Members.

Except Mr. Rao 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.

ITEM NO. 2:

The Board of Directors of the Company has reiterated its approval at its meeting dated May 17, 2023, to continue to issue rupee bonds up to Rs.435,00,00,000/- (Rupees Four Hundred and Thirty Five Crores only) under the existing debenture trust cum mortgage deed dated December 13, 2018 executed by inter alia the Company and the deed of hypothecation dated December 13, 2018 executed by inter alia the Company and out of which limit set out under the Existing DTD, Rs.115,00,00,000/- (Rupees One Hundred and Fifteen Crores only) is unutilised as on date and the same was also approved at the annual general meeting dated July 5, 2023. The Board had also given its approval at its meeting dated May 17, 2023 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),

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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 new Bond Trust Deed dated January 16, 2024 and new Deed of Hypothecation dated January 16, 2024

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 dematerialized 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 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**”) (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 dematerialized 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 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. 3,500,00,00,000/- (Rupees Three Thousand Five Hundred Crores only) (the “**New Available Limit**”) (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;

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- 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. 36,15,00,00,000/- (Rupees Three Thousand Six Hundred and Fifteen Crores only) (being an aggregate of the Existing Available Limit and the New Available Limit);
- 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.

The Board has recommended the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members of the Company. None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested, financially or otherwise, in the aforesaid resolution

ITEM NO. 3:

Keeping in view the Company's expectation of an increase in borrowing due to a growth in its business, the Company is in requirement of certain additional funds. For this purpose, the Company is desirous of raising or borrowing monies, from time to time from any person(s), whether by way of issuance of commercial papers, rupee bonds (whether secured or unsecured, whether non-convertible, optionally convertible or compulsorily convertible), or any other security / instrument or by way of availing of term loans, working capital loans, short term loans, or any other type of facility or otherwise as is permitted under applicable law, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Company's paid up share capital, free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium account.

Therefore, it is proposed to increase the maximum borrowing limits of the Company under the terms of Section 180(1)(c) of the Companies Act, 2013 to Rs. 2500,00,00,000/- (Rupees Two Thousand and Five Hundred Crores only) (being the total amount up to which monies may be borrowed by the Board of Directors of the Company and which shall remain outstanding at any given point of time). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors (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 signatory, which the Board may constitute) cannot borrow more than the aggregate amount of the paid-up capital of the Company, its free reserves and securities premium at any time except with the consent of the members of the

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450

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Bandra (East), Mumbai - 400 051

India.



Company in a general meeting. The approval is requested to empower the Board of Directors of the Company to take all necessary steps in this regard.

The Board has recommended the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members of the Company. None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested, financially or otherwise, in the aforesaid resolution

ITEM NO. 4:

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 / Extra-Ordinary] 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.

The Board has recommended the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members of the Company. None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested, financially or otherwise, in the aforesaid resolution

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

Subhadra Mallinath Atanur
Company Secretary & Compliance Officer
A52470

Registered Office:
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Bandra (E), Mumbai - 400 021.
CIN U65910MH1988PLC048450

Dated: May 28, 2024

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450

Registered Office :

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(Pursuant to Secretarial Standard 2 on General Meetings) Name of the Director	Mr. Baswa Ashok Rao										
DIN	01517632										
Age	67 years										
Qualification	Bachelor's degree in science and he is a Chartered Accountant (FCA), as well as a Certified Information Systems Auditor (CISA).										
Brief details and Nature of Expertise in specific functional area	<p>Mr. Baswa Ashok Rao, aged 67 years, holds a Bachelor's degree in science and he is a Chartered Accountant (FCA), as well as a Certified Information Systems Auditor (CISA). He has over 36 years' experience in the Banking and Financial Services Sector both within India and abroad. He currently provide Consulting and Advisory Services to the Financial Services Sector and to the Fintech Industry, post his retirement from Kotak Mahindra Bank Ltd in May 2017.</p> <p>He has extensive experience in various areas of Information Technology, Risk, Audit & Compliance, Banking Operations, Advisory Services and being a Chief Financial Officer.</p>										
Number of Board Meetings attended during the financial year	Attended 2 out of 2 Board Meetings held during his tenure										
Terms and Conditions of appointment / re-appointment including remuneration	<p>Mr. Baswa Ashok Rao is an Independent Director and not liable to retire by rotation.</p> <p>As an Independent Director, Mr. Rao will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law from time to time, as well as compensation in the form of fixed remuneration, as may be allowed by relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time.</p>										
Remuneration last drawn	Sitting Fee: <table border="1" data-bbox="821 1545 1401 1659"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Board Meeting</td> <td>60,000/-</td> </tr> <tr> <td>2</td> <td>Committees</td> <td>NIL</td> </tr> </tbody> </table>		Sr. No.	Particulars	Amount in Rs.	1	Board Meeting	60,000/-	2	Committees	NIL
Sr. No.	Particulars	Amount in Rs.									
1	Board Meeting	60,000/-									
2	Committees	NIL									
Date of appointment	April 01, 2024										
Directorships in other companies / Positions in other entities	<table border="1" data-bbox="821 1742 1425 1839"> <tr> <td>Kotak Mahindra Investments Limited</td> <td>Independ Director</td> </tr> </table>		Kotak Mahindra Investments Limited	Independ Director							
Kotak Mahindra Investments Limited	Independ Director										
Listed entities from which the Director resigned in the past three years	Nil										

