FINANCE
Saath Aapke... Hamesha

NOTICE OF 05/2021-22 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 05/2021-22 Extra-Ordinary General Meeting ("**EGM/ Meeting**") of the members of Ess Kay Fincorp Limited **("the Company")** will be held on Wednesday, 22nd September, 2021 at 10:30 A.M. through Video Conferencing or Other Audio Visual Means **("VC/ OAVM")** to be hosted at Plot No. 36, Dhuleshwar Garden, Jaipur- 302001 (Rajasthan) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 01 – TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION

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

"**RESOLVED THAT** pursuant to provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the enabling provisions of the Articles of Association of the Company, consent of members of the company be and is hereby accorded to increase the authorized share capital of the company from existing Rs. 7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs only) divided into 3,75,00,000 (Three Crores and Seventy Five Lakhs) equity shares of Rs. 2/- (Rupees Two only) each to Rs. 85,00,00,000/- (Rupees Eighty Five Crores only) divided into 42,50,00,000 (Forty Two Crores Fifty Lakhs only) equity shares of Rs.2/- (Rupees Two only) each by the creation of 38,75,00,000 (Thirty Eight Crores Seventy Five Lakhs) new equity shares of the face value of Rs.2/- (Rupees Two only) each ranking pari passu in all respect with the existing equity shares of the company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the company relating to Share Capital be and is hereby altered by deleting the same and substituting in place thereof, the following new Clause V:

V. The Authorized share capital of the company is Rs.85,00,00,000/- (Rupees Eighty Five Crores) divided into 42,50,00,000 (Forty Two Crores Fifty Lakhs) equity shares of Rs.2/-(Rupees Two) each.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to the foregoing resolution and to seek such approval/ consent from the concerned authorities as may be required in this regard."

DATE: AUGUST 18, 2021
PLACE: JAIPUR

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, KhasaKothi, Jaipur -302001(Rajasthan)
Website: www.skfin.in Email: info@skfin.in

NOTES:

1. In view of the prevailing situation requiring social distancing and in terms of the circulars issued by the Ministry of Corporate Affairs (the "MCA") and Securities and Exchange Board of India ("SEBI") from time to time, the Extra-Ordinary General Meeting is being held through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue, subject to the fulfilment of conditions as specified in the Companies Act, 2013 and MCA Circulars.

2. **Since this EGM is being held 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

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. Institutional/Corporate Members intending to participate in the EGM through their authorised representatives are requested to send a duly certified copy of their Board or Governing body's Resolution/Authorization letter etc. authorising their representatives to attend and vote on their behalf at the EGM pursuant to Section 113 of the Companies Act, 2013 to secretarial@skfin.in. Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter.

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

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

7. In case the shareholders' have any query relating to the Resolution or about the operations of the Company, the shareholders are requested to send the same to the Company Secretary at the Registered Office of the Company at least 24 (twenty four) hours before the date of EGM so that the information can be made available at the meeting.

8. All the documents referred to in the Notice and explanatory statement are open for inspection during working hours on all working days till the conclusion of the EGM. Members may request for such documents by sending their requests at secretarial@skfin.in.

9. During the EGM being held through video conferencing, 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.

10. **Procedure for attending the EGM through VC/OAVM:**

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 I Toll Free Number: 1800 1039 039
E-mail : info@skfin.in I Website : www.skfin.in
CIN : U65923RJ1994PLC009051 I GSTIN : 08AAACE5115F1Z2

a) Members can attend the EGM through Video Conferencing on 22nd September, 2021 at 10:30 A.M. by clicking on the below mentioned link.

https://global.gotomeeting.com/join/709952093

Join from a video-conferencing room or system.
Dial in or type: 67.217.95.2 or inroomlink.goto.com
Meeting ID: 709 952 093
Or dial directly: 709952093@67.217.95.2 or 67.217.95.2##709952093

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

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

d) The aforesaid link for joining the meeting through VC shall be active for participation on the date of the Meeting i.e. 22nd September, 2021 from 10:15 A.M. (IST) till 10:45 A.M. (IST). The link will be disabled for participation after the said time of 10:45 A.M. (IST).

e) Please note that participants connecting from mobile devices or tablets or through laptop, connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

g) The VC Platform i.e. the goto meeting app has a facility where the Members attending the meeting can post their questions directly during the proceeding of the meeting.

DATE: AUGUST 18, 2021
PLACE: JAIPUR

BY ORDER OF THE BOARD OF DIRECTORS
FOR ESS KAY FINCORP LIMITED

For ESS KAY FINCORP LIMITED

Anagha

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 Email: info@skfin.in

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

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

ITEM NO.01

The existing authorized share capital of the company was increased from Rs.5,75,00,000/- (Rupees Five Crores Seventy Five Lakhs only) divided into 2,87,50,000 (Two Crores Eighty Seven Lakhs and Fifty Thousand) equity shares of Rs.2/- (Rupees Two only) each to Rs.7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs only) divided into 3,75,00,000 (Three Crores and Seventy Five Lakhs) equity shares of Rs.2/- (Rupees Two only) in the 27th Annual General Meeting held on Wednesday, 18th August, 2021.

With a view to augment the long term capital for the business of the company and in order to expand the capital base, it is now proposed to further increase the authorised equity share capital to Rs.85,00,00,000/- (Rupees Eighty Five Crores only) divided into 42,50,00,000 (Forty Two Crores Fifty Lakhs) equity shares of Rs.2/- (Rupees Two only) each by addition of 38,75,00,000 (Thirty Eight Crores Seventy Five Lakhs) Equity Shares of the face value of Rs.2/- (Rupees Two only) each. The necessary amendment in the Memorandum of Association is proposed to reflect the enhanced Authorised Share Capital.

As per Section 61 and Section 13 of the Companies Act, 2013, the proposed increase in the authorized share capital and the consequent alteration in the Memorandum of Association of the company requires approval of the members at a general meeting.

In view of the above, the Board of Directors of the Company recommends the passing of the resolution set out at Item No. 01 as an Ordinary 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.

A copy of the Altered Memorandum of Association of the Company will be available for inspection electronically during working hours on all working days from the date hereof till the conclusion of the EGM.

DATE: AUGUST 18, 2021
PLACE: JAIPUR

BY ORDER OF THE BOARD OF DIRECTORS
FOR ESS KAY FINCORP LIMITED

For ESS KAY FINCORP LIMITED

Anagha

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 Email: info@skfin.in