NOTICE OF EXTRA-ORDINARY GENERAL MEETING

FINANCE
Saath Aapke... Hamesha

NOTICE is hereby given that the **03/2018-19** 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 at shorter notice on Friday, 26th October, 2018 at 4:00 pm at 202, Second Floor, Adarsh Plaza, Khasa Kothi Circle, Jaipur - 302001 (Rajasthan) to transact the following businesses:

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 THE ISSUE OF THE SUBSCRIPTION 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 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended by the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018) and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the other relevant rules, circulars, notifications thereunder (as amended, modified and restated from time to time) 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 Investment Agreement dated October 23, 2018 executed amongst Norwest Venture Partners X - Mauritius, Evolvence Coinvest I, TPG Growth IV SF Pte. Ltd. (collectively referred to as "**Investors**"), the Company and Mr. Rajendra Kumar Setia, the consent of the members of the Company be and is hereby accorded to offer, issue, and allot to the Investors, 4,715,529 (Forty-Seven Lakhs and Fifteen Thousand and Five Hundred and Twenty-Nine) equity shares of face value of INR 02 (Rupees Two) each, at a price of 596.29 (Rupees Five Hundred and Ninety-Six and Twenty Nine Paise) per equity share including premium of INR 594.29 (Rupees Five Hundred and Ninety-Four and Twenty Nine Paise) ("**New Shares**") for an aggregate subscription price of approximately INR 2,811,831,644.80 (Rupees Two Hundred Eighty-One Crores and Eighteen Lakhs and Thirty-One Thousand and Six Hundred and Forty-Four and Eighty Paise) ("**Subscription Amount**"), on private placement basis on such terms and conditions as mentioned in the

For ESS KAY FINCORP LIMITED

Company Secretary

explanatory statement hereto and draft offer letter in Form PAS-4 and in accord[ance with] the table below:

Investor	No. of Subscription Shares	Subscription Amount (INR)	DP Details		
			DP IP	Client ID	DP Name
TPG Growth IV SF Pte. Ltd.	2,904,835	1,732,129,552.20	IN300054	10098433	Citibank
Norwest Venture Partners X – Mauritius	1,354,847	807,884,237.20	IN303173	20001457	Kotak Mahindra Bank Limited
Evolvence Coinvest I	455,847	271,817,855.40	IN303173	20131467	Kotak Mahindra Bank Limited
Total	4,715,529	2,811,831,644.80			

RESOLVED FURTHER THAT consent be and is hereby accorded for issuance of private placement offer letter in form PAS-4, 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 investments; and (ii) the valuation report dated 23rd October, 2018 issued by R. Seth & Associates, Chartered Accountants having address at 203-204, Suryodaya Apartment, F-72, Subash Marg, Jaipur-302001, placed at the meeting, initialed by the Chairman for the purpose of identification, be and is hereby adopted.

RESOLVED FURTHER THAT any Director and Ms. Anagha Bangur, Company Secretary of the Company ("**Authorised Representatives**") be and are hereby jointly and severally authorized, to:

a) execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the Private Placement Offer Letter to the Investors or existing shareholders or issuance of the equity shares and to give effect to any transactions contemplated herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future);

For ESS KAY FINCORP LIMITED

Company Secretary

b) do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies, Reserve Bank of India, and Income Tax authorities;

c) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents;

d) to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Documents, the transactions contemplated therein and the resolutions mentioned herein; and

e) subject to the approval of the shareholders, record the name of the private placement offerees in Form PAS-5.

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.

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 any of the Directors or Company Secretary 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 Forms PAS-3, PAS-4, PAS-5 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 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 Creation for their record.

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

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

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

Anagha Bangur Company Secretary
Company Secretary
Place: Jaipur
Date: 26th October, 2018
Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PlC009051

NOTES:

SK FINANCE
Saath Aapke... Hamesha

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').

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.

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

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:-

Registrar & Securities Transfer Agent:

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

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 EGM is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the members of the Company, pursuant to the provisions of Section 101 of the Act.

14. 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].

