



**TRANSCRIPT OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF KOTAK INFRASTRUCTURE DEBT FUND LIMITED HELD AT SHORTER NOTICE ON MONDAY, SEPTEMBER 27, 2021 AT 04.00 P.M. INDIAN STANDARD TIME THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS.**

**Commencement Time: 04.00 P.M.**

**Conclusion Time: 04.12 P.M.**

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Mr. Bhavesh Jadhav- Company Secretary, informed the Members that the 33<sup>rd</sup> Annual General Meeting of Kotak Infrastructure Debt Fund Limited was convened at a shorter notice on Monday, September 27, 2021 at 04.00 p.m. Indian Standard Time through Video Conferencing, in view of the prevailing outbreak of COVID-19 pandemic and in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder and the directions issued by the Ministry of Corporate Affairs from time to time.

Ms. Sujata Guhathakurta – Non Executive Director proposed and Mr. Raghunandan Maluste – Independent Director, Chairman of Audit Committee and Nomination & Remuneration Committee of the Company, seconded the appointment of Mr. Dipak Gupta – Non Executive Director as the Chairman of the Meeting.

Mr. Dipak Gupta Chaired the Meeting. The Chairman confirmed the presence of the required quorum for the Meeting and thereafter, proceeded with the Meeting.

The Chairman then welcomed the Members present at the Meeting and informed that following Directors were present at the Meeting:

- Mr. K.V. S Manian, Non-Executive Director
- Ms. Sujata Guhathakurta, Non-Executive Director
- Mr. Raghunandan Maluste, Independent Director and Chairman of Audit Committee & Nomination and Remuneration Committee

Mr. Arvind Kathpalia, Non-Executive Director was unable to attend the Meeting due to certain exigencies.

Further, the representatives of the Statutory Auditors of the Company were also present at the Meeting. However, the Secretarial Auditors of the Company were unable to attend the Meeting due to certain exigencies and had sought for an exemption to attend the Meeting.

The Directors, Members and other participants present at the Meeting confirmed that they could clearly see and communicate with the all the participants.

Mr. Bhavesh Jadhav informed the Members that the Notice of the AGM along Financial Statement for the financial year 2020-21, the Statutory Auditors Report, Secretarial Auditors Report and the Report of the Board of Directors had been sent to all the Members and Directors. The Auditor's

**Kotak Infrastructure Debt Fund Ltd.**

CIN U65910MH1988PLC048450

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report issued by the Statutory Auditors and the Secretarial Auditors had no qualifications, observations, adverse comments or remarks.

With the permission of the Members, the same was taken as read. Further, the relevant documents relating to the proposed resolutions, statutory register and other necessary documents were open for inspection in electronic mode.

The Chairman stated that the Meeting had been convened to seek the approval of the Members for the Ordinary and Special business items as detailed in the Notice of the AGM dated September 13, 2021. The Chairman invited queries from the members, if any. Since there were no queries, he proceeded further.

The Chairman had then put the following Resolutions for voting by show of hands :

**Item No. 1: To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021, together with the Reports of the Directors and Auditors thereon.**

The Members were requested to propose and second the Resolution.

Mr. Narayan S.A proposed and Mr. Dipak Gupta seconded the resolution as an Ordinary Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as an Ordinary Resolution.

**Item No. 2: To declare dividend on Preference Shares of the Company.**

The Members were requested to propose and second the Resolution.

Mr. Ajay Vaidya proposed and Mr. Deepak Shenoy seconded the Resolution as an Ordinary Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as an Ordinary Resolution.

**Item No. 3: To appoint a Director in place of Ms. Sujata Guhathakurta (DIN: 08099266), who retires by rotation and, being eligible, offers herself for re-appointment.**

The Members were requested to propose and second the Resolution.

Mr. Deepak Shenoy proposed and Mr. Ajay Vaidya seconded the Resolution as an Ordinary Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as an Ordinary Resolution.

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**Item No. 4: To appoint M/s Gokhale & Sathe, Chartered Accountants, Mumbai (Firm Registration no.103264W) as the Statutory Auditors of the Company.**

The Members were requested to propose and second the Resolution.

Mr. K.V.S Manian proposed and Mr. Deepak Shenoy seconded the Resolution as an Ordinary Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as an Ordinary Resolution.

**Item No. 5: To approve payment of annual commission for the FY 2020 -21 of Rs. 4 lakh each to the Independent Directors of the Company.**

The Members were requested to propose and second the Resolution.

Mr. Narayan S.A proposed and Mr. K.V.S Manian seconded the resolution as a Special Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as a Special Resolution.

**Item No. 6: To approve issue of debentures of the Company on private placement basis.**

The Members were requested to propose and second the Resolution.

Mr. Ajay Vaidya proposed and Ms. Cynthia Menezes seconded the resolution as a Special Resolution.

The Resolution was put to vote by show of hands and the Members unanimously approved the same as a Special Resolution.

The Chairman announced that the Members have unanimously approved all items and none of the Members voted against any Resolutions.

Accordingly, since all items were transacted, the Chairman thanked all Members and Directors for participating in the meeting and the members were informed that the transcript of the meeting would be available for inspection at the website of the Company.

The Meeting concluded with a vote of thanks.

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