

March 6, 2023

To,

**BSE LIMITED**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai 400 001**

**Scrip Code: 973196**  
**ISIN number: INE169Q07026**

Ma'am / Dear sir,

**Ref:**

- 1. Issue of 300 (Three hundred) rated, secured, listed, redeemable, non-convertible debentures of a face value of Rs. 1,00,00,000 (Rupees one crore) each and aggregating up to Rs. 300,00,00,000 (Rupees three hundred crore) each issued by KKR India Asset Finance Limited ("Company") under the debenture trust deed dated May 13, 2021 ("Debenture Trust Deed") between the Company as the issuer and Catalyst Trusteeship Limited as the debenture trustee ("Trustee"), out of which 225 (two hundred and twenty-five) debentures ("Debentures") were allotted on May 19, 2021**
- 2. Regulation 50(2)(b), Regulation 51(2) read with Schedule III - Part B and Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), Companies Act, 2013 and the rules made thereunder, and other applicable provisions of the aforesaid and other applicable laws**
- 3. Clause 9.1, paragraphs 3, 23 and 24 of the Third Schedule and other applicable provisions of the Debenture Trust Deed, as amended from time to time, and other documents executed in connection therewith (collectively, "Transaction Documents")**

**AND**

**Sub: Notice of meeting of the Debenture Holders for early redemption of the Debentures and amendment or modification of the terms of the Debentures**

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1. As you are aware, the Company had issued and allotted the captioned Debentures on a private placement basis on May 19, 2021 pursuant to the Debenture Trust Deed and the other Transaction Documents. The captioned Debentures were then admitted to dealing on BSE Limited on May 21, 2021. Capitalised terms used herein but not defined shall have the meanings ascribed to such terms in the Debenture Trust Deed.
  2. As you are also aware, we had, *vide* our notice dated January 24, 2023, communicated that the Company proposes to redeem the captioned Debentures in full, prior to the Final Redemption Date, and for this purpose, proposes to amend or modify the terms of the Debentures pursuant to which the Company will redeem the Debentures in full, prior to the Final Redemption Date. Further, we had, *vide* our notice dated February 10, 2023 communicated that the board of directors of the Company met on February 10, 2023 and approved the early redemption of the

KKR India Asset Finance Limited

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CIN No. U65191TN1989PLC017616

captioned Debentures issued by the Company and the consequent amendment or modification of the terms of the Debentures (as may be mutually decided between the Company and the Majority Debenture Holders).

3. Under paragraphs 23 and 24 of the Third Schedule of the Debenture Trust Deed, the Company is required to obtain the consent of the Majority Debenture Holders in a duly convened meeting of the Debenture Holders for the aforesaid early redemption of, and amendment of the terms of, the Debentures. Further, under paragraph 3(i) of the Third Schedule of the Debenture Trust Deed, a meeting of the Debenture Holders may be called by giving a notice of not less than twenty-one days. However, under paragraph 3(ii) of the Third Schedule of the Debenture Trust Deed, such meeting may also be called at a shorter notice with the consent of the Majority Debenture Holders. Further, under clause 9.1 of the Debenture Trust Deed, any waiver under the terms of the Transaction Documents requires the written consent of the Majority Debenture Holders.
  
4. In light of the aforesaid and pursuant to the aforesaid provisions of the LODR Regulations, the Companies Act, 2013 and the rules made thereunder, and other applicable provisions of the aforesaid and other applicable laws and the Debenture Trust Deed and other Transaction Documents, the Company hereby informs you that, the consent of the Majority Debenture Holders was sought for the early redemption of the Debentures and amendment or modification of the terms of the Debentures, for which a waiver has been granted by the Majority Debenture Holders, in terms of the Transaction Documents, from holding a meeting of the Debenture Holders, and consent, by way of letter dated March 6, 2023 has been granted by the Majority Debenture Holders for the early redemption of the Debentures and amendment or modification of the terms of the Debentures.

Yours faithfully,

Signed and delivered for and on behalf of  
**KKR India Asset Finance Limited**

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**Rakesh Bajaj**  
**Managing Director and Chief Financial Officer**  
DIN: 08957166

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