FINANCE
Saath Aapke... Hamesha

NOTICE OF 03/2021-22 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 03/2021-22 Extra-Ordinary General Meeting ("**EGM/Meeting**") of the members of Ess Kay Fincorp Limited ("**The Company**") will be held at a shorter notice on Thursday, 6th Day of May, 2021 at 03:30 P.M. through video conferencing ("**VC**")/ Other Audio Visual means ("**OAVM**") to transact the following business

This notice of Meeting is given pursuant to Sections 42 and 62 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: APPROVAL OF FURTHER ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 and any other applicable provisions if any, of the Companies Act, 2013 (" the **Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the other relevant rules, circulars, notifications thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the applicable clauses of the Share Subscription Agreement dated May 6, 2021 ("**Share Subscription Agreement**") executed amongst TPG Growth IV SF Pte. Limited, Norwest Venture Partners X - Mauritius and Evolvence India Fund III Ltd. (collectively referred to as "**Investors**"), the Company and Mr. Rajendra Kumar Setia and approved by the board of directors of the Company at its meeting held on 6th May, 2021, the consent of the members of the Company be and is hereby accorded to offer, issue and allot to the Investors, 2,297,898 (Two Million Two Hundred Ninety-Seven Thousand Eight Hundred Ninety-Eight) equity shares at a price of Rs.1466.56/- (Rupees One Thousand Four Hundred Sixty Six and Fifty Six paise only) per equity share having face value of Rs.2/- (Rupees Two) each including premium of Rs.1464.56 /- (Rupees One Thousand Four Hundred Sixty Four and Fifty Six Paise only) per equity share ("**New Shares**") for an aggregate subscription amount of approximately INR 3,370,005,290.88 (Rupees Three Billion Three Hundred and Seventy Million Five Thousand Two Hundred and Ninety and Paise Eighty Eight) ("**Subscription Amount**"), on private placement basis on such terms and conditions as mentioned in the Share Subscription Agreement, the explanatory statement hereto and offer letter in Form PAS-4 to the Investors in accordance with the table below:

Investor	No. of	Subscription	DP Details

For ESS KAY FINCORP LIMITED

Company Secretary

ESS KAY FINCORP LIMITED
(Formerly Known as ESS KAY AUTO FINANCE PVT. LTD.)
Regd. Office : G 1-2, New Market, Khasa Kothi, Jaipur-302001
Ph.: +91-141-4161300-500 | Toll Free Number: 1800 1039 039
E-mail : info@skfin.in | Website : www.skfin.in
CIN : U65923RJ1994PLC009051 | GSTIN : 08AAACE5115F1Z2

SK FINANCE
Saath Aapke... Hamesha

	Subscription Shares	Amount (INR)	DP ID	Client ID	DP Name
Mr. Rajendra Kumar Setia	1,50,011	220,000,132.16	IN302679	38855769	ICICI Bank Limited
TPG Growth IV SF Pte. Limited	11,25,084	1,650,003,191.04	IN300054	10098433	Citibank
Norwest Venture Partners X - Mauritius	8,52,336	1,250,001,884.16	IN303173	20003871	Kotak Mahindra Bank Limited
Evolvence India Fund III Ltd	170,467	250,000,083.52	IN303719	11060105	Edelweiss Broking Limited
Total	**2,297,898**	**3,370,005,290.88**			

RESOLVED FURTHER THAT consent be and is hereby accorded for issuance of private placement offer letter cum application letter in Form PAS-4 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, along with the draft of serially numbered application forms, a copy of which is placed at the meeting to be issued to the above mentioned investors.

RESOLVED FURTHER THAT (i) the shareholders take note of the separate bank account with RBL Bank, Mumbai branch, for the purpose of receiving the aforesaid subscription amounts; and (ii) the valuation report dated May 6, 2021, issued in accordance with the requirements of the Act and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 issued by Jigar Shah, Chartered Accountant and Registered Valuer, having address at B-801, Gopal Palace, Nr. Shiromani Complex, Nehru Nagar, Ahmedabad-380015 and Kunvarji Finstock Private Limited, SEBI registered Category I Merchant Banker having address at B-Wing, Siddhivinayak Tower, Nr. D.A.V. School, next to Kataria House, Off S.G. Highway, Makarba, Ahmedabad-380051placed at the meeting.

RESOLVED FURTHER THAT RBL Bank be and is hereby appointed as an Authorized Dealer for the purpose of this private placement through whom the Foreign Direct Investment (**"FDI"**) be received by the Company as per the Foreign Exchange Management Act (**"FEMA"**) and all the applicable rules/regulations of the Reserve Bank of India.

