



**TRANSCRIPT OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF KOTAK INFRASTRUCTURE DEBT FUND LIMITED HELD THROUGH VIDEO CONFERENCING ON TUESDAY, 11<sup>TH</sup> AUGUST, 2020 AT 11.00 A.M.**

Commencement Time: 11.00 A.M.

Conclusion Time: 11.10 A.M.

The 32<sup>nd</sup> Annual General Meeting of Kotak Infrastructure Debt Fund Limited was held on Tuesday, 11<sup>th</sup> August 2020, at a shorter notice, to seek the approval of the shareholders' for the items mentioned in the Notice convening the Annual General Meeting (AGM) dated 5<sup>th</sup> August 2020.

Welcome Address:

Ms. Prachi Mogre – Representative - Secretarial Dept. (Kotak Mahindra Bank Ltd., Holding Company) welcomed all the Directors, Members and other participants to the 32<sup>nd</sup> Annual General Meeting of the Company.

The Directors and Members were further informed that the due to ongoing COVID 19 pandemic, the meeting was convened through video conference in compliance with the regulatory norms. The Directors, members and other participants present at the meeting confirmed that could completely and clearly see and communicate with the other participants.

All the Directors, except Ms. Sujata Guhathakurta & Key Managerial Personnel were present at the meeting. Ms. Sujata Guhathakurta was unable to attend the meeting due to certain unavoidable prior commitments. Mr. Uday Phadke – Chairman of Audit Committee & Mr. Raghunandan Maluste – Chairman of Nomination & Remuneration Committee were also present at the meeting. The Statutory Auditors and the Secretarial Auditor had requested for an exemption from attending the meeting.

**Chairman of the Meeting**

Mr. K.V.S Manian proposed and Mr. Arvind Kathpalia seconded the appointment of Mr. Dipak Gupta as the Chairman of the meeting and thereafter Mr. Dipak Gupta presided over the meeting.

The Chairman confirmed the presence of the required quorum for the meeting and thereafter the meeting proceeded.

The members were informed that the Notice of the AGM along with Financial Statement for the financial year 2019-20, the Statutory Auditors Report, Secretarial Auditors Report and the Report of the Board of Directors had been sent to all the Members and Directors and the same were 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.

**Kotak Infrastructure Debt Fund Ltd.**

CIN U65910MH1988PLC048450

Registered Office :

27BKC, Plot No. C 27, G Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051

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[www.kotak.com](http://www.kotak.com)



The Chairman invited queries from the members, if any. Since there were no queries, he proceeded further as detailed below:

**Item No. 1: To consider and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> March 2020, together with the Reports of the Directors and Auditors thereon.**

Members were requested to propose and second the resolution.

Ms. Bina Chandarana proposed and Mr. Narayan S.A seconded the resolution as an ordinary resolution.

The resolution was put to vote by show of hands and the members unanimously approved the same.

**Item No. 2: To declare dividend on preference shares.**

Members were requested to propose and second the resolution.

Mr. Narayan S.A proposed and Mr. K.V.S 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.

**Item No. 3: To appoint a Director in place of Mr. Arvind Kathpalia (DIN: 02630873), who retires by rotation and, being eligible, offers himself for re-appointment.**

Members were requested to propose and second the resolution.

Ms. Bina Chandarana proposed and Mr. Abhay Nagrecha seconded the resolution as an ordinary resolution.

The resolution was put to vote by show of hands and the members unanimously approved the same.

**Item No. 4: Approve payment of annual commission for the FY 2019 -20 of ₹ 4 lakh each to the Independent Directors of the Company.**

Members were requested to propose and second the resolution.

Mr. K.V.S Manian 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.

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**Item No. 5: Approve issue of debentures of the Company on private placement basis**

Members were requested to propose and second the resolution.

Ms. Bina Chandarana proposed and Mr. Narayan S.A seconded the resolution as a special resolution.

The resolution was put to vote by show of hands and the members unanimously approved the same.

**Item No. 6: Approve appointment of Mr. Manoj Gupta as the Manager of the Company.**

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.

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

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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