



April 17, 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 31st March, 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

Registered Office :

27BKC, Plot No. C 27, G Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051

India.

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www.kotak.com

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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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
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																									
1. Composition of Board of Directors																									
Disclosure of roles on composition of board of directors explanatory										Add Notes															
Whether the listed entity has a Regular Chairperson										No															
Whether Chairperson is related to M or CEO										No															
Disqualification of Director under section 161A of the Companies Act, 2013																									
Sr	Sl. No. / Name of the Director	PAN	DN	Category 1 of director	Category 2 of director	Category 3 of director	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 to Reg. 17(2)(c) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of re-appointment	Date of cessation	Financial director (if financial)	No. of Directorships in listed entities including the listed entity (Refer to Regulation 17A of Listing Regulations)	No. of Independent Directorships in listed entities including the listed entity (Refer to Regulation 17A(2)(b) & 17A(2)(c) of Listing Regulations)	Number of memberships in Non-Executive Director Committees (including the listed entity) (Refer to Regulation 17A(2)(d) of Listing Regulations)	No. of Chairmanships in Non-Executive Director Committees (including the listed entity) (Refer to Regulation 17A(2)(e) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DN
1	Mr. [Name]	[PAN]	[DN]	Non-Executive - Non Independent	Not Applicable		[Date]	No				Not Disqualified	No		[Date]				[Count]	[Count]	[Count]	[Count]			
2	Mr. [Name]	[PAN]	[DN]	Non-Executive - Independent	Not Applicable		[Date]	No				Not Disqualified	No		[Date]				[Count]	[Count]	[Count]	[Count]			
3	Mr. [Name]	[PAN]	[DN]	Non-Executive - Non Independent	Not Applicable		[Date]	No				Not Disqualified	No		[Date]				[Count]	[Count]	[Count]	[Count]			
4	Mr. [Name]	[PAN]	[DN]	Non-Executive - Non Independent	Not Applicable		[Date]	No				Not Disqualified	No		[Date]				[Count]	[Count]	[Count]	[Count]			
5	Mr. [Name]	[PAN]	[DN]	Non-Executive - Non Independent	Not Applicable		[Date]	No				Not Disqualified	No		[Date]				[Count]	[Count]	[Count]	[Count]			
6	Mr. [Name]	[PAN]	[DN]	Non-Executive - Independent	Not Applicable		[Date]	No				Not Disqualified	No		[Date]				[Count]	[Count]	[Count]	[Count]			

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Annexure 1

III. Composition of Committees

Disclosure of roles as composition of committees/regulatory Add Row

* In the column 'Role', use the following codes:
 1. Chair of Appointment and Date of Councils if applicable must be mandatorily filled for every Committee.
 2. Date of Appointment can be any the date between 01, 2022
 3. Date of Resignation must be the correct date only, i.e. only 1,2022 to September 30,2022

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson Yes

Sr	DIR Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	19302477	Highamenden Dattatraya Muralidhar	Non-Executive, Independent Director	Chairperson	18-01-2020		
2.	18009586	Dipti Gajathilakurthi	Non-Executive, Non-Independent Director	Member	27-04-2022		
3.	19790274	Sarjany Shah	Non-Executive, Independent Director	Member	17-01-2020		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Nomination and Remuneration Committee

Whether the Nomination and remuneration committee has a Regular Chairperson Yes

Sr	DIR Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	19302477	Highamenden Dattatraya Muralidhar	Non-Executive, Independent Director	Chairperson	18-01-2020		
2.	19790274	Sarjany Shah	Non-Executive, Independent Director	Member	17-01-2020		
3.	19790300	Parthab Venkayya	Non-Executive, Non-Independent Director	Member	14-01-2020		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Subsidiaries Relationship Committee

Whether the Subsidiaries Relationship Committee has a Regular Chairperson Yes

Sr	DIR Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	19302477	Highamenden Dattatraya Muralidhar	Non-Executive, Independent Director	Chairperson	17-01-2020		
2.	19790300	Parthab Venkayya	Non-Executive, Non-Independent Director	Member	17-01-2020		
3.	18009586	Dipti Gajathilakurthi	Non-Executive, Non-Independent Director	Member	17-01-2020		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson Yes

