SK FINANCE
Saath Aapke... Hamesha

NOTICE OF 08/2021-22 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 08/2021-22 Extra-Ordinary General Meeting (**"EGM/Meeting"**) of the members of SK Finance Limited (Formerly known as Ess Kay Fincorp Limited) (**"The Company"**) will be held at a shorter notice on Tuesday, 28th December, 2021 at 02:00 p.m. through video conferencing (**"VC"**)/ Other Audio Visual means (**"OAVM"**) to be hosted at Plot No. 36, Dhuleshwar Garden, Jaipur- 302001 (Rajasthan) to transact the following business.

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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Share Subscription Agreement executed on December 13, 2021 amongst IIFL Special Opportunities Fund -Series 9, Massachusetts Institute of Technology and 238 Plan Associates LLC (collectively referred to as **"Investors"**), Mr. Rajendra Kumar Setia and the Company (**"Share Subscription Agreement"**) (as amended by the Amendment Agreement to the Share Subscription Agreement dated December 20, 2021 entered into between the Investors, Mr. Rajendra Kumar Setia and the Company), the Restated and Amended Shareholders' Agreement executed on December 13, 2021 amongst SK Finance Limited (Formerly known as Ess Kay Fincorp Limited), Norwest Venture Partners X- Mauritius, Karma Holdings Mauritius Limited, Baring Private Equity India AIF, Evolvence Coinvest I, Evolvence India Fund III Ltd., TPG Growth IV SF Pte. Ltd., IIFL Special Opportunities Fund - Series 9, Massachusetts Institute of Technology, 238 Plan Associates LLC and Mr. Rajendra Kumar Setia (the **"Shareholders' Agreement"**) and the Articles of Association of the Company, consent of members of the Company be and is hereby accorded that the existing Articles of Association of the Company be and are hereby replaced by new set of Articles of Association of the Company (**"Amended and Restated Articles of Association"**), a copy of which is placed before the members and duly initialed by the Chairman for the purpose of identification, and that the Amended and Restated Articles of Association 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 the Company be and is hereby 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 and Amended Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

For SK FINANCE LIMITED

Company Secretary

SK FINANCE LIMITED
(Formerly Known as ESS KAY FINCORP LIMITED)
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

Saath Aapke... Hamesha

Place: Jaipur
Date: December 28, 2021

By Order of the Board of Directors
For SK Finance Limited
(Formerly known as Ess Kay Fincorp Limited)
For SK FINANCE 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

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 June 15, 2020, General Circular No.33/2020 dated September 28, 2020 and General Circular No.39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (the "MCA Circulars") 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. **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.**

5. Institutional/ 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.

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

7. Notice of the EGM is being sent through electronic mode to the Members, Directors, Auditors, Debenture Trustees and all other persons entitled to receive the notice 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.

8. 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 secretarial@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.

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

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 secretarial@skfin.in

11. 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 secretarial@skfin.in through their registered email addresses.

12. Procedure for attending the EGM through Video Conferencing:

- Members can attend the EGM through Video Conferencing on Tuesday, 28th December, 2021 at 02:00 p.m. by clicking on the below mentioned link.

  https://global.gotomeeting.com/join/900087237

  Join from a video-conferencing room or system.
  Dial in or type: 67.217.95.2 or inroomlink.goto.com
  Meeting ID: 900 087 237
  Or dial directly: 900087237@67.217.95.2 or 67.217.95.2##900087237

  New to GoToMeeting? Get the app now and be ready when your first meeting starts: https://global.gotomeeting.com/install/900087237

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

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

For SK FINANCE LIMITED

Company Secretary

- The aforesaid link for joining the meeting through VC shall be active for participation on the Date of the Meeting i.e. 28th December, 2021 from 1:30 p.m. (IST) till 02:00 p.m. (IST). The link will be disabled for participation after the said time of 02:00 p.m. (IST).

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

Place: Jaipur
Date: December 28, 2021

By Order of the Board of Directors
For SK Finance Limited
(Formerly known as Ess Kay Fincorp Limited)
For SK FINANCE 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

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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.1

The Company has entered into a Share Subscription Agreement executed amongst IIFL Special Opportunities Fund -Series 9, Massachusetts Institute of Technology and 238 Plan Associates LLC (collectively referred to as "**Investors**"), Mr. Rajendra Kumar Setia and the Company ("**Share Subscription Agreement**") dated December 13, 2021 (as amended by the Amendment Agreement to the Share Subscription Agreement dated December 20, 2021 entered into between the Investors, Mr. Rajendra Kumar Setia and the Company), the Restated and Amended Shareholders' Agreement executed on December 13, 2021 amongst SK Finance Limited (Formerly known as Ess Kay Fincorp Limited), Norwest Venture Partners X- Mauritius, Karma Holdings Mauritius Limited, Baring Private Equity India AIF, Evolvence Coinvest I, Ev olvence India Fund III Ltd., TPG Growth IV SF Pte. Ltd., IIFL Special Opportunities Fund - Series 9, Massachusetts Institute of Technology, 238 Plan Associates LLC and Mr. Rajendra Kumar Setia dated December 13, 2021 ("**Restated and Amended SHA**"). In consonance with the applicable clauses of the Restated and Amended SHA, the regulations contained in the existing Articles of Association of the Company are required to be replaced by new set of Regulations of Articles of Association to be called the "**Amended and Restated Articles of Association**" and the Company is required to adopt the same. Further, such new set of articles will be binding on all the members of the Company.

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

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 Item No. 1 as a **Special Resolution.**

A copy of the Amended and Restated Articles of Association of the Company shall be available for inspection electronically, during business hours till the date of meeting.

Place: Jaipur
Date: December 28, 2021

By Order of the Board of Directors
For SK Finance Limited
(Formerly known as Ess Kay Fincorp Limited)

FOR SK FINANCE LIMITED

Company Secretary

Anagha Bangur
Company Secretary
Membership No.: F10697

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