NOTICE

NOTICE is hereby given that the **05/2018-19** 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 on Monday, 18th March, 2019 at 04:00 P.M. at registered office of the company at G 1-2, New Market, 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. 01: UTILISATION OF SECURITIES PREMIUM ACCOUNT

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 Section 52(2) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), and pursuant to Article 14 of the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to authorize 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), for the utilization of Securities Premium Account up to Rs. 5,00,00,000 (Rupees Five Crores only)."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof) and/or any Director be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper including passing of such accounting

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E-mail : info@skfin.in | Website : www.skfin.in
CIN : U65923RJ1994PLC009051 | GSTIN : 08AAACE5115F1Z2

entries and/or making such adjustments in the books of account as considered necessary to give effect to the above resolution."

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
PLACE: JAIPUR
DATE: 21ST FEBRUARY, 2019
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 (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').

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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:-

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

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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 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.

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
PLACE: JAIPUR
DATE: 21ST FEBRUARY, 2019

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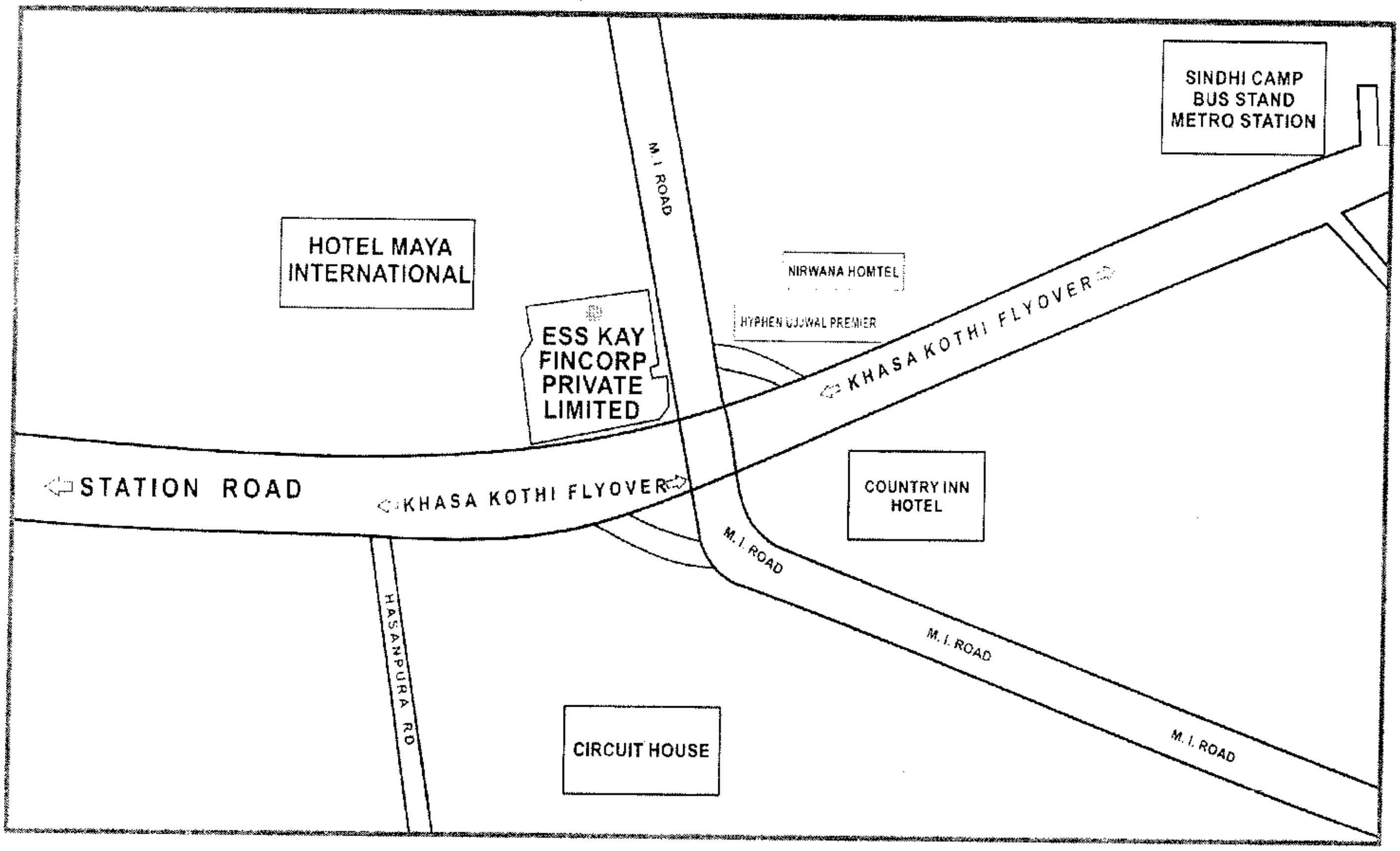
ROUTE MAP TO THE VENUE OF EGM

Route map for the venue of the General Meeting



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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. 01

In terms of Article 14 of the existing Article of Association ("**AOA**") the Company is required to pass a special resolution for utilization of Securities Premium Account. As per Section 52(1) of the Companies Act, 2013 securities premium account can be utilized only for purposes specified in Sub-section (2) of the Section 52 of the Companies Act, 2013.

Now your Company need to write off the commission and issue expenses (e.g. Due Diligence Report Charges, Legal Expenses etc.) on 47,15,529 equity shares, allotted on 31st October, 2018. Proposed utilization of securities premium account of the Company is in ambit of Clause (c) of Sub-section (2) of the Section 52 of the Companies Act, 2013.

As apparent from the above legal position, your company may not be required to pass special resolution to write-off the expense of issue of shares from securities premium account. However, Article 14 of the Articles of Association of the Company states that the Company by passing a special resolution may reduce its share capital, capital redemption reserve account and/or securities premium account. The said clause is reproduced herein below for your ready reference:

"14. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

a) its share capital;
b) any capital redemption reserve account; and/or
c) any share premium account."

The Articles of Association of the Company contain a separate clause 15 regarding reduction of share capital by application of securities premium account. Accordingly, it would mean that clause 14 relates to the matter where application of securities premium account does not

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amount to reduction of share capital just like the instant case.

The Directors accordingly recommend the resolution at set out in Item No. 1 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. 1 of the Notice except to the extent of their individual shareholding in the Company.

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
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