For ESS KAY FINCORP LIMITED

15. 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

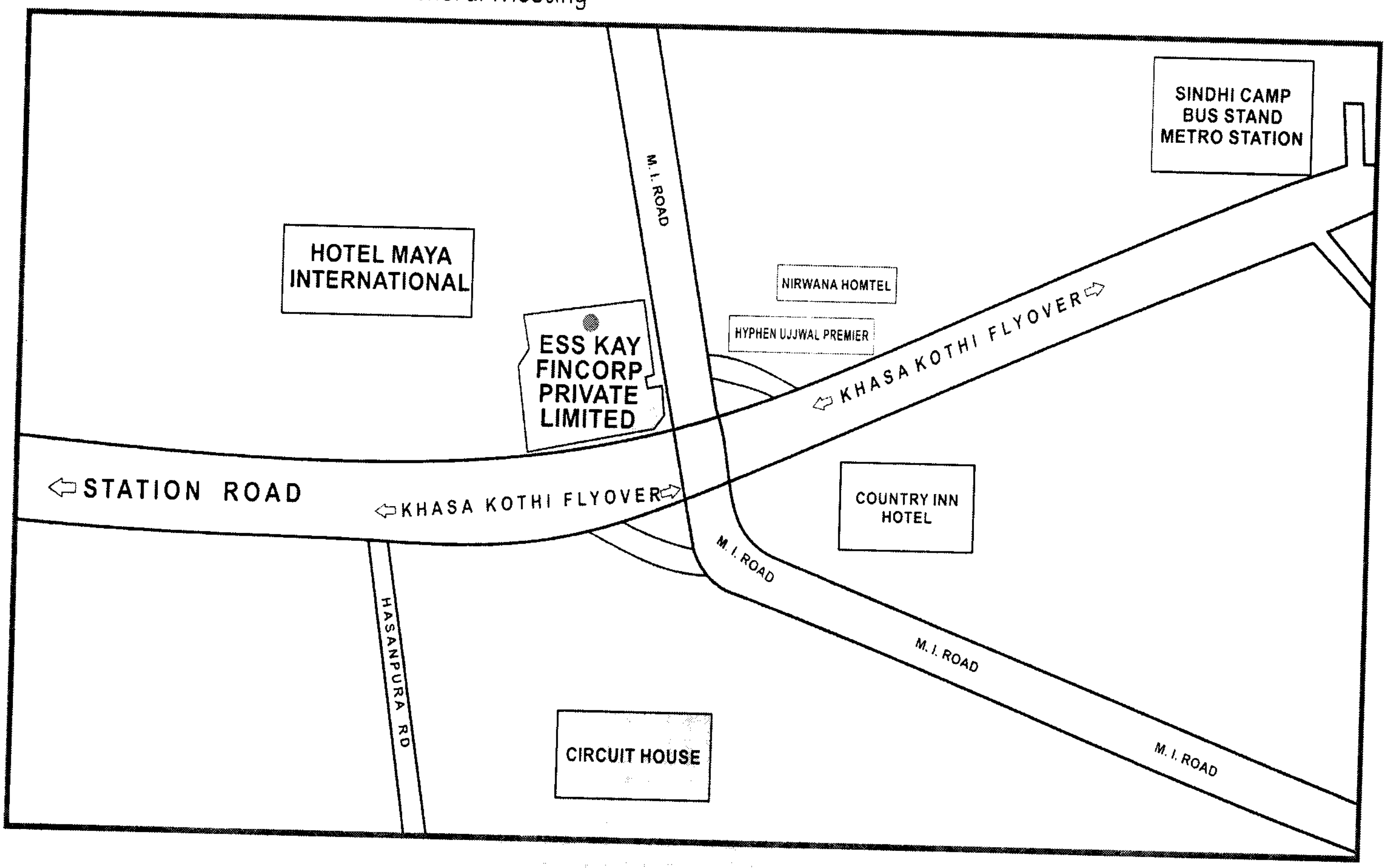
Anagha Bangur Company Secretary
Company Secretary
Membership No. 31267
Date: 26th October, 2018
Place: Jaipur

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

ROUTE MAP TO THE VENUE OF EGM

SK FINANCE
Saath Aapke... Hamesha

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

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 has entered into an Investment Agreement dated October 23, 2018 with Norwest Venture Partners X - Mauritius, Evolvence Coinvest I, TPG Growth IV SF Pte. Ltd. (collectively referred to as "**Investors**") and Mr. Rajendra Kumar Setia pursuant to which the Company is required to issue to the Investors on a preferential basis on the terms and conditions as set out in the draft offer letter in Form PAS-4.

The PAS 4 pursuant to Section 42 of the Act read with Rule 14 of the Companies (Prospectus of Securities) Rules, 2014 as amended by the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, is enclosed herewith.