Sr	DIR Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	18009586	Prashant Dhanraj	Non-Executive, Non-Independent Director	Chairperson	24-06-2020		
2.	18009771	Dhish Gupta	Non-Executive, Non-Independent Director	Member	18-01-2020		
3.	19790300	Parthab Venkayya	Non-Executive, Non-Independent Director	Member	24-06-2020		
4.	19302477	Highamenden Dattatraya Muralidhar	Non-Executive, Independent Director	Member	17-01-2020		
5.	19790274	Sarjany Shah	Non-Executive, Independent Director	Member	17-01-2020		
6.							
7.							
8.							
9.							
10.							

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yes

Sr	DIR Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	19302477	Highamenden Dattatraya Muralidhar	Non-Executive, Independent Director	Chairperson	18-01-2020		
2.	18009586	Dipti Gajathilakurthi	Non-Executive, Non-Independent Director	Member	18-01-2020		
3.	19790300	Parthab Venkayya	Non-Executive, Non-Independent Director	Member	17-01-2020		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Other Committee

Sr	DIR 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.						
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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*
	Add	Delete					
1	17-10-2023			Yes	6	6	2
2	05-12-2023	48		Yes	6	6	2
3	28-12-2023	22		Yes	6	5	2
4	17-01-2024	19		Yes	6	3	1
5	15-02-2024	28		Yes	6	6	2
6	13-03-2024	26		Yes	6	4	1
7	26-03-2024	12		Yes	6	6	2

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* to be filled in only for the current quarter meetings

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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	17-10-2023				Yes	3	3	1	0
2	Audit Committee	17-01-2024	91			Yes	3	3	2	0
3	Nomination and remuneration committee	24-11-2023				Yes	3	2	1	0
4	Nomination and remuneration committee	17-01-2024	53			Yes	3	2	1	0
5	Nomination and remuneration committee	13-03-2024	55			Yes	3	3	2	0
6	Nomination and remuneration committee	26-03-2024				Yes	3	3	2	0
7	Risk Management Committee	21-12-2023				Yes	5	2	1	0
8	Risk Management Committee	26-03-2024	95			Yes	5	4	1	0
9	Corporate Social Responsibility Committee	17-01-2024				Yes	3	2	0	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	Add Notes	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

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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			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	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	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Subhadra Mallinath Atanur
2	Designation	Company Secretary and Compliance Officer

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://kidfl.kotak.com/about.html
2	Terms and conditions of appointment of independent directors	Yes		https://kidfl.kotak.com/policies.html
3	Composition of various committees of board of directors	Yes		https://kidfl.kotak.com/investors-debt-grievances.php
4	Code of conduct of board of directors and senior management personnel	Yes		https://kidfl.kotak.com/policies.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://kidfl.kotak.com/policies.html
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		https://kidfl.kotak.com/policies.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://kidfl.kotak.com/investors-debt-grievances.php
10	Email address for grievance redressal and other relevant details	Yes		https://kidfl.kotak.com/investors-debt-grievances.php
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://kidfl.kotak.com/investors-debt-grievances.php
12	Financial results	Yes		https://kidfl.kotak.com/investors-debt-grievances.php
13	Shareholding pattern	NA		
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	NA		
18	Credit rating or revision in credit rating obtained	Yes		https://kidfl.kotak.com/credit-ratings.html
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://kidfl.kotak.com/investors-debt-grievances.php
21	Materiality Policy as per Regulation 30 (4)	NA		
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA		
23	Disclosures under regulation 30(8)	NA		
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://kidfl.kotak.com/products.html
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://kidfl.kotak.com/annual-reports.html
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA		
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	NA		
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	NA	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided			Add Notes	

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Annexure II

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

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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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

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Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
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) 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			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them		0	0.00
Promoter Group or any other entity controlled by them		0	0.00
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	0.00
(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			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0.00
Promoter Group or any other entity controlled by them		0	0.00
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	0.00
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
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	Add Notes	
Name	Mr. Veenu Singla		
Designation	CFO		
Place	Mumbai		
Date	16-04-2024		

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Signatory Details

Name of signatory	Ms. Subhadra Mallinath Atanur
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	17-04-2024

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