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NOTICE

NOTICE is hereby given that the 01/2018-19 Extra Ordinary General Meeting ("EGM")of the members of Ess Kay Fincorp Limited (Erstwhile Ess Kay Auto Finance Private Limited) will be held on shorter notice on Tuesday, 19th June, 2018 at 09.30 A.M. at 202, Second Floor, Adarsh Plaza, Khasa Kothi Circle, Jaipur - 302001(Rajasthan) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 01: TO AUTHORIZE THE BOARD OF DIRECTORS WITH RESPECT TO INCREASE IN THE BORROWING POWER OF THE BOARD OF DIRECTORS OF THE COMPANY FROM INR 1500 CRORES TO INR 2500 CRORE U/S 180(1)(c) OF THE COMPANIES ACT, 2013:

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

"**RESOLVED THAT** in supersession of the resolution by the members of the Company on 12th June, 2017 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force) and the relevant provisions of the Articles of Association, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to borrow from time to time any money(ies) in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade (receivables), deposits or other security as they deem requisite for the purpose of the business of the Company, upto an amount of INR 2500 Crores (Indian Rupees Two Thousand Five Hundred Crores only) notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) would exceed the aggregate of paid-up

For ESS KAY FINCORP LIMITED

Company Secretary

share capital, free reserves and securities premium of the Company that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money not exceeding INR 2500 Crores (Indian Rupees Two Thousand Five Hundred Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures (including debt in nature of Debenture) or other Securities or Term Loans, Money Market Instruments, Commercial Papers and other like facilities in form of debt from Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto including delegating its powers under the resolution to give effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO. 02: TO AUTHORISE THE BOARD OF DIRECTORS TO SELL, MORTGAGE, CREATE CHARGE ON ALL OR ANY OF THE ASSETS OF THE COMPANY U/S 180(1)(a) OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution **as a Special resolution.**

"**RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company at 23rd Annual General Meeting on 12th June, 2017and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the relevant provisions of the Articles of Association, and guidelines issued by the Reserve Bank of India and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to

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Company Secretary

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delegate such authority to any person or persons) to sell, mortgage, create charge from time to time, on movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company from any lender including without limitation, any bank, financial or other institutions, nonresident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/or Mutual Funds and/or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities and/or any other person(s) or institution(s) providing finance (for own lending purpose or repayment or loans or general corporate requirements) or in favour of trustees for debenture holders that may be appointed here after, as security for the debentures/bonds that may be issued by the Company and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company to the said lender(s) and/or for the purpose ofsecuring the securities (comprising of fully/partly convertible and/or non-convertible debenture and/or any other debt instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer /assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees /lenders, up to an amount not exceeding INR 2500 Crores (Indian Rupees Two Thousand Five Hundred Crores only) at any point of time."

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank exclusive/prior/paripassu/subsequent with/to the hypothecation/mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the above mentioned purpose, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including power(s) of attorney in favour of all or any of the persons, firms, bodies corporate, banks, financial institutions, trustees, as and by way of security for the due repayment of the sums of money

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together with interest or other money(ies) due thereon, if any, already borrowed or to be borrowed by the Company there from shall be within the overall limits of the borrowing powers of the Board of Directors of the Company as determined from time to time by the shareholders pursuant to Section 180(1)(c) of the Companies Act, 2013".

ITEM NO. 03: TO AUTHORISE BOARD FOR ISSUANCE OF NON - CONVERTIBLE DEBENTURES, IN ONE OR MORE TRANCHES FOR ONE YEAR, i.e. UPTO 18TH JUNE, 2019

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with The Companies (Share Capital and Debentures) Rules, 2014 and The Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and pursuant to guidelines issued by the Reserve Bank of India and pursuant to Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2014 as amended from time to time and in supersession of the earlier resolution(s) passed at the Twenty Third Annual General Meeting of the Company held on 12th June, 2017, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ("NCDs") on private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amount at any time during the period shall not exceed INR 1000 crores (Indian Rupees One Thousand Crores Only) within the overall borrowing limits of the Company.

"**RESOLVED FURTHER THAT** pursuant to Section 180 (1)(a) of the Companies Act, 2013 and all other provisions of applicable law, if any, the consent of the shareholders be and is hereby accorded to the Board for the creation of such charges by way of hypothecation, in addition to the existing charges by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of the Lending

For ESS KAY FINCORP LIMITED

Company Secretary

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Agencies or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure such NCDs, wherever required, of an aggregate value not exceeding INR 1000 crores (Indian Rupees One Thousand Crores Only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the said issuance of NCDs.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs/bonds/other instruments, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

Place: Jaipur
Date: 16th June, 2018

By Order of the Board of Directors
For Ess Kay Fincorp Limited
(Erstwhile Ess Kay Auto Finance Private Limited)

For ESS KAY FINCORP LIMITED

Anagha

Company Secretary

Anagha Bangur
Company Secretary
Membership No. 31267

Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PLC009051

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NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the special business is annexed hereto.
2. **A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Proxy forms in order to be effective should be duly stamped, filled, signed and should be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. In case the shareholders' have any query relating to the Resolution or about the operations of the Company, you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 48 hrs before the date of EGM so that the information can be made available at the meeting.
4. Members/proxies attending the meeting should bring the attendance slip duly filled for attending the EGM.
5. Members are requested to:

a) Notify the change in address if any, with Pin Code numbers immediately to the Company.

b) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent ('RTA').