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 Companies (Prospectus of Securities) Rules, 2014 as amended by the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 are as below:

i. **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, or to fill the general corporate requirements.

ii. **The total number of shares or other securities to be issued:** 4,715,529 Equity Shares

iii. **Kinds of securities offered:** Equity Shares

iv. **The price or price band at/within which the allotment is proposed:** INR 596.29

v. **Premium:** INR 594.29

vi. **Amount which the company intends to raise by way of such securities:** INR 2,811,831,644.80 (Rupees Two Hundred Eighty-One Crores and Eighteen Lakhs and Thirty-One Thousand and Six Hundred and Forty-Four and Paise Eighty)

For ESS KAY FINCORP LIMITED

Company Secretary

vii. **Basis on which the price has been arrived at along with report of the registered valuer:** As per valuation report of M/s R. Seth & Associates, Chartered Accountants having address at 203-204, Suryodaya Apartment, F-72, Subash Marg, Jaipur-302001.

viii. **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 audited reports for the year ended March 31, 2018 and provisional financial as on September 30, 2018 and their assumptions and projection upto March 31, 2024.

ix. **The class or classes of persons to whom the allotment is proposed to be made:** (1)
1) Norwest Venture Partners X – Mauritius – Non Resident, Company
(2) Evolvence Coinvest I - Non Resident, Company
(3) TPG Growth IV SF Pte. Ltd- Non Resident Limited Liability Company

x. **Date of passing of Board Resolution:** October 26, 2018

xi. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** None of the Promoters, Directors or Key Managerial Personnel has any intention to subscribe to the offer.

xii. **The proposed time within which the allotment shall be completed:** The allotment will be made within 60 days of receipt of the application money.

xiii. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Details of Proposed Allotees and Post Preferential Offer Capital held by them: Simultaneously with subscribing to Equity Shares, Investors as the allottees are also purchasing equity shares from the existing shareholders of the Company and the shareholding pattern set out below reflects the completion of subscription as well as purchase of equity shares by the Investors:

Name of proposed Shareholders	No. of equity shares offered to be allotted	Percentage of post preferential offer capital
TPG Growth IV SF Pte. Ltd.	30,72,538	13.03%
Norwest Venture Partners X – Mauritius	56,46,047	23.94%
Evolvence Coinvest I	18,99,647	8.06%
Total	106,18,232	45.03%

For ESS KAY FINCORP LIMITED

ESS KAY FINCORP LIMITED
(Formerly Known as ESS KAY AUTO FINANCE PVT. LTD.)
Regd. Office : G1-2, 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

xiv. **The change in control, if any, in the company that would occur consequent to the preferential offer:** There will not be any change in control of the Company consequent to the private placement..

xv. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the financial year 2018-19 company has not made any allotment on preferential basis.

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

xvii. The pre issue and post issue shareholding pattern of the Company in the following format-

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Equity Shares held	% of shareholding	No. of Equity Shares held	% of shareholding
A	Promoters' holding				
1	Indian				
	Individual(s)*	1,05,59,700	55.97%	1,03,91,997	44.07%
	Bodies Corporate	-	-	-	-
	Sub-Total	1,05,59,700	55.97%	1,03,91,997	44.07%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	1,05,59,700	55.97%	1,03,91,997	44.07%
B	Non-Promoters' holding				
1	Institutional Investors, Funds, Investment Companies*	77,40,250	41.03%	1,26,23,482	53.53%
2	Non-Institutions:				
	Private Corporate Bodies	-	-	-	-
	Directors' & Relatives'*	-	-	-	-
	Indian Public	-	-	-	-
	Others (including NRIs)**	5,66,650	03.00%	5,66,650	02.40%
	Sub Total (B)	83,06,900	44.03%	1,31,90,132	55.93%
	Grand Total	**1,88,66,600**	**100.00%**	**2,35,82,129**	**100.00%**

**The shareholding reflects the secondary shares being purchased by the Investors simultaneously with the subscription to Equity Shares.*
*** Other Shareholding contains ESOP POOL-I.*

xviii. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the said resolution.

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

xix. **Material terms of raising such securities:** As set out in the Investment Agreement dated October 23, 2018 executed amongst Norwest Venture Partners X - Mauritius, Evolvence Coinvest I, TPG Growth IV SF Pte. Ltd., the Company and Mr. Rajendra Kumar Setia.

xx. **Proposed time schedule:** Offer letter is valid for a period of 12 months from the date of passing of special resolution.

Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

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

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
Date: 26th October, 2018
Place: Jaipur

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