PRIVATE & CONFIDENTIAL

ESS KAY FINCORP LIMITED

(FORMERLY ESS KAY AUTO FINANCE PRIVATE LIMITED

REG.OFFICE: G-1 & 2, NEW MARKET, KHASA KOTHI, JAIPUR 302001

CIN NO: U65923RJ1994PLC009051

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **04/2018-19** Extra-Ordinary General Meeting ("**EGM**") of the members of Ess Kay Fincorp Limited (Erstwhile Ess Kay Auto Finance Private Limited) ("**The Company**") will be held at shorter notice on Wednesday, 31st October, 2018 at 06:00 PM at 202, Second Floor, Adarsh Plaza, Khasa Kothi Circle, Jaipur – 302001 (Rajasthan) to transact the following businesses:

This notice of meeting is given pursuant to Section 101 of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) in accordance with the Articles of Association of the Company.

SPECIAL BUSINESS:

ITEM NO. 1: ADOPTION OF RESTATED ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to provisions of Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant provisions of the Companies (Management and Administration) Rules, 2014 and other relevant circulars, notifications thereunder (as amended, modified and restated from time to time), consent of members of the company be and is hereby accorded that the regulations contained in the existing Articles of Association of the Company be and are hereby replaced by new set of Regulations of Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing this resolution.`

RESOLVED FURTHER THAT the Board of Directors of the Company and Ms. Anagha Bangur, the Company Secretary of the Company be and is hereby severally authorized to take all such steps and actions for the purposes of making relevant filings and registration, if any required, including filings to be made with the Registrar of Companies, in relation to the aforesaid adoption of the restated articles of association of the Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors or Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

ITEM NO. 2: APPOINTMENT OF GAURAV TREHAN (DIN: 03467781) AS DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Section 161, Section 152 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules, circulars, notifications thereunder (as amended, modified and restated from time to time), the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the applicable clauses of the Investment Agreement dated October 23, 2018 executed amongst the Company, Norwest Venture Partners X – Mauritius, Evolvence Coinvest I, TPG Growth IV SF Pte. Ltd. and Mr. Rajendra Kumar Setia, the members of the Company hereby approve the regularization of Mr. Gaurav Trehan (DIN: 03467781) as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and Ms. Anagha Bangur, the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including but not limited to filing relevant forms with the Registrar of Companies.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors or Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

ITEM NO. 03:-APPROVAL TO MODIFY THE ESSKAY EMPLOYEE STOCK OPTION PLAN 2018

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

"**RESOLVED THAT** pursuant to earlier approval granted at 24th Annual General Meeting on 11th September, 2018 and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) the provisions of Articles of Association of the Company, and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include the Nomination and Remuneration Committee or any other Committee of the Company constituted by the Board to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other persons who may be authorized by the Board or the Nomination and Remuneration Committee in this regard), consent of the Shareholders of the Company ("Shareholders") be and is hereby accorded to modify the "Esskay Employees Stock Option Plan 2018" in following manner:

Clause 3.1.(l)shall be

*"**Eligible Employee**" means those Employees who qualify for the issuance of Options under this Plan and the Act. Such an Employee shall have been employed with the Company and shall: (i) be a head office employee at manager level and above; or (ii) be a collection manager and above in medium sized and large sized branches; or (iii) be a branch manager and sales employee level and above; and/or (iv) fulfill any other criteria as set forth by the Administrator from time to time.*

Clause 7.4.(a) shall be
Tranche 1 comprising of 25% (twenty five percent) of the total number of Options granted shall vest upon expiry of the 18th (Eightieth) month from the Grant Date.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the modified Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary, being incidental to the effective implementation and administration of Modified ESOP 2018 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if required.

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

Anagha Bangur
Company Secretary
Place: Jaipur
Date: 31st October, 2018

Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PLC009051
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 (forty eight) hours 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.

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:

    Karvy Computershare Pvt. Ltd.
    305, New Delhi House,
    27, Barakhamba Road, New Delhi 110 001
    Contact Person: John Mathew
    P: +91 011 43681700/43681702/9873886235
    EMAIL ID: john.mathew@karvy.com

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.

13. The EGM is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the members of the Company, pursuant to the provisions of Section 101 of the Act.

14. 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].