For ESS KAY FINCORP LIMITED

Company Secretary

Saath Aapke... Hamesha

RESOLVED FURTHER THAT the monies received by the Company from the Investors for subscription to the New Shares by the Investors in accordance with the table above pursuant to this private placement shall be kept by the Company in a separate bank account of the Company with RBL Bank and shall be utilized by the Company in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file all the relevant forms and ancillary documents in relation thereof with the relevant Registrar of Companies, the relevant authorized dealer bank and Reserve Bank of India (including but not limited to filing the Form PAS-3 and the FC-GPR), and to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the New Shares.

RESOLVED FURTHER THAT the Directors of the Company or Ms. Anagha Bangur, the Company Secretary of the Company, be and are hereby severally authorized to sign the certified true copies of the above resolutions. A certified true copy of the above resolutions be delivered to the Investors for their record.

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

Place: Jaipur
Date: 6th May, 2021

By Order of the Board of Directors
For Ess Kay Fincorp Limited

For ESS KAY FINCORP LIMITED

Anagha Bangur
Company Secretary
Membership No.: F10697

Registered Office:
G 1-2, New Market, Khasa Kothi,
Jaipur -302001(Rajasthan)
Website: www.skfin.in

FINANCE
Saath Aapke... Hamesha

NOTES:

1. The Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the General Circular No. 39/2020 dated December 31, 2020, General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No.33/2020 dated September 28, 2020 and General Circular No.39/2020 dated 31st December, 2020 (the "MCA Circulars") and in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have allowed the Companies to conduct their General Meetings through VC/OAVM, without the physical presence of the Members at a common venue, subject to the fulfilment of conditions as specified in the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the EGM of the Company is being held through VC / OAVM.

2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at Plot No.36, Dhuleshwar Garden, Jaipur- 302001(Rajasthan) which shall be the deemed venue of the EGM.

3. The route map showing the venue of EGM is not attached with the Notice as the EGM is being held through video conferencing.

4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the special business is annexed hereto.

5. **Since this EGM is being held through Video Conferencing, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members is not available for this EGM.**

6. Corporate Members intending to appoint their authorized representatives to participate and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution/ authority letter authorizing their representative(s) to participate and vote on their behalf at the EGM. Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter.

7. Attendance of Members/Authorized Representatives through video conferencing shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

8. Notice of the EGM is being sent through electronic mode to the Members at their email addresses registered with the Company. Members may note that the Notice will also be available on the Company's website at https://www.skfin.in/disclosures.php.

ESS KAY FINCORP LIMITED

Company Secretary

sk FINANCE
Saath Aapke... Hamesha

9. In case the shareholders' have any query relating to the Resolutions or about the operations of the Company, the same can be sent to the Company Secretary at anagha.bangur@skfin.in at the earliest before the EGM so that the information can be made available at the meeting. Alternatively, the shareholders may also post their queries directly on the VC Platform i.e. the **goto** meeting app.

10. All the documents referred to in the Notice and explanatory statement are open for inspection up to the date of EGM. Members may request for such documents by emailing the Company Secretary at anagha.bangur@skfin.in

11. The complete procedure for attending EGM through video conferencing is provided in **Annexure1** to the notice hereunder.

12. During the EGM, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails at anagha.bangur@skfin.in through their registered email addresses.

13. Members requiring any assistance or facing any problem into participating in EGM through video conferencing may contact at +91-9358822367 or at anagha.bangur@skfin.in.

Place: Jaipur
Date: 6th May, 2021

By Order of the Board of Directors
For Ess Kay Fincorp Limited

For ESS KAY FINCORP LIMITED

Company Secretary

Anagha Bangur
Company Secretary
Membership No.: F10697

Registered Office:
G 1-2, New Market, Khasa Kothi,
Jaipur -302001(Rajasthan)
Website: www.skfin.in

ANNEXURE 1

Procedure for attending the EGM through Video Conferencing:

1. Members can attend the EGM through Video Conferencing on Thursday, 6th May, 2021 at 03:30 p.m. by clicking on the below mentioned link.

https://global.gotomeeting.com/join/385230765

Meeting ID: 385 230 765 Or dial directly: 385230765@67.217.95.2 or 67.217.95.2##385230765
New to GoToMeeting? Get the app now and be ready when your first meeting starts:
https://global.gotomeeting.com/install/385230765

2. After clicking on the aforesaid link, a dialogue box will appear stating "Type your name here".

3. After entering the aforesaid details, please click on "Next Button" and Join the meeting.

4. The aforesaid link for joining the meeting through VC shall be active for participation on the Date of the Meeting i.e. 6th May, 2021 from 03:15 p.m. (IST) till 03:45 p.m. (IST). The link will be disabled for participation after the said time of 10:45 a.m. (IST).