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.

For ESS KAY FINCORP LIMITED

Company Secretary

ESS KAY FINCORP LIMITED
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7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the EGM.

8. All the documents referred to in the Notice and explanatory statements are open for inspection at the Registered Office of the Company on all working days from 10:00 A.M. to 05:00 P.M. upto the date of EGM.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

10. The Members may contact their respective depository participants for making nominations as permitted under Section 72 of the Companies Act, 2013.

11. Members are requested to address all their correspondence including demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's RTA:-

    Registrar & Securities Transfer Agent:

    Bigshare Services Private Limited
    E-2/3, Ansa Industrial Estate Saki Vihar Road
    Saki Naka Andheri (East) Mumbai 400 072
    Mail ID:-babu@bigshareonline.com
    Contact: 022 4043 0289

12. The Notice of EGM will be displayed on the website of the Company at http://www.skfin.in/index.php and the other requirements as applicable will be duly complied with.

For ESS KAY FINCORP LIMITED

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13. The Members who have not registered their email address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. For any communication, the shareholders may also send requests to the Company Secretary at [anagha.bangur@skfin.in].

14. The route map showing the direction to reach the venue of EGM is attached at the end of the Report.

Place: Jaipur
Date: 16th June, 2018

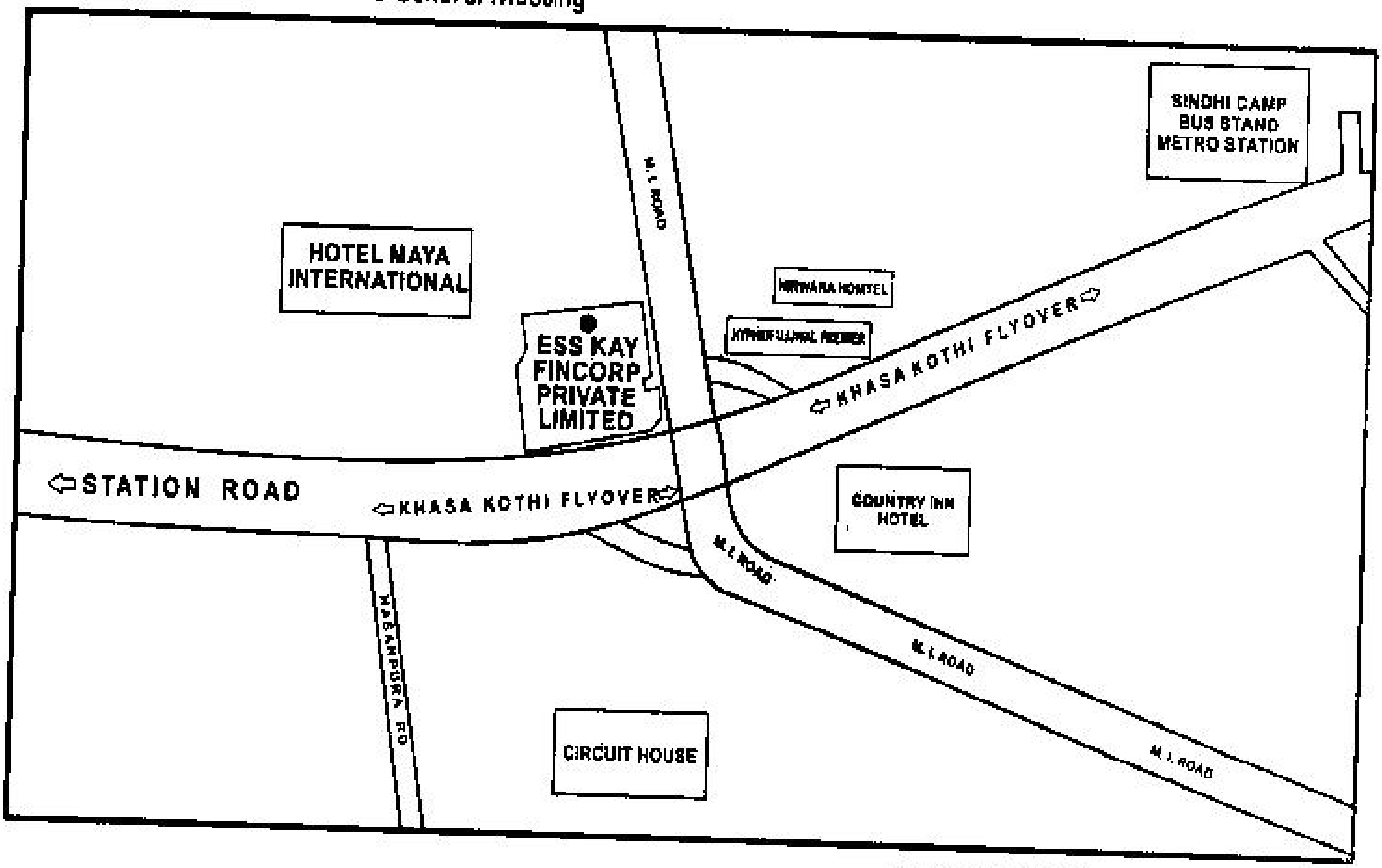
By Order of the Board of Directors
For Ess Kay Fincorp Limited
(Erstwhile Ess Kay Auto Finance Private Limited)

