SK FINANCE
Saath Aapke... Hamesha

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting ("AGM")of the members of Ess Kay Fincorp Private Limited (Erstwhile Ess Kay Auto Finance Private Limited) will be held on Monday 12th June, 2017 at 12.30 p.m at 202 (Conference Hall) Second Floor, Adarsh Plaza, Khasa Kothi Circle, Jaipur-302001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

<u>ITEM NO. 01 -</u> To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.

<u>ITEM NO 02-</u> To declare dividend on preference shares @ 0.01% i.e Rs. 1,199/- on the aggregate Compulsory Convertible Preference Shareholder (CCPS) amounting to Rs.11,994,000/- upto the date of conversion of CCPS i.e. March 27, 2017.

<u>ITEM NO. 03</u> - To Ratify the Appointment of Statutory Auditors of the Company

To ratify the appointment of M/s. S.S Kothari Mehta & Co., Chartered Accountants (FRN: 000756N), New Delhi, as Statutory Auditors and to fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 20th AGM of the Company held on 30th September, 2014 , the appointment of M/s. S.S Kothari Mehta & Co., Chartered Accountants, New Delhi, (Firm Registration No. 000756N) as Statutory Auditors of the Company to hold office till the conclusion of 25th Annual General Meeting to be held in the calendar year 2019, which was subject to ratification at every AGM, be and is ratified for the financial year 2017-18 & the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

For ESS KAY FINCORP PVT. LTD.

Company Secretary

ESS KAY FINCORP PVT. LTD.
(Formerly Known as ESS KAY AUTO FINANCE PVT. LTD.)
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Corporate Identity Number : U65923RJ1994PTC009051

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary 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."

<u>**SPECIAL BUSINESS**</u>:

<u>**ITEM NO. 04:**</u> To Authorise the Board Of Directors with respect to Increase in the borrowing power of the Board Of Directors of the Company from INR 1200 Crores To INR 1500 Crore u/s 180(1)(c) of the Companies Act, 2013:

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

"**RESOLVED THAT** in supersession of the earlier resolution(s), and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the 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) to borrow from time to time any money(ies) in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade (receivables), deposits or other security as they deem requisite for the purpose of the business of the Company, upto an amount of INR 1500 Crores (Indian Rupees One Thousand Five Hundred Crores only) notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose."

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money not exceeding INR 1500 Crores (Indian Rupees One Thousand Five Hundred Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already

For ESS KAY FINCORP PVT. LTD.

Company Secretary

borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures (including debt in nature of Debenture) or other Securities or Term Loans, Money Market Instruments, Commercial Papers and other like facilities in form of debt from Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto including delegating its powers under the resolution to give effect to this resolution and for matters connected therewith or incidental thereto."

<u>ITEM NO. 05:</u> To Authorise the Board Of Directors to sell, mortgage, create charge on all or any of the assets of the Company u/s 180(1)(a) of the Companies Act, 2013:

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

"**RESOLVED THAT** in supersession of the earlier resolution(s) passed at the Twenty Second Annual General Meeting of the Company held on July 27, 2016 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), 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) to sell, lease, mortgage, create charge or otherwise dispose of whole or substantially the whole of the undertaking of the Company, mortgage and/or create charge(s), hypothecation(s) in addition to the existing mortgages, charge(s), hypothecation(s) created by the Company on all or any of the assets and properties both immovable and movable, tangible and/ or intangible properties, or such other assets of the Company wherever situated both present and future including whole or any part of the undertaking of the Company and further to issue covenants for negative pledges/negative liens in respect of the said assets and properties on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more

For ESS KAY FINCORP PVT. LTD.

Company Secretary

of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding INR 1500 Crores (Indian Rupees One Thousand Five Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank exclusive/prior/pari passu/subsequent with/to the hypothecation/mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the above mentioned purpose, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including power(s) of attorney in favour of all or any of the persons, firms, bodies corporate, banks, financial institutions, trustees, as and by way of security for the due repayment of the sums of money together with interest or other money(ies) due thereon, if any, already borrowed or to be borrowed by the Company there from shall be within the overall limits of the borrowing powers of the Board of Directors of the Company as determined from time to time by the shareholders pursuant to Section 180(1)(c) of the Companies Act, 2013".