Kotak Infrastructure Debt Fund Ltd.

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Details of Memberships / Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors inter-se and Key Managerial Personnel of the Company	None
Shareholding in the Company (including as beneficial owner) as at April 01, 2024	None

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

Subhadra Mallinath Atanur
Company Secretary & Compliance Officer
A52470

Registered Office:
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Bandra (E), Mumbai - 400 021.
CIN U65910MH1988PLC048450

Dated: May 28, 2024

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CIN U65910MH1988PLC048450

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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 June 24, 2024 at 11:00 a.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:

Resolution No.	Particulars
Special Business	
1.	To appoint of Mr. Baswa Ashok Rao (DIN: 01517632) as a director and an independent director of the company
2.	To consider and approve the offer and issuance of rupee bonds of an aggregate amount of upto RS. 36, 15, 00,00,000/- (rupees three thousand six hundred and fifteen crores only)
3.	To consider and approve increase in borrowing limits under section 180(1)(c) of the Companies Act, 2013

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Resolution No.	Particulars
Special Business	
4.	To consider and approve the 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

Signed this..... day of..... 2024

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 June 24, 2024 at 11:00 a.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

Signature of the
Shareholder/Proxy

.....

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27BKC, Plot No. C 27, G Block

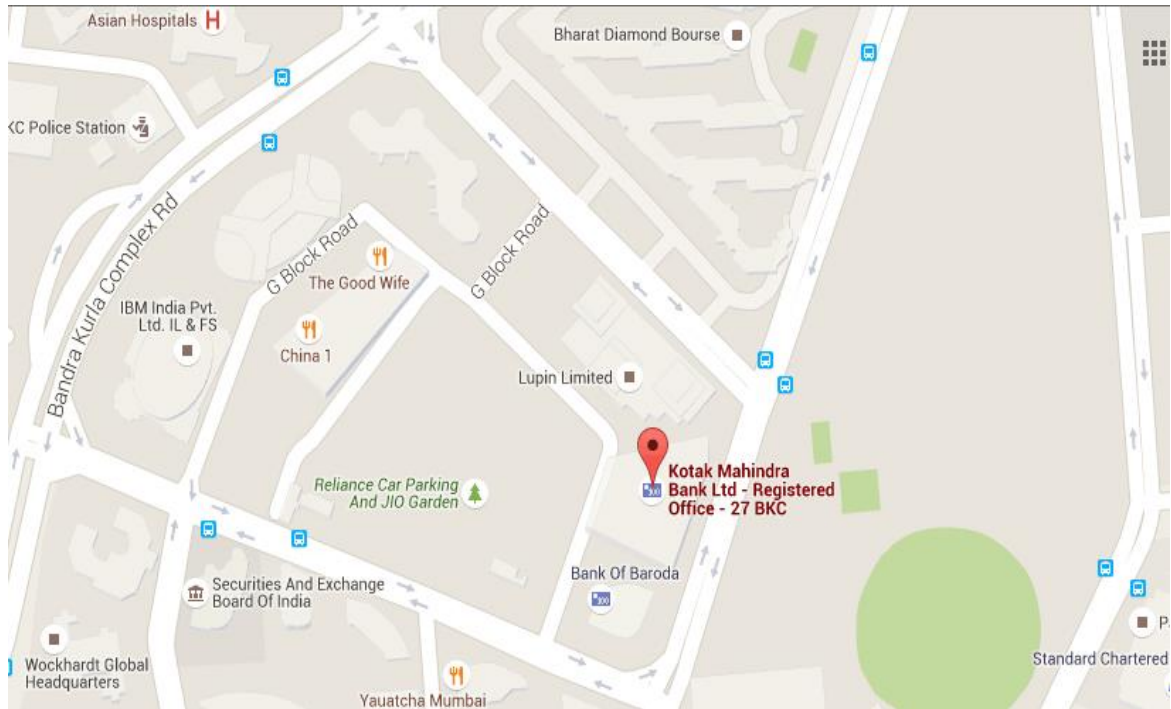
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ROUTE MAP



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