5. Members/ Authorised representatives attending the meeting through Video Conferencing shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

6. Members who need assistance before or during the meeting, can contact at +91-9358822367 or at anagha.bangur@skfin.in.

For ESS KAY FINCORP LIMITED

Company Secretary

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 is proposing to issue equity shares on private placement basis to TPG Growth IV SF Pte. Limited, Norwest Venture Partners X – Mauritius and Evolvence India Fund III Ltd, (collectively referred to as "**Investors**") and Mr. Rajendra Kumar Setia, Promoter of the Company on the terms and conditions as set out in the Share Subscription Agreement and the private placement offer letter in Form PAS-4.

As per Section 42 of the Companies Act, 2013 read out with the Rules framed thereunder, a Company offers or makes an invitation to subscribe to securities on a Preferential basis is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations. Further, pursuant to Section 62(1)(c) of the Companies Act, 2013, an increase in the subscribed capital of the Company by allotment of further shares on preferential allotment basis requires the approval of shareholders by way of a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42& 62(1)(c) and all other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

The disclosures required pursuant to Section 42 and 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 are as below:

a) The objects of the issue: Expansion of the loan portfolio of the Company, and for other business purposes as set out in the business plan of the Company, and to fill the general corporate requirements in such manner as may be approved by the Investors.
b) The total number of shares or other securities to be issued: 2,297,898 (Two Million Two Hundred Ninety-Seven Thousand Eight Hundred Ninety-Eight)Equity Shares
c) Kinds of securities offered: Equity Shares
d) The price or price band at/within which the allotment is proposed: INR 1466.56
e) Premium: INR 1464.56
f) Amount which the company intends to raise by way of such securities is INR 3,370,005,290.88 (Rupees Three Billion Three Hundred Seventy Million Five Thousand Two Hundred Ninety and Paise Eighty Eight) .
g) Basis on which the price has been arrived at along with report of the registered valuer: As per valuation report dated May 6, 2021 issued by Jigar Shah, Chartered Accountant and Registered Valuer, having address at B-801, Gopal Palace, Nr. Shiromani Complex, Nehru Nagar, Ahmedabad-380015 and valuation report dated [date] April, 2021 issued by Kunvarji Finstock Private Limited, SEBI registered Category I Merchant Banker having address at B-Wing, Siddhivinayak Tower, Nr. D.A.V. School, next to Kataria House, Off S.G. Highway, Makarba, Ahmedabad-380051. Calculation is on the basis of

For ESS KAY FINCORP LIMITED

Company Secretary

Comparable Companies Quoted Multiples Method by the Registered Valuer and Discounted Cash Flow Method by the Merchant Banker respectively. Copy of the Valuation reports are available for inspection at the Registered Office of the Company during business hours on any day till the date of the meeting.

h) Relevant date with reference to which the price has been arrived at: Valuation is based on the details provided by the management of the Company in the form of Un-audited financial results for the half-year ended September 30, 2020 and provisional financial statements as on March 31, 2021.

i) The class or classes of persons to whom the allotment is proposed to be made:
   - Mr. Rajendra Kumar Setia – Resident, Individual
   - TPG Growth IV SF Pte. Limited- Non Resident Limited Liability Company
   - Norwest Venture Partners X – Mauritius – Non Resident, Company
   - Evolvence India Fund III Ltd. - Non Resident, Company

j) Date of passing of Board Resolution: 6th May, 2021

k) Intention of promoters, directors or key managerial personnel to subscribe to the offer: Mr. Rajendra Kumar Setia, the Promoter and Director of the Company intends to subscribe to the offer.

l) The proposed time within which the allotment shall be completed: The Company will complete the issue & allotment of the Equity Shares within a period of 60 days from the date of receipt of application money. If not so allotted, the Company should repay application money within 15 days thereafter, failing which it shall be repaid along with an interest at 12% p.a. from the expiry of the sixtieth day. The allotment of securities on a preferential basis made pursuant to this special resolution will be completed within a period of twelve months from the date of passing of the special resolution. In the event all securities are not allotted within a period of twelve months from the date of passing of the special resolution, a fresh shareholders approval shall be obtained prior to allotment of remaining securities.

m) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

The shareholding as set out below reflects the completion of subscription of equity shares by the Investors:

Name of Shareholders	No. of equity shares already held	No. of equity shares proposed to be offered	Percentage of capital post preferential offer (on fully diluted basis)
Mr. Rajendra Kumar Setia	1,13,44,944*	1,50,011	38.870%

For ESS KAY FINCORP LIMITED
Company Secretary

TPG Growth IV SF Pte. Ltd.	4,389,035	11,25,084	18.646%
Norwest Venture Partners X-Mauritius	6,276,482	8,52,336	24.106%
Evolvence India Fund III Ltd	231,778	170,467	1.360%
Total	**2,22,44,239**	**22,97,898**	**82.982%**

** The Promoter holds 1,017,447 Equity Shares on partly paid basis, on which an amount of INR 02 has been paid up out of INR 725.59.*

n) The change in control, if any, in the company that would occur consequent to the preferential offer: There will be no change in control of the Company consequent to the private placement.

o) The number of persons to whom allotment of shares on preferential basis has already been made during the year, in terms of number of securities as well as price: During the financial year 2021-22, the Company has not made any allotment of shares on preferential basis.

p) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

q) The pre issue and post issue shareholding pattern of the Company in the following format:

Sr. No.	Category	Pre Issue (on fully diluted basis)		Post Issue (on fully diluted basis)	
		No. of Equity Shares held	% of shareholding	No. of Equity Shares held	% of shareholding
A	Promoters' holding				
1	**Indian**				
	Individual(s)	1,13,46,944*	41.602%	11,496,955*	38.877%
	Bodies Corporate	-	-	-	
	Others	62,500	0.229%	62,500	0.211%
	Sub-Total	1,14,09,444	41.832%	1,15,59,455	39.088%
2	**Foreign Promoters**	-	-	-	
	Sub Total (A)	1,14,09,444	41.832%	1,15,59,455	39.088%
B	Non-Promoters' holding				

For ESS KAY FINCORP LIMITED
Company Secretary

FINANCE

Saath Aapke... Hamesha

Sr. No.	Category	Pre Issue (on fully diluted basis)		Post Issue (on fully diluted basis)	
		No. of Equity Shares held	% of shareholding	No. of Equity Shares held	% of shareholding
1	Institutional Investors, Funds, Investment Companies	1,48,02,192	54.271%	1,69,50,079	57.317%
2	Non-Institutions:				
	Private Corporate Bodies	-	-	-	-
	Directors' & Relatives'	-	-	-	-
	Indian Public	-	-	-	-
	Others :				
	KMPs (other than MD & WTD)	4,400	0.016%	4,400	0.015%
	ESOPs (Employees of the Company)	10,58,716	3.882%	10,58,716	3.580%
	Sub Total (B)	**1,58,65,308**	**58.168%**	**1,80,13,195**	**60.912%**
	Grand Total	**2,72,74,752**	**100.00%**	**2,95,72,650**	**100.00%**

** The Promoter holds 1,017,447 Equity Shares on partly paid basis, on which an amount of INR 02 has been paid up out of INR 725.59.*

r) Material terms of raising such securities: As set out in the Share Subscription Agreement dated 6 May, 2021 executed amongst TPG Growth IV SF Pte. Limited, Norwest Venture Partners X – Mauritius, Evolvence India Fund III Limited, the Company and Mr. Rajendra Kumar Setia.

s) The manner of issue of shares: On Preferential basis through private placement offer letter.

t) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: INR 220,000,132.16 (Rupees Two Hundred and Twenty Million One Hunred and Thirty Two and Paise Sixteen) shall be paid by Mr. Rajendra Kumar Setia (Promoter)

u) Principle terms of assets charged as securities: Not Applicable (as ordinary shares are being issued)

Save and except Mr. Akshay Tanna, being Nominee Director representing TPG Growth IV Sf Pte Limited (Proposed Investor), Mr. Rajendra Kumar Setia, Ms. Shalini Setia and their relatives none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the notice except

For ESS KAY FINCORP LIMITED

Company Secretary

to the extent of their directorship and shareholding in the Company.

Place: Jaipur
Date: 6th May, 2021

By Order of the Board of Directors
For Ess Kay Fincorp Limited

For ESS KAY FINCORP LIMITED

Anagha Bangur
Company Secretary
Company Secretary
Membership No.: F10697

Registered Office:
G 1-2, New Market, Khasa Kothi,
Jaipur -302001(Rajasthan)
Website: www.skfin.in