<u>ITEM NO. 06</u>: To Approve for issuance of Non - Convertible Debentures, in one or more tranches for one year, i.e upto June 11, 2018

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with The Companies (Share Capital and Debentures) Rules, 2014 and The Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the articles of association of the Company and in supersession of the earlier resolution(s) passed at the Twenty Second Annual General Meeting of the Company held on July 27, 2016, the consent of the members of the Company be and is hereby accorded to the 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) to issue, and to make offer(s) and/or invitation(s) to eligible persons to

For ESS KAY FINCORP PVT. LTD.

Company Secretary

subscribe to, non-convertible debentures ("NCDs") on private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amount at any time during the period shall not exceed INR 750 crores (Indian Rupees Seven Hundred Fifty Crores Only) within the overall borrowing limits of the Company.

"**RESOLVED FURTHER THAT** pursuant to Section 180 (1)(a) of the Companies Act, 2013 and all other provisions of applicable law, if any, the consent of the shareholders be and is hereby accorded to the Board for the creation of such charges by way of hypothecation, in addition to the existing charges by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of the Lending Agencies or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure such NCDs, wherever required, of an aggregate value not exceeding INR 750 crores (Indian Rupees Seven Hundred Fifty Crores Only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the said issuance of NCDs."

"**RESOLVED FURTHER THAT** the said limit of INR 750 crores (Indian Rupees Seven Hundred Fifty Crores Only), shall be within the overall borrowing limit approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs/bonds/other instruments, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

ITEM NO. 07:- To Approve the Re-Appointment of Mr. Rajendra Kumar Setia as Managing Director of the Company and approve the remuneration payable to him.

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

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

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Company Secretary

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(Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Rajendra Kumar Setia having DIN- 00957374, be and is hereby re-appointed as the Managing Director of the Company for a period of 5 years commencing from April 01, 2017 till March 31, 2022 at a remuneration of INR 7,00,000 (Indian Rupees Seven Lakhs) per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/incentives, on the terms and conditions as set out below, of the said appointment between the Board and Mr. Rajendra Kumar Setia as mentioned below:

Remuneration	INR 84,00,000 per annum (Indian Rupees Eighty Four Lakhs only)
Tenure	1. Tenure of this appointment shall be Five years with effect from April 01, 2017.
Terms and conditions of appointment or re-appointment	1. The Managing Director of the Company shall not be liable to retire by rotation. The Managing Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case. 2. The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Companies Act, 2013. 3. The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made there under. **4.** The separation from this engagement could be effected by either side giving three months notice.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration amount as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

For ESS KAY FINCORP PVT. LTD.

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

ITEM NO. 08:- To Approve the Re-appointment of Mrs. Shalini Setia as Whole -Time Director of the company and approve remuneration payable to her.

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

"**RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mrs. Shalini Setia having DIN- 02817624, be and is hereby re-appointed as the Whole-Time Director of the Company for a period of 5 years commencing from April 01, 2017 till March 31, 2022 at a remuneration of INR 1,00,000 (Indian Rupees One Lakh) per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/incentives, on the terms and conditions as set out below, of the said appointment between the Board and Mrs. Shalini Setia as mentioned below:

Remuneration	INR 12,00,000 per annum (Indian Rupees Twelve Lakhs)
Tenure	1. Tenure of this appointment shall be Five years with effect from April 01, 2017.
Terms and conditions of appointment or re-appointment	1. The Whole-Time Director of the Company shall not be liable to retire by rotation. The Whole-Time Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case. 2. The Whole-Time Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Companies Act, 2013. 3. The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules

For ESS KAY FINCORP PVT. LTD.
Company Secretary

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	made thereunder. 4. The separation from this engagement could be effected by either side giving three months notice.

"RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Whole-Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole-Time Director, the above remuneration amount as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any."

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

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

For ESS KAY FINCORP PVT. LTD.

Company Secretary

Anagha Bangur
Company Secretary

Place: Jaipur

Date: May 19, 2017

Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PTC009051

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM/MEETING") IS ENTITLED TO APPOINT A PROXY 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 must be received 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 ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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.

2. Shareholder Queries
   In case you have any query relating to the enclosed Financial Statements 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 seven (7) days before the date of Annual General Meeting so that the information can be made available at the meeting.

3. Members/proxies should bring the attendance slip duly filled in along with the copy of annual report for attending the AGM.

4. 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).

5. 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.

6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to

For

send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the AGM.

7. The Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the register of Contracts/ Arrangements in which the Directors are interested, maintained under section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.

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 AM to 5 PM upto the date of AGM.

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. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Share Transfer Agents, (RTA), for consolidation of such folios into a single folio.

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

12. Members are requested to send their 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

13. The Notice of AGM and the copies of audited financial statements, Board's report, auditors' report, etc. will also be displayed on the website of the

For ESS KAY FINCORP PVT. LTD.

Company Secretary

Company at www.skfin.in and the other requirements as applicable will be duly complied with.

14. Electronic copy of the Annual Report and Notice of AGM for the financial year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and the notice along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

15. 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].

16. The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

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

Anagha Bangur
Company Secretary

Place: Jaipur

Date: May 19, 2017

Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PTC009051

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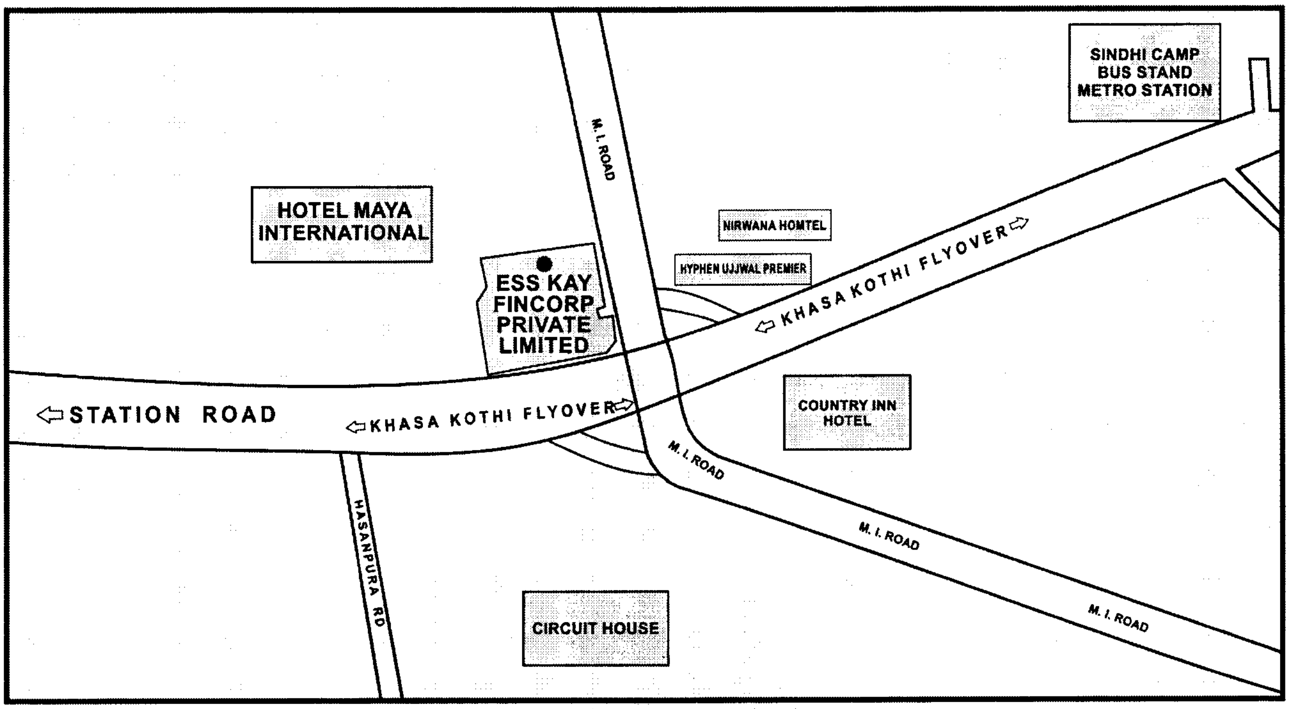
ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING

