



October 15, 2024

**BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001.**

**Subject: Corporate Governance Report pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith the Corporate Governance Report for quarter ended September 30, 2024.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Kotak Infrastructure Debt Fund Limited**

**Subhadra Mallinath Atanur  
Company Secretary and Compliance Officer**

**Kotak Infrastructure Debt Fund Ltd.**

CIN U65910MH1988PLC048450      T +91 22 61660000  
Registered Office:                      F +91 22 67132410  
27BKC, Plot No. C 27, G Block,      www.kotak.com  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
India

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### General information about company

Scrip code	958808
NSE Symbol	
MSEI Symbol	
ISIN	
Name of the entity	Kotak Infrastructure Debt Fund Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter  
ended date only

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Whether Chairperson is related to CEO or CFO										Disqualification of Directors under section 163 of the Companies Act, 2013																
Sl. No.	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 173A of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 173A of Listing Regulations)	Tenure of Directorship in listed entities including this listed entity (Refer Regulation 173A of Listing Regulations)	Number of membership in Audit Committee (including this listed entity (Refer Regulation 173A of Listing Regulations))	No. of post of Chairperson in listed entities including this listed entity (Refer Regulation 173A of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr.	Shri. Gupta	XXXXXX9999	00001771	Non Executive - Non Independent Director	Non Executive - Non Independent Director	Non Executive - Non Independent Director	12-01-1963	No				Active	No		20-10-2016			36.25	0	0	0				
2	Mr.	Shri. Anand Chaturvedi Chaturvedi	XXXXXX1000	00000007	Non Executive - Non Independent Director	Non Executive - Non Independent Director	Non Executive - Non Independent Director	24-08-1954	No				Active	No	24-01-2022	21-08-2016			79.25	0	0	0				
3	Mr.	Shri. Anand Chaturvedi	XXXXXX1000	00000006	Non Executive - Non Independent Director	Non Executive - Non Independent Director	Non Executive - Non Independent Director	25-09-1960	No				Active	No		22-05-2017			28.00	0	0	0				
4	Mr.	Shri. Subhash Chaturvedi	XXXXXX1000	00000005	Non Executive - Non Independent Director	Non Executive - Non Independent Director	Non Executive - Non Independent Director	24-05-1960	No				Active	No		22-05-2018			72.22	0	0	0				
5	Mr.	Shri. Anand Chaturvedi	XXXXXX1000	00000004	Non Executive - Non Independent Director	Non Executive - Non Independent Director	Non Executive - Non Independent Director	20-08-1956	No				Active	No		17-05-2019			19.25	0	0	0				
6	Mr.	Shri. Anand Chaturvedi	XXXXXX1000	00000003	Non Executive - Non Independent Director	Non Executive - Non Independent Director	Non Executive - Non Independent Director	12-05-1957	No				Active	No		21-04-2024			6.00	0	0	0				

**Annexure 2**  
**II. Composition of Committees**  
Disclosure of roles on composition of committees explanatory

**End Screen**

For this quarter kindly note the following points:  
 1. Date of Appointment and Date of Cessation (if applicable) must be immediately filed for every Committee.  
 2. Date of Appointment can be any day upto September 30, 2022.  
 3. Date of Cessation must be for the current quarter only, i.e. July 1, 2022 to September 30 2022

**Audit Committee Details:**

Whether the Audit Committee has a Regular Chairperson							
							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	01302477	Radhakrishnan Sarathkumar Malhotra	Non-Executive, Independent Director	Chairperson	18-01-2019		
2.	08092096	Sujata Subhashchandra	Non-Executive, Non-Independent Director	Member	27-04-2022		
3.	02782274	Sarvesh Dhab	Non-Executive, Independent Director	Member	17-10-2023		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson							
							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	01302477	Rajghunendra Dattatray Malhotra	Non-Executive, Independent Director	Chairperson	18-01-2019		
2.	02782274	Sarvesh Dhab	Non-Executive, Independent Director	Member	17-10-2023		
3.	08092096	Sujata Subhashchandra	Non-Executive, Non-Independent Director	Member	30-04-2024		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson							
							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	01302477	Rajghunendra Dattatray Malhotra	Non-Executive, Independent Director	Chairperson	17-10-2023		
2.	01302490	Prashant Kashirop	Non-Executive, Non-Independent Director	Member	17-10-2023		
3.	08092096	Sujata Subhashchandra	Non-Executive, Non-Independent Director	Member	17-10-2023		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson							
							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	0000771	Dinesh Gupta	Non-Executive, Non-Independent Director	Chairperson	18-01-2019		
2.	08092096	Sujata Subhashchandra	Non-Executive, Non-Independent Director	Member	30-04-2024		
3.	01302477	Radhakrishnan Sarathkumar Malhotra	Non-Executive, Independent Director	Member	17-10-2023		
4.	02782274	Sarvesh Dhab	Non-Executive, Independent Director	Member	17-10-2023		
5.							
6.							
7.							
8.							
9.							
10.							

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	01302477	Rajghunendra Dattatray Malhotra	Non-Executive, Independent Director	Chairperson	18-01-2019		
2.	08092096	Sujata Subhashchandra	Non-Executive, Non-Independent Director	Member	18-01-2019		
3.	07062490	Prashant Kashirop	Non-Executive, Non-Independent Director	Member	17-10-2023		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

**Other Committee**

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						

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## Annexure 1

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	<a href="#">Add</a> <a href="#">Delete</a>						
1	30-04-2024			Yes	6	5	2
2	09-05-2024	8		Yes	6	5	3
3	28-05-2024	18		Yes	6	4	1
4	10-06-2024	12		Yes	6	6	3
5	24-06-2024	13		Yes	6	5	3
6	19-07-2024	24		Yes	6	6	3
7	01-08-2024	12		Yes	6	5	2
8	11-09-2024	40		Yes	6	5	2
9	17-09-2024	5		Yes	6	6	3

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\* to be filled in only for the current quarter meetings

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory						Add Notes				
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
		Add Delete								
1	Audit Committee	30-04-2024				Yes	3	3	2	0
2	Audit Committee	24-06-2024	54			Yes	3	3	2	0
3	Audit Committee	19-07-2024	24			Yes	3	3	2	0
4	Nomination and remuneration committee	30-04-2024				Yes	3	2	2	0
5	Nomination and remuneration committee	09-05-2024	8			Yes	3	2	2	0
6	Risk Management Committee	24-06-2024	45			Yes	4	3	2	0
7	Risk Management Committee	18-09-2024	85			Yes	4	4	2	0
8	Corporate social responsibility Committee	24-06-2024				Yes	3	3	1	0

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\* to be filled in only for the current quarter meetings

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Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	<a href="#">Add Notes</a>
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
<b>Sr.</b>	<b>Date of the event</b>
	<b>Brief details of the event</b>

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>



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## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Veenu Singla
2	Designation	Chief Financial Officer

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III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report disclosed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				<a href="#">Add Notes</a>

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1	Name of signatory	Ms. Subhadra Mallinath Atanur
2	Designation	Company Secretary and Compliance Officer

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Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	<a href="#">Add Notes</a>		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
<b>(D) Additional Information</b>			<a href="#">Add Notes</a>
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to		Yes	<a href="#">Add Notes</a>
Name	Mr. Veenu Singla		
Designation	CFO		
Place	Mumbai		
Date	08-10-2024		

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### Signatory Details

Name of signatory	Ms. Subhadra Mallinath Atanur
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	08-10-2024

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