# NOTICE

NOTICE is hereby given that the 02/2018-19 Extra Ordinary General Meeting ("EGM")of the members of Ess Kay Fincorp Limited (Erstwhile Ess Kay Auto Finance Private Limited) will be held on shorter notice on Saturday, 18th August, 2018 at 10:00 A.M. at 202, Second Floor, Adarsh Plaza, Khasa Kothi Circle, Jaipur - 302001(Rajasthan) to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 01: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (CHARTER DOCUMENTS)**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of concerned authorities 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 initialled 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** Ms. Anagha Bangur, Company Secretary or Mr. Rajendra Kumar Setia, Managing Director of the Company be and are hereby severally authorized to do

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

all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Place: Jaipur
Date: 16th August, 2018

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

For ESS KAY FINCORP LIMITED
Anagha
Company Secretary

Anagha Bangur
Company Secretary
Membership No. 31267

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 hrs 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.

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

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 and AOA 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:

**Bigshare Services Private Limited**
**E-2/3, Ansa Industrial Estate Saki Vihar Road**
**Saki Naka Andheri (East) Mumbai 400 072**
**Mail ID:-babu@bigshareonline.com**
**Contact: 022 4043 0289**

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.

For ESS KAY FINCORP LIMITED

Company Secretary

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.

Place: Jaipur
Date: 16th August, 2018

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

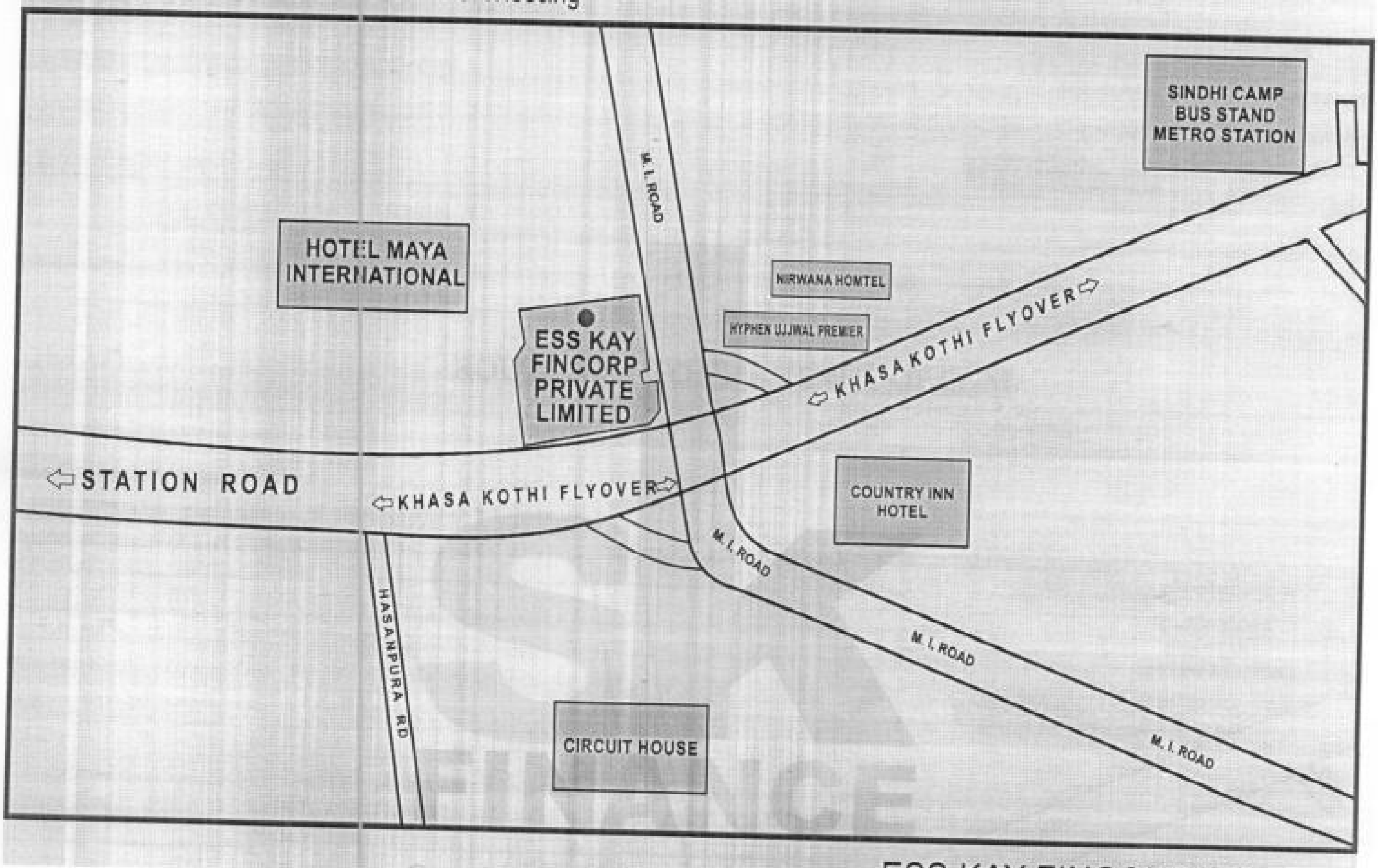
For ESS KAY FINCORP LIMITED
Anagha
Company Secretary

