

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting (Meeting no. 01/2023-24) ("Meeting") of the Members of KKR India Asset Finance Limited ("the Company") will be held at a short notice on Monday, July 31, 2023 at 4.30 p.m. IST through Video Conferencing/Other Audio Visual Means ("VC/OAVM") to transact the following businesses:

**Special business:**

**Item No. 1 – Approval for conversion of the Company from Public Limited to Private Limited**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**"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"

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

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**"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"

KKR India Asset Finance Limited

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Corporate Office: 2nd Floor, Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam Road,  
Lower Parel (W), Mumbai 400 013, India  
Registered Office: Regus Citi Centre, Level 6, 10/ 11 Dr. Radhakrishna Salai, Chennai,  
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CIN U65191TN1989PLC017616

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

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**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”

**By order of the Board of Directors  
For KKR India Assets Finance Limited**

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

**Registered Office:  
KKR India Asset Finance Limited  
Regus Citi Centre, Level 6, 10/11 Dr. Radhakrishna Salai  
Chennai 600004, Tamil Nadu, India  
CIN: U65191TN1989PLC017616  
Tel: +91.22.4355.1300  
Email: [kkrindia@kk.com](mailto:kkrindia@kk.com)  
Website: [www.kkr.com/renbfc](http://www.kkr.com/renbfc)  
July 27, 2023, Mumbai**

KKR India Asset Finance Limited

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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 dated December 28, 2022 read with Circular dated May 05, 2022, December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 04, 2020 and April 08, 2020 (collectively referred to as "MCA Circulars") permitted the holding of this Extra-ordinary 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 Meeting 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@kk.com](mailto:KKRIndiaReg@kk.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 special business under Item no 1 to 3 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.
8. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the Meeting are requested to contact Mr. Binoy Parikh at [binoy.parikh@kk.com](mailto:binoy.parikh@kk.com) / +91 8828019759.
9. In case of any difficulties or if you need technical assistance, please contact Mr. Mangesh Salvi at +91 9930161150/ [mangesh.salvi@kk.com](mailto:mangesh.salvi@kk.com).
10. The meeting will be convened at short notice after obtaining consent of members as per the provisions of the Companies Act, 2013.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS****Item no. 1 - Approval for conversion of the Company from Public Limited to Private Limited**

The Board of Director in their meeting held on February 10, 2023 had resolved that the Company shall focus on monetization of assets for achieving a debt free balance sheet. Further the Company has taken a strategic decision of not extending new loans with the exception of already approved and committed lines, and any change in this decision would be subject to the approval of the Board.

In line with the future plans of the Company and subject to the approval, permissions or sanctions from the Regional Director, other relevant regulatory/statutory authorities as may be considered necessary and shareholders of the Company in General meeting, the Board of Directors in their meeting held on May 10, 2023 approved the proposal of changing the constitution of the Company from that of a Public Limited Company to that of a Private Limited Company.

As per the provisions of the Companies Act, 2013, the consent of the Shareholders by way of special resolution is required for changing the constitution of the Company from that of a Public Limited Company to that of a Private Limited Company.

The Board recommends the Special Resolution as set forth in Item no. 1 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, is interested in or concerned with the resolution in Item no. 1.

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

In line with the future plans of the Company and subject to the approval, permissions or sanctions from the Regional Director, other relevant regulatory/statutory authorities as may be considered necessary and shareholders of the Company in General meeting, the Board of Directors in their meeting held on May 10, 2023 approved the proposal of changing the constitution of the Company from that of a Public Limited Company to that of a Private Limited Company and for alteration of the Name Clause contained in the Memorandum of Association.

The Shareholders are requested to note that the conversion of the Company to a Private Limited Company will result in amending the name clause of the Memorandum of the Association of the Company since the name of the Company will change from 'KKR INDIA ASSET FINANCE LIMITED' to 'KKR INDIA ASSET FINANCE PRIVATE LIMITED' by inserting the word "PRIVATE", which was approved by the Board at their meeting held on May 10, 2023.

In terms of Section 13 of the Companies Act, 2013, the consent of the Shareholders by way of special resolution is required for amendment of the Memorandum of Association of the Company.

The Board recommends the Special Resolution as set forth in Item no. 2 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, is interested in or concerned with the resolution in Item no. 2.

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

In line with the future plans of the Company and subject to the approval, permissions or sanctions from the Regional Director, other relevant regulatory/statutory authorities as may be considered necessary and shareholders of the Company in General meeting, the Board of Directors in their meeting held on May 10, 2023 approved the proposal of changing the constitution of the Company from that of a Public Limited Company to that of a Private Limited Company and for adoption of the amended and restated Articles of Association of the Company.

The Shareholders are requested to note that the Company is required to adopt the amended and restated 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 (Act) relating to a private limited, which was approved by the Board at their meeting held on May 10, 2023.

In terms of section 14 of the Companies Act, 2013, the consent of the Shareholders by way of special resolution is required for adoption of amended and restated Articles of Association of the Company.

The Board recommends the Special Resolution as set forth in Item no. 3 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, is interested in or concerned with the resolution in Item no. 3.

**By order of the Board of Directors  
For KKR India Assets Finance Limited**

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

**Registered Office:  
KKR India Asset Finance Limited  
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July 27, 2023, Mumbai**

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