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

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

Sd/-
Anagha Bangur
Company Secretary
Membership No. 31267
Date: 31st October, 2018
Place: Jaipur

ESS KAY FINCORP LIMITED

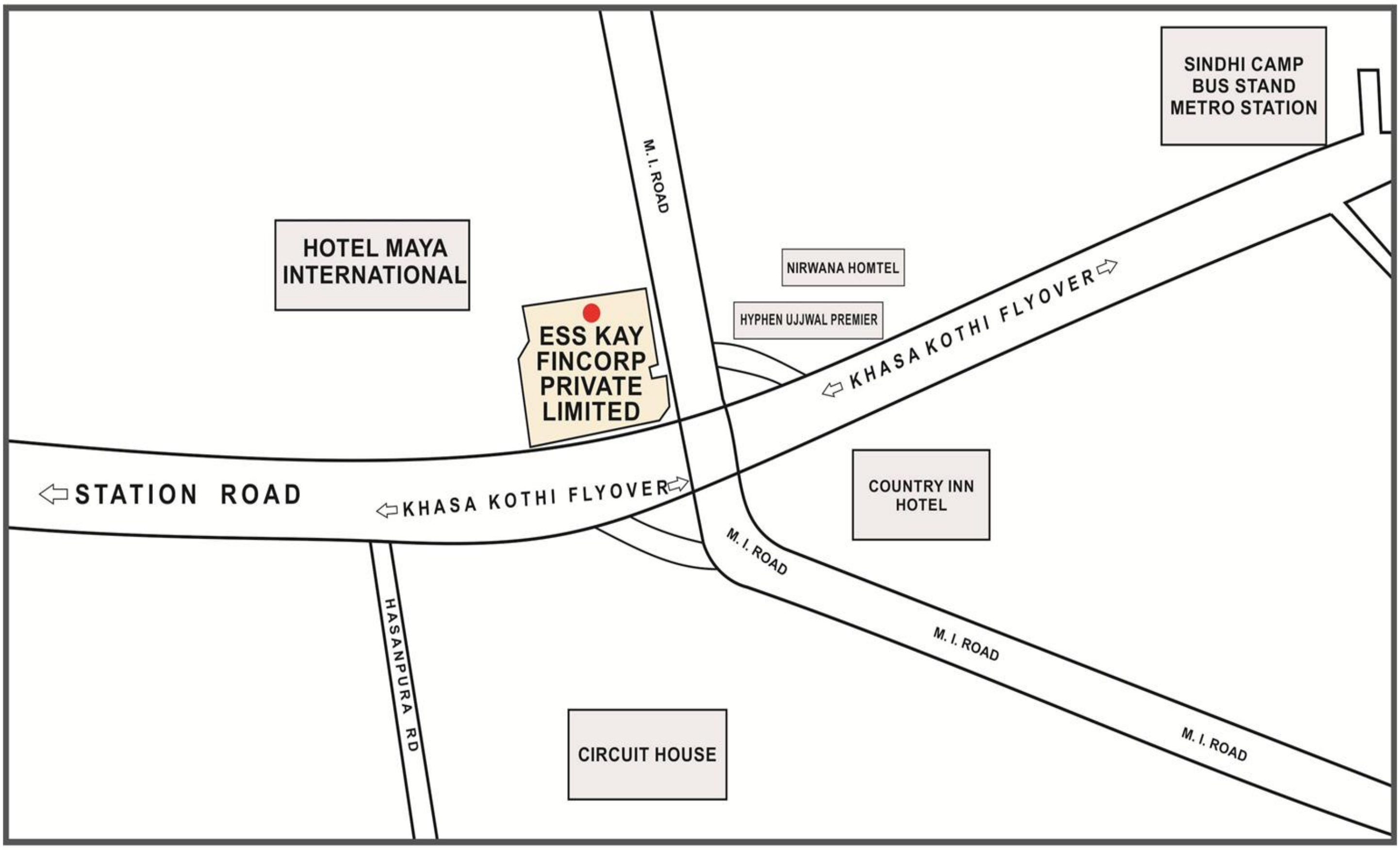
(FORMERLY ESS KAY AUTO FINANCE PRIVATE LIMITED

REG.OFFICE: G-1 & 2, NEW MARKET, KHASA KOTHI, JAIPUR 302001

CIN NO: U65923RJ1994PLC009051

ROUTE MAP TO THE VENUE OF EGM

Route map for the venue of the General Meeting



ESS KAY FINCORP LTD.

EXPLANATORY STATEMENT UNDER 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.1

The Company has entered into an Investment Agreement dated October 23, 2018 with Norwest Venture Partners X – Mauritius, Evolvence Coinvest I, TPG Growth IV SF Pte. Ltd. and Mr. Rajendra Kumar Setia, pursuant to which it is required to amend the Articles of Association of the Company in consonance with the applicable clauses of the Restated and Amended Shareholders' Agreement dated October 23, 2018 executed amongst the Company, Norwest Venture Partners X – Mauritius, Karma Holdings Mauritius Limited, Baring Private Equity India AIF, Evolvence Coinvest I, TPG Growth IV SF Pte. Ltd. and Mr. Rajendra Kumar Setia ("**Amended and Restated Articles of Association**").