Route map for the venue of the Annual General Meeting



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ANNEXURE TO THE NOTICE

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS UNDER ITEM NO. 04 TO ITEM NO. 08 AS SET OUT IN THE NOTICE IS ANNEXED HERETO.

ITEM NO. 04

At the 22nd Annual General Meeting of the Company held on July 27, 2016, consent of the shareholders was obtained u/s. 180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, by way of a special resolution, to the Board of Directors of the Company for borrowing monies in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of ` 1200 crores (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business). Further, with the business operations growing and the expected growth in the activities and operations of the Company the aforesaid limit of 1200 crores is likely to exceed in due course/in the near future.

For ESS KAY FINCORP PVT. LTD.

Company Secretary

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In view of the overall increase in the business activities of the Company i.e., expected loan book size and considering the net owned funds and additional working capital requirements, it is considered desirable to increase the Company's existing borrowing limit of INR 1200 crores to INR 1500 Crores.

In order to comply with the requirements under Section 180(1)(c) of the Companies Act, 2013, consent of the members is sought through the resolution(s) proposed at Item No.4 by way of special resolution to enable the Board of Directors of the Company to borrow moneys upto a sum of INR 1500 Crores (Indian Rupees One Thousand Five Hundred Crores only).

Your Directors therefore, recommend the passing of the resolution proposed at Item No.4 of the Notice.

None of the Director or any key managerial personnel or the relatives of the directors or key managerial personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 05

Standard market terms of long term or short term/ debt finance include conditions to secure their financial assistance provided to the company, therefore, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers, Financial Institutions, Trustees etc. in the ordinary course of business)

The proposed borrowings of the Company under section 180 (1) (c) of the Companies Act, 2013, may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over movable or immovable assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/ mortgages/ hypothecations for an amount not exceeding INR 1500 Crores (Indian Rupees One Thousand Five Hundred Crores Only).

Your Directors therefore, recommend the passing of the resolution proposed at Item No 5 of the Notice.

For ESS KAY FINCORP PVT. LTD.

Company Secretary

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None of the Director or any key managerial personnel or the relatives of the directors or key managerial personnel is in any way concerned or interested, financially or otherwise, in the said resolution

ITEM NO. 06

As per Section 42, 71 of the Act read with The Companies (Share Capital and Debentures) Rules, 2014 and The Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs"), is required to obtain the prior approval of its members by way of a special resolution. Such approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year.

The issuance of NCDs on a private placement basis is a cost effective and important source of funds for the Company.

In view of the above, the approval of the members by way of a special resolution under Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 is being sought to enable and authorize the Company to raise funds by offering and issuing NCDs, in one or more tranches, for a period of one year from the date thereof, provided that the outstanding amount at any time during the period shall not exceed INR 750 crores (Indian Rupees Seven Hundred Fifty Crores Only) within the overall borrowing limits of the Company, with the authority to the Board to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs/bonds/other instruments.

The Directors recommend the resolution at Item No. 6 of the accompanying notice, for the approval of the members of the Company by way of a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned with or interested, financially or otherwise, in the resolution set out at Item No.6

ITEM NO. 07

Mr. Rajendra Kumar Setia promoter and founder is affiliated with the Company since incorporation, and your Directors are in opinion to re-appoint him as Managing Director, therefore they have recommended to appoint Mr. Rajendra Kumar Setia as Managing Director of the Company on the remuneration as recommended by the Nomination and Remuneration Committee for a period of Five years, commencing from April 01, 2