FINANCE
Saath Aapke... Hamesha

NOTICE

NOTICE is hereby given that the 27th **(Twenty Seventh)** Annual General Meeting ("AGM/ **Meeting**") of the members of Ess Kay Fincorp Limited **(the "Company")** will be held on Wednesday, 18th August, 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:

ORDINARY BUSINESS:

ITEM NO. 01 - TO ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

ITEM NO. 02 - TO APPOINT A DIRECTOR IN PLACE OF MR. RAJENDRA KUMAR SETIA (DIN: 00957374), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

ITEM NO. 03- TO APPOINT M/S S.R. BATLIBOI & ASSOCIATES LLP [FIRM REGISTRATION NUMBER: 101049W/E300004] AS STATUTORY AUDITORS OF THE COMPANY

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

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by RBI (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in supersession of the resolution passed by the members on 11th September, 2018, M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number: 101049W/E300004), who have given their eligibility certificate to be appointed as the Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and Guidelines issued by RBI dated 27th April, 2021, be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. B S R & CO. LLP, Chartered Accountants (Firm Registration No. 101248 W/W-100022), to hold office for a period of 3 years from the conclusion of this AGM till the conclusion of 30th AGM to be held in the calendar year 2024, subject to the fulfilment of the eligibility criteria by the Auditors for every year, at a remuneration of Rs.60,00,000/- (Rupees Sixty Lakhs only) plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit of FY 2021-22 with the power to the Board of Directors to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration for the remaining tenure, arising out of increase/change in scope of work, including by reason of necessity on account of such conditions as may be stipulated by the RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Auditors.

For ESS KAY FINCORP LIMITED

Company Secretary

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

ITEM NO. 04 – 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.5,75,00,000/- (Rupees Five Crores and Seventy Five Lakhs only) divided into 2,87,50,000 (Two Crores Eighty Seven Lakhs and Fifty Thousand) equity shares of Rs.2/- 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) each by the creation of 87,50,000 (Eighty Seven Lakhs and Fifty Thousand) new equity Shares of the face value of Rs.2/- (Rupees Two only) each ranking pari passu in all respect with the existing 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.7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs) divided into 3,75,00,000 (Three Crores and Seventy Five 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."

ITEM NO. 05 - TO REVISE REMUNERATION OF MR. RAJENDRA KUMAR SETIA, MANAGING DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association and based on the recommendation of

For ESS KAY FINCORP LIMITED

Company Secretary

SK FINANCE
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the Board, consent of the Members of the company be and is hereby accorded to revise the remuneration payable to Mr. Rajendra Kumar Setia (DIN: 00957374), Managing Director of the Company w.e.f. 1st April, 2021 for remaining period of the term of his office, as stated below:

Fixed Remuneration:

(a) Mr. Rajendra Kumar Setia shall be entitled to a fixed remuneration upto a maximum of Rs. 2,00,00,000/- (Rupees Two Crores only) per annum.

(b) The Board of Directors of the Company on the basis of recommendation of Nomination and Remuneration Committee of the Company shall have the authority to grant such increments to Mr. Rajendra Kumar Setia and/or revise the Salary and/or its components thereof, from time to time during the term of his employment, provided such increment and/or revision is carried out within the Fixed Remuneration Limit.

(c) Mr. Rajendra Kumar Setia shall be eligible for perquisites, allowances and all other benefits as per HR policy of the Company, as amended from time to time.

Performance Linked Bonus:

(a) In addition to Fixed Remuneration, Mr. Rajendra Kumar Setia shall also be entitled to performance linked bonus as variable remuneration of such amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors for each Financial Year, within the overall limits as specified under Section 197 of the Act read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof), after taking into consideration various criteria, including the performance of Mr. Rajendra Kumar Setia and performance of the Company.

(b) The total Performance Linked Bonus payable to Mr. Rajendra Kumar Setia in a financial year shall not exceed 100% of the Total Fixed Remuneration of such financial year.

RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and other benefits as aforesaid be paid to Mr. Rajendra Kumar Setia in accordance with Schedule V of the Act and rules made there under and as may be determined by the Board and Nomination and Remuneration committee.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible under the law.

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."

ITEM NO. 06 - TO APPROVE CHANGE IN THE NAME OF THE COMPANY

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

For ESS KAY FINCORP LIMITED

Company Secretary

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

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14, 15 and other applicable provisions the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and subject to the approval consents, sanctions and permissions of the Central Government, consent of the Members be and is hereby accorded to change the name of the Company from **"ESS KAY FINCORP LIMITED"** to **"SK FINANCE LIMITED"**.

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

I. The Name of the Company is SK FINANCE LIMITED.

RESOLVED FURTHER THAT the existing name of the company **"Ess Kay Fincorp Limited"** wherever appearing in the Memorandum and Articles of Association and any other documents of the company be substituted by the new name **"SK Finance Limited"** or any other name as approved by the Registrar of Companies.

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: JULY 14, 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

SK FINANCE
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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 Annual 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. **Pursuant to the provisions of the Companies Act, 2013 a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

4. Institutional/Corporate Members intending to participate in the Annual General Meeting 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 AGM 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. Details required pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) in respect of re-appointment and revision in remuneration of directors is annexed herewith as **Annexure-I.**

8. The financial statements including Board's report, Auditor's report and other documents required to be attached therewith **("Annual Report")** and AGM Notice will be sent only by email to the members, directors, debenture trustees and to all other persons so entitled. In case any such person requires a physical copy, the same will be provided on receipt of such request addressed to secretarial@skfin.in. Members may note that the Notice and Annual Report for the Financial year 2020-21 will also be available on the Company's website https://www.skfin.in/

For ESS KAY FINCORP LIMITED

Company Secretary

9. Members seeking any information with regard to the financial statements, accounts or any matter to be placed at AGM are requested to submit their questions in advance to secretarial@skfin.in. The same will be replied by the Company suitably. Alternatively, the shareholders may also post their queries directly on the VC Platform i.e. the goto meeting app during the AGM.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the continuance of AGM.

11. 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 AGM. Members may request for such documents by sending their requests at secretarial@skfin.in.

12. 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.

13. 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:
    KFin Technologies Private Limited
    (Erstwhile Karvy Fintech Private Limited)
    27, Barakhamba Road, New Delhi 110 001
    Contact Person: John Mathew
    P: +91 011 43681700/43681702/9873886235
    email id: venu.sp@kfintech.com

14. Members are requested to:
    a) Notify the changes if any, in address, contact details, bank account etc. immediately to the Company and to the Registrar and Share Transfer Agent.
    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').

15. The Members may contact their respective depository participants for making nominations as permitted under Section 72 of the Companies Act, 2013.

16. **Procedure for attending the AGM through VC/ OAVM:**
    a) Members can attend the AGM through Video Conferencing on 18th August, 2021 at 10:30 A.M. by clicking on the below mentioned link.

    https://global.gotomeeting.com/join/197533413

For ESS KAY FINCORP LIMITED

Company Secretary

Join from a video-conferencing room or system.
Dial in or type: 67.217.95.2 or inroomlink.goto.com
Meeting ID: 197 533 413
Or dial directly: 197533413@67.217.95.2 or 67.217.95.2##197533413

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. 18th August, 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: JULY 14, 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

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

ITEM NO.04

The existing authorized share capital of the company stands at 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.

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 increase the authorised equity share capital 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) each by addition of 87,50,000 (Eighty Seven Lakhs and Fifty Thousand) 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. 04 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 AGM.

ITEM NO. 05

The Company has delivered a strong performance over the past fiscal year, creating significant stakeholder value. The Company has achieved overall growth under the leadership and guidance of Mr. Rajendra Kumar Setia.