As per Section 14 of the Companies Act, 2013, approval of the members of the Company by special resolution is necessary to alter the Articles of Association of the Company. Accordingly, it is proposed that the shareholders of the Company may adopt the Amended and Restated Articles of Association of the Company.

The Board of Directors accordingly recommend the resolutions set out at Item No. 1 of the accompanying notice as a Special Resolution.

None of the Directors and key managerial personnel of the Company including their relatives are, directly/indirectly, interested (financial or otherwise) in the proposed resolution, except to the extent of their shareholding in the Company.

In view of above, the Board of Directors of the Company recommends the passing of the resolution set out at Agenda No. 1 as a Special Resolution.

A copy of the Amended and Restated Articles of Association of the Company shall be available for inspection at the registered office of the Company, during business hours on all working days, and will also be available for inspection at the meeting.

ITEM NO. 2:

The Company has entered into an Investment Agreement dated October 23, 2018 with Norwest Venture Partners X – Mauritius, Evolvence Coinvest I, TPG Growth IV SF Pte. Ltd. and Mr. Rajendra Kumar Setia, pursuant to which the Board was required to appoint Mr. Gaurav Trehan as an additional director and for his appointment to be regularized at the ensuing extra-ordinary general meeting of the Company.

Mr. Gaurav Trehan was appointed as an additional director by the Board of Directors of the Company at its meeting held on October 31, 2018. The Board of Directors has recommended the regularization of Mr. Mr. Gaurav Trehan as a director of the Company.

The Company has received from Mr. Gaurav Trehan (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company. Section 152 of Companies Act, 2013 requires approval of the members of the Company by way of ordinary resolution passed at a general meeting in order to appoint a director. The Board of Directors recommends the passing of the resolution set out at Agenda No. 2 as an ordinary resolution.

The brief profile of Mr. Gaurav Trehan in terms of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India have been provided as Annexure 1 to this Notice.

None of the Directors and key managerial personnel of the Company including their relatives are, directly/indirectly, interested (financial or otherwise) in the proposed resolution, except to the extent of their shareholding in the Company.

ITEM NO. 02

The Members of the Company has adopted Esskay Employees Stock Option Plan 2018 on 11th September, 2018, in line with recommendations provided by the Board of Directors. Now Board of Directors of the Company are in opinion to modify the ESOP 2018 by giving following amendments:

Clause 3.1.(l)shall be

*"**Eligible Employee**" means those Employees who qualify for the issuance of Options under this Plan and the Act. Such an Employee shall have been employed with the Company and shall: (i) be a head office employee at manager level and above; or (ii) be a collection manager and above in medium sized and large sized branches; or (iii) be a branch manager and sales employee level and above; and/or (iv) fulfill any other criteria as set forth by the Administrator from time to time.*

Clause 7.4.(a) shall be
Tranche 1 comprising of 25% (twenty five percent) of the total number of Options granted shall vest upon expiry of the 18th (Eightieth) month from the Grant Date.

Consequently, it is proposed to amend the existing Esskay Employees Stock Option Plan 2018 of the Company

The Directors accordingly recommend the resolution as set out in Item No. 02 for your approval as a Special resolution. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice except to the extent of their individual shareholding in the Company.

A copy of the Esskay Employees Stock Option Plan 2018 of the Company is available for inspection at registered office of the Company between 10:00 a.m. and 5:00 p.m. on all working days up to the date of the EGM.

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

Sd/-
Anagha Bangur
Company Secretary
Membership No. 31267
Date: 31st October, 2018
Place: Jaipur

ANNEXURE 1

INFORMATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) REGARDING DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT

Name	Mr. Gaurav Trehan (DIN: 03467781)
Age	43 Years
Qualifications	Mr. Gaurav Trehan has graduated from the University of California, Los Angeles.
Experience	
Terms and conditions of appointment or re-appointment	As set out in Investment Agreement dated October 23, 2018 with Norwest Venture Partners X – Mauritius, Evolvence Coinvest I, TPG Growth IV SF Pte. Ltd. and Mr. Rajendra Kumar Setia.
Last drawn remuneration	Not Applicable
Date of first appointment on the Board	
No. of share held	NIL
Relationship with Directors, Managers & KMP	Not Related
Number of Board Meeting attended during FY 2017-18	NIL
Other Directorship	
Chairman/ Member of the Committees of Boards of other companies	Not Applicable