

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (Meeting no. 01/2021-22) of the Members of KKR India Asset Finance Limited (“the Company”) will be held at shorter notice on Monday, April 19, 2021 at 2nd Floor, Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai 400 013, India at 4.00 p.m. IST through Video Conferencing (“VC”) to transact the following special business:

SPECIAL BUSINESS:**Item No. 1: Issuance of Non-Convertible Debentures on private placement basis**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, Section 71, Section 179, Section 180 and all other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) (the “Act”) and such other rules, regulations, guidelines and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to create / offer / issue / allot up to such number of redeemable non-convertible debentures (“NCDs”) through private placement, in one or more modes or combinations thereof and in one or more series or tranches, with or without security and on such terms and conditions as may be determined by the Board including but not limited to the subscriber(s) to the issue(s), the face value of NCDs to be issued, the price at which NCDs will be issued, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith and incidental thereto, such that the aggregate amount of such NCDs does not exceed INR 1,500 crore (Rupees One Thousand Five Hundred crore only), during the period of one year from the date of passing this Resolution, and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.”

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary expedient, proper or desirable to give full effect to the aforesaid resolution, in the interest of the Company and with power on behalf of the Company, and to settle all questions, difficulties or

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CIN No. U65191TN1989PLC017616

doubts that may arise in connection with the issue of NCDs under private placement at any stage without requiring the Board to secure any further consent or approval of the Members of the Company.”

By Order of the Board of Directors
For KKR India Asset Finance Limited

Sd/-
Rakesh Bajaj
Whole Time Director and Chief Financial Officer
DIN: 08957166

Registered Office: Regus Citi Centre, Level 6, 10/11
Dr. Radhakrishna Salai, Chennai 600004, Tamil Nadu, India.

Date: **April 14, 2021**
Place: **Mumbai**

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Notes:

1. In view of the outbreak of COVID 19 pandemic, the Ministry of Corporate Affairs has vide its General Circular Nos. 14/2020, 17/2020 and 39/2020 dated 8th April, 2020, 13th April, 2020 and 31st December, 2020 respectively, (collectively referred to as “MCA Circulars”) permitted the holding of this Extraordinary General Meeting (“Meeting”) through Video Conferencing / Other Audio-Visual Means (“VC/OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”) and the MCA Circulars, the Meeting of the Company is being held through VC/OAVM and the facility to attend the Meeting is made available. It would be ensured that the guidelines laid down in the said MCA Circulars as well under applicable provisions and Rules made under the Act will be adhered while dispatch of the notice to all the stakeholders and conducting this meeting through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the route map, proxy form and attendance slip are not attached to this Notice.
3. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the Meeting, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum of the meeting under Section 103 of the Companies Act, 2013.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Members desiring to inspect the documents referred to in this Notice and other statutory registers are required to send request on the Company’s email address KKRIndiaReg@kkcr.com . An extract of such documents would be sent to the Members on their registered email address.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business under Item no 1 to be transacted at the meeting, is annexed hereto and forms part of the Notice.
7. The necessary instructions to join through VC / OAVM shall be communicated by the Company to all the Participants who are attending the meeting through video conferencing and the process for dial through VC/ OAVM and password for the same will be communicated along with Notice convening this Meeting.

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8. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the EGM are requested to contact Mr. Binoy Parikh at binoy.parikh@kkcr.com / +918828019759.
9. In case of any difficulties or if you need technical assistance, please contact Mr. Mangesh Salvi at +919930161150/ mangesh.salvi@kkcr.com.
10. The meeting will be convened at short notice after obtaining consent of members as per the provisions of the Companies Act, 2013, in respect of which a format of the written consent is attached herewith.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING

In view of the funding requirements as per the business plan, the Board of Directors of the Company at its meeting held on March 19, 2021, has approved raising of funds through issuance of Non-Convertible Debenture.

Accordingly, in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company offering or making an invitation to subscribe to NCD on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations during the year.

Further, the disclosures with respect to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are mentioned below:

Particulars of the offer including the date of the passing of the Board resolution	Issuance of Non-Convertible Debentures for an amount not exceeding INR 1,500 crore (Rupees One Thousand Five Hundred crore only), in one or more tranches on private placement basis on such terms and condition as may be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) Date of Board Meeting: March 19, 2021
Kinds of securities offered	Non-Convertible Debentures
Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made	Price for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) based on the market conditions
Name and address of valuer who performed valuation	Not applicable
Amount which the company intends to raise by way of such securities	Not exceeding INR 1,500 crore (Rupees One Thousand Five Hundred crore only) on private

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	placement basis, in one or more tranches
Material terms of raising such securities	Material terms of each offer/issuance of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Proposed time schedule	Time schedule of each offer/issue of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Purpose or objects of offer	Purpose or objects of each offer/issue of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Principle terms of assets charged as securities	Principle of terms of assets being charged as securities for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)

It may be noted that the previous Special Resolution was passed by the members at an Extraordinary General Meeting held on April 17, 2020 and the period of one year expires on April 16, 2021.

In this regard, it is proposed to seek approval of the members of the Company by way of a Special Resolution for offering or making an invitation to subscribe to NCDs on a private placement basis up to an amount not exceeding INR 1,500 crore (Rupees One Thousand Five Hundred crore only) in one or more tranches for a period of one year from the date of passing of this resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in passing of the resolution set out at Item No. 1.

By Order of the Board of Directors
For KKR India Asset Finance Limited

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Sd/-
Rakesh Bajaj
Whole Time Director and Chief Financial Officer
DIN: 08957166

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Date: April 14, 2021
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Short Notice Consent Form

THE COMPANIES ACT, 2013
Consent by Shareholder for short notice
[Pursuant to proviso to Section 101(1)]

To

The Board of Directors
KKR India Asset Finance Limited
Regus CitiCentre, Level 6, 10/11
Dr. Radhakrishna Salai
Chennai - 600004

I/We, [●], with PAN/ registration number [●], having our address/ office at [●], holding [●] shares of INR [●] each (constituting [●]% of the share capital) in the Company in my/our own name, hereby give consent, pursuant to Section 101(1) and other applicable provisions of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting of the Company on [] and/or at any adjournment thereof at short notice.

For [●]

Signature:
Name: [●]

Dated this [●] day of [●], 2021

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