Considering the contribution made by Mr. Rajendra Kumar Setia and based on the recommendation of the Nomination and Remuneration Committee at their meeting held on 05th May, 2021, the Board of the company, in their meeting held on 05th May, 2021 approved the revision in the remuneration payable to Mr. Rajendra Kumar Setia, Managing Director of the Company, with effect from 1st April 2021, subject to the approval of the shareholders. All other terms and conditions of his appointment as Managing Director of the Company as approved by the members shall remain unaltered.

The brief profile of Mr. Rajendra Kumar Setia, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided as Annexure-1 to the Notice.

For ESS KAY FINCORP LIMITED

Company Secretary

SK FINANCE
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In view of the above, the Board of Directors of the Company recommends the passing of the resolution set out at Item No. 05 as an Ordinary Resolution.

Save and except for Mr. Rajendra Kumar Setia and Ms. Shalini Setia, Whole time Director of Company and their relatives, none of the Directors/Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in this resolution set out at Item No. 05 of the Notice except to the extent of their shareholding in the company.

ITEM NO. 06

Company seeks to change its name from "Ess Kay Fincorp Limited" to "SK Finance Limited" with a view to align the name of company with the registered trademark of the company i.e. "**SK Finance**" which is registered under Class 36 bearing registration number **2326563**. The said trademark was adopted by the company in the year 1994 and is used openly, continuously, uninterruptedly, extensively and the company is sole registered owner of the aforesaid trade mark. The said trademark has earned incredible reputation and goodwill in the market over the time and company's services are identified by this brand.

In view of the same, the Company had applied for reservation of name with Central Registration Centre (CRC), Manesar and the said name, "SK Finance Limited" was made available by them. The regulator for the company i.e. Reserve Bank of India (RBI) has also issued its no objection certificate for the proposed name change of the company. The required alterations will be made in the Memorandum of Association and Articles of Association after the consent of the members is obtained in the ensuing AGM. The proposed name will not affect any of the rights of the company or of the shareholders/stakeholders of the company.

As per the provisions of Section 4, 13, 14, 15 and any other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 approval of shareholders is required to be accorded for changing the name of the company and consequent alteration in the Memorandum and Articles of Association by way of passing Special Resolution.

In view of the above, the Board of Directors of the Company recommends the passing of the resolution set out at Item No. 06 as a Special 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.

DATE: JULY 14, 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

Annexure-I

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTORS BEING APPOINTED / RE-APPOINTED AND REVISION IN REMUNERATION OF DIRECTORS AS SET OUT IN THIS NOTICE, IN TERMS OF SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA.

PARTICULARS	MR. RAJENDRA KUMAR SETIA
Date of Birth	01/07/1969
Age	52 years
DIN	00957374
Date of first appointment on the Board	21st November, 1994
Qualifications	B.Sc. from Rajasthan University
Brief resume including experiences	Mr. Rajendra Kumar Setia, Managing Director of the company, has a wide experience of more than 25 years in finance industry and vehicle finance. He was also the President of Rajasthan Finance Companies Association, institution for representing interest of finance companies in the State of Rajasthan.
Other Directorships	Nil
Chairpersonship/ membership of Committees in other companies	Nil
Relationship with other Directors/ Key Managerial Personnel of the Company	Spouse of Ms. Shalini Setia (Whole time Director)
No. of equity shares held in the Company	1,14,95,005 shares, out of which 10,17,447 shares are partly paid.
No. of Board meetings attended during the year	7
Terms and conditions of appointment/ re-appointment	N.A.
Remuneration last drawn	Rs.1,50,00,000/- (Rupees One Crore and Fifty Lakhs only) per annum along with other terms as per HR policy.
Remuneration sought to be paid	Rs.2,00,00,000/- (Rupees Two Crores only) per annum along with other terms as mentioned in the resolution above.

For ESS KAY FINCORP LIMITED

Company Secretary