Anagha Bangur
Company Secretary
Membership No. 31267

**sk FINANCE**
Saath Aapke... Hamesha

## ROUTE MAP TO THE VENUE OF EGM

Route map for the venue of the General Meeting




ESS KAY FINCORP LTD.

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

SK FINANCE
Saath Aapke... Hamesha

**THE EXPLANATORY STATEMENT PURSUANT TO 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**

The Company has adopted new set of AOA on December 30, 2017, in line with the shareholders agreement dated November 7, 2017 ("**Agreement**"), executed between Ess Kay Fincorp Limited, Mr. Rajendra Setia, and Norwest Venture Partners X - Mauritius; Karma Holdings Mauritius Limited; Baring Private Equity India AIF; and Evolvence India Fund II LTD (collectively "**Investors**").

The Investors have executed the Deed of Amendment to the Shareholders Agreement giving effect the following amendments

1. *The term "non-rotational" appearing in Clause 2.3.1(a) of the Shareholders Agreement shall be replaced with "rotational".*
2. *Clause 8.3.2(a) of the Shareholders Agreement shall be replaced with the following clause:*

*"Transfer of Promoter Shares constituting 6% (Six Per Cent) of the Fully Diluted Share Capital as on the Closing Date, at any time post the Closing Date but prior to the 4th (Fourth) anniversary of the Closing Date ("Transferable Promoter Shares"). The Transferable Promoter Shares may be Transferred by the Promoter, the Promoter Shareholders and/or their Affiliates in one or more tranches during the timeline specified under this clause; and"*

3. *Clause 8.3.2(b) shall be deleted from the Shareholders Agreement and the Clause 8.3.2(c) shall be re-numbered as Clause 8.3.2(b).*
4. *The term 'Tranche 1 Promoter Shares' shall be substituted with 'Transferable Promoter Shares' in Clause containing Additional Defined Terms in Schedule 2 Part A of the Shareholders Agreement.*
5. *The term 'Tranche 1 Sale Date' and 'Tranche 2 Promoter Shares' shall be deleted from the Clause containing Additional Defined Terms in Schedule 2 Part A of the Shareholders Agreement.*

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

Deed of Addendum modifies the Shareholders Agreement to the extent mentioned hereinabove and accordingly, the Shareholders Agreement be read with the same and shall be deemed to have incorporated such above amendments.

Consequently, it is proposed to amend the existing Articles of Association of the Company so as to incorporate the relevant provisions of the Deed of Amendment to the Shareholders Agreement into the Articles of Association of the Company and adopt new set of Articles of Association of the Company in substitution.

Pursuant to provisions of Section 14 of Companies Act, 2013, adoption of new set of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.

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.

A copy of the AOA 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 02/2018-19 EGM.

**Place: Jaipur**
**Date: 16th August, 2018**

**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**
**Membership No. 31267**