

**Minutes of the Extraordinary General Meeting (Meeting no. 01/2023-24) of the Members of KKR India Asset Finance Limited held on Monday, July 31, 2023 at 4:30 p.m. IST at a shorter notice through video conferencing and concluded at 4.45 p.m. IST**

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**Attendance:**

1.	Mr. Jin Rong Tang	Authorized representative of KKR India Asset Investments Pte. Ltd.
2.	Mr. Shashank Khade	Authorized representative of NRJN Family Trust
3.	Mr. Anil Nagu	Authorized representative of KKR India Advisors Private Limited (Nominee shareholder on behalf of KKR India Asset Investments Pte. Ltd.)
4.	Mr. Rakesh Bajaj	Nominee shareholder on behalf of KKR India Asset Investments Pte. Ltd. and Managing Director & Chief Financial Officer of the Company
5.	Mr. Bhavi Sanghvi	Nominee shareholder on behalf of KKR India Asset Investments Pte. Ltd.
6.	Ms. Farida Karanjia	Nominee shareholder on behalf of KKR India Asset Investments Pte. Ltd.
7.	Mr. Karthik Krishna	Independent Director
8.	Mr. Irfan Sayed	Authorized representatives of M/s CNK, Chartered Accountants - Statutory Auditors of the Company
9.	Mr. Binoy Parikh	KKR India- Legal & Compliance
10.	Ms. Priya Telang	Company Secretary

**Chairman of the meeting:**

The Members present elected Mr. Rakesh Bajaj as the Chairman of the meeting.

Mr. Rakesh Bajaj presided over the Meeting and welcomed all the Shareholders, Directors, Special Invitees and Statutory Auditors at the Extra-Ordinary General Meeting (Meeting no. 01/2023-24) of KKR India Asset Finance Limited (Meeting) as conducted at a shorter notice through video conferencing.

The facility to join the EGM was kept open from 04.15 P.M. and closed 04.45 P.M. on the conclusion of the meeting.

A roll call was taken for the Shareholders, Directors, Special Invitees and Statutory Auditors participating through Video Conferencing and they confirmed their Name, Location, Number of Shares held by them and receipt of Agenda for the Meeting and also confirmed that no other person was attending and/or had access to the proceedings of the meeting from their locations mentioned below:

<b>Name of the Director/Invitee/Auditors</b>	<b>Mode</b>	<b>Location</b>
Mr. Jin Rong Tang	Videoconference	Singapore
Mr. Shashank Khade	Videoconference	Mumbai
Mr. Anil Nagu	Videoconference	Mumbai
Mr. Rakesh Bajaj	Videoconference	Mumbai
Ms. Bhavi Sanghvi	Videoconference	Mumbai
Ms. Farida Karanjia	Videoconference	Gurugram

Mr. Karthik Krishna	Videoconference	Chennai
Mr. Irfan Sayed	Videoconference	Mumbai
Mr. Binoy Parikh	Videoconference	Mumbai
Ms. Priya Telang	Videoconference	Mumbai

Basis the roll call taken, the Chairman confirmed the presence of the requisite quorum and called the meeting to order.

The Chairman informed the Members that Ms. Anita Arjundas (Independent Director) of the Company could not attend the meeting due to other commitments.

#### **Statutory Registers:**

The Chairman informed that the documents referred in the Notice of the Meeting and other Statutory Registers of the Company are available for inspection of the Members and they may access the information by writing to the secretarial team of the Company and an extract of such documents would be sent to that Member on their registered email address.

#### **Notice**

The Notice convening the meeting was considered as read by the Members.

The Chairman informed the Members that consent to hold this meeting at a shorter notice were received from all the Members.

#### **Voting at the Meeting**

The Chairman informed the Members that the voting on any matter shall be decided first by show of hands. However, if any member is requesting for poll, then matters will be decided by conducting the poll. In case of show of hands, all members have to raise their hands and say "YES" or "NO", for expressing their consent/dissent while passing of the resolutions set out in the Notice of Meeting. In case of poll, the members shall send their decision through email to the email id as provided in the notice of the Meeting.

On consent of the Members, the following agenda items were taken as per the Notice dated July 27, 2023 convening the Meeting for consideration.

#### **Special Business:**

##### **Item no. 1 - Approval for conversion of the Company from Public Limited to Private Limited**

Mr. Rakesh Bajaj proposed and Mr. Anil Nagu seconded the agenda item for changing the constitution of the Company from that of a Public Limited Company to that of a Private Limited Company by way of Special Resolution as mentioned in the notice of Meeting.

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 14, 18 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and subject to the approval, permissions or sanctions from the Regional Director and other relevant regulatory/statutory authorities as may be considered necessary, the consent of the Members be and is hereby accorded for conversion of the Company from 'Public Limited' to 'Private Limited' and consequently the name of the company be changed from 'KKR INDIA ASSET FINANCE LIMITED' to 'KKR INDIA ASSET FINANCE PRIVATE LIMITED' by inserting the word "PRIVATE" before the word "LIMITED".

**RESOLVED FURTHER THAT** each of the Director of the Company or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things which may be required to give effect to this resolution"

The Special Resolution was put to vote by show of hands and the same was approved by the Members unanimously.

**Item no. 2 - Alteration of the Name Clause contained in the Memorandum of Association**

Mr. Rakesh Bajaj proposed and Mr. Anil Nagu seconded the agenda item for alteration of the Name Clause contained in the Memorandum of Association by way of Special Resolution as mentioned in the notice of Meeting.

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and subject to the approval, permissions or sanctions from the Regional Director and other relevant regulatory/statutory authorities as may be considered necessary, the consent of the Members be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause:

“The Name of the Company is KKR INDIA ASSET FINANCE PRIVATE LIMITED.”

**RESOLVED FURTHER THAT** each of the Director of the Company or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things which may be required to give effect to this resolution”

The Special Resolution was put to vote by show of hands and the same was approved by the Members unanimously.

**Item No. 3 – Adoption of the amended and restated Articles of Association of the Company**

Mr. Rakesh Bajaj proposed and Mr. Anil Nagu seconded the agenda item for adoption of the amended and restated Articles of Association of the Company by way of Special Resolution as mentioned in the notice of Meeting.

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time and subject to the approval, permissions or sanctions from the Regional Director and other relevant regulatory/statutory authorities as may be considered necessary, the consent of the Members be and is hereby accorded to adopt the amended and restated of Articles of Association of the Company in place of the existing Articles of Association of the Company altered to be in conformity with the provisions of the Companies Act, 2013 relating to a private limited, as circulated with the Notice.”

**RESOLVED FURTHER THAT** each of the Director of the Company or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things which may be required to give effect to this resolution”

The Special Resolution was put to vote by show of hands and the same was approved by the Members unanimously.

**Vote of thanks**

The Chairman thanked all the Members, Directors, Statutory Auditors and Special Invitees for participating in this Meeting. The meeting was concluded at 4.45 p.m.

**Place:**

**Date:**

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**Chairman**