



TRANSCRIPT OF THE THIRTY FORTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KOTAK INFRASTRUCTURE DEBT FUND LIMITED HELD, AT SHORTER NOTICE, ON WEDNESDAY, AUGUST 24, 2022 AT 11:30 A.M. INDIAN STANDARD TIME (“IST”) THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS

Commencement Time: 11:30 A.M. IST

Conclusion Time : 11:40 A.M. IST

The Members were informed that the 34th Annual General Meeting (“AGM”) of Kotak Infrastructure Debt Fund Limited was convened, at a shorter notice, on Wednesday, August 24, 2022 at 11:30 a.m. IST through Video Conferencing, in view of the prevailing outbreak of COVID-19 pandemic and consequent social distancing norms, and in compliance with the provisions of the Companies Act, 2013 and the 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. Paritosh Kashyap - Non Executive Director, 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 through video conferencing from their office at Mumbai:

- Ms. Sujata Guhathakurta, Non-Executive Director
- Mr. Paritosh Kashyap, Non-Executive Director
- Mr. Phani Shankar, Non-Executive Director

Mr. Raghunandan Maluste, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee was present at the Meeting through video conferencing from his residence in Mumbai.

Further, Mr. Veenu Singla, Chief Executive Officer and Chief Financial Officer and representative of the Statutory Auditors of the Company were also present at the Meeting through video conferencing. 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 all the participants.

The Members were informed that the Notice of the Annual General Meeting (“AGM”) along Financial Statement for the financial year 2021-22, the Statutory Auditors Report, Secretarial Auditors Report and the Report of the Board of Directors had been sent to all the Members and

Kotak Infrastructure Debt Fund Ltd.

CIN U65910MH1988PLC048450

Registered Office :

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Directors. The Auditor's 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. Further, as the AGM was being held through video conferencing, the facility for appointment of proxies by Members was not applicable and hence, the proxy register was not available for inspection.

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 August 19, 2022. 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, 2022, together with the Reports of the Directors and Auditors thereon

The Members were requested to propose and second the Resolution.

Mr. KVS Manian 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 a dividend on Preference Shares of the Company

The Members were requested to propose and second the Resolution.

Ms. Cynthia Gomes proposed and Mr. Mehul Shah 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 Mr. Dipak Gupta (DIN: 00004771), who retires by rotation and, being eligible, offers himself for re-appointment

The Members were requested to propose and second the Resolution.

Ms. Cynthia Gomes proposed and Mr. KVS Manian 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: Appointment of Mr. Paritosh Kashyap (DIN: 07656300) as a Non-Executive Director of the Company

The Members were requested to propose and second the Resolution.

Mr. Dipak Gupta proposed and Ms. Cynthia Gomes 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: Appointment of Mr. Phani Shankar (DIN: 09663183) as a Non-Executive Director of the Company

The Members were requested to propose and second the Resolution.

Ms. Cynthia Gomes 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. 6: Approval of payment of commission to the Independent Directors of the Company

The Members were requested to propose and second the Resolution.

Mr. Mehul Shah proposed and Ms. Cynthia Gomes 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. 7: Issuance of Non-Convertible Debentures (both secured and unsecured) upto an amount not exceeding Rs. 900 crore

The Members were requested to propose and second the Resolution.

Ms. Cynthia Gomes proposed and Mr. Deepak Shenoy 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.

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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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