Company Secretary

Anagha Bangur
Company Secretary
Membership No. 31267

ROUTE MAP TO THE VENUE OF EGM

Route map for the venue of the General Meeting



ESS KAY FINCORP LTD.

For ESS KAY FINCORP LIMITED

Company Secretary

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THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013

The Following Statements sets out all material facts relating to the Special Business mentioned in the Accompanying Notice:

ITEM NO. 01 & 02

The Members of the Company had, in 23rd AGM dated 12th June, 2017 authorized the Board of Directors(which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company assecurity in favour of lending agencies for a sum not exceeding INR 1500 (Rupees One thousand and Five Hundred Crores only), overa nd above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Standard market terms of long term or short term/ debt finance include conditions to secure their financial assistance provided to the company, therefore, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers, Financial Institutions, Trustees etc. in the ordinary course of business)

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits to a sum not exceeding INR 2500 (Indian Rupees Two Thousand Five Hundred Crores only) under the provisions of Section 180(1)(c) & Section180(1)(a) of the Companies Act, 2013 (the "Act") and guidelines issued by the Reserve Bank of India. The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

For ESS KAY FINCORP LIMITED

Company Secretary

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In view of the overall increase in the business activities of the Company i.e., expected loan book size and considering the net owned funds and additional working capital requirements, it is considered desirable to increase the Company's existing borrowing limit of INR 1500 (Rupees One thousand and Five Hundred Crores only) to exceeding INR 2500 (Rupees Two Thousand Five Hundred Crores only).

In order to comply with the requirements under Section 180(1)(c) &Section 180(1)(a) of the Companies Act, 2013, consent of the members is sought through the resolution(s) proposed at Item No.01 & 02 by way of special resolution to enable the Board of Directors of the Company to borrow moneys upto a sum of INR 2500 (Rupees Two Thousand Five Hundred Crores only). The above proposals are in the interest of the Company and the Board of Directors recommends the resolutions as set out at Item Nos. 1 & 2 of this Notice for the approval of the Members as Special resolutions.

None of the Director or any key managerial personnel or the relatives of the directors or key managerial personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 03

Members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and guidelines issued by the Reserve Bank of India, a company shall not make private placement of its securities (including Non-Convertible Debentures), unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by way of special resolution, for each of the offers or invitations and in case of offer or invitation for Non-Convertible Debentures (NCDs), it shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitations for issue of such NCDs, during a year from the date of passing of the shareholders resolution.

Members are requested to note that in compliance with the above, Members of the Company at their Annual General Meeting held on 12th June, 2017, accorded their approval for issue of NCDs under private placement basis, during the period of one year, for an aggregate principal amount not exceeding INR 750 Crores (Rupees Seven Hundred and Fifty Crores). The said approval by the Members of the Company would expire on 11th June, 2018. Members are requested to note that it is proposed to obtain the approval of Members of the Company at this

For ESS KAY FINCORP LIMITED

Company Secretary

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EGM for issue of NCDs under private placement, in one or more tranches, for an amount not exceeding INR 1,000 crores (Rupees One Thousand Crores), during the period of one year from the date of this EGM.

The Board recommends the resolution set out at Item No. 03 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 03 of the EGM Notice, except to the extent of any charge / security that may be created by the Company in favour of any entity in which any of the Director(s) or other Key Managerial Personnel of the Company or their relatives may be associated in any capacity.

Place: Jaipur
Date: 16th June, 2018

By Order of the Board of Directors
For Ess Kay Fincorp Limited
(Erstwhile Ess Kay Auto Finance Private Limited)

For ESS KAY FINCORP LIMITED
Company Secretary

Anagha Bangur
Company Secretary
Membership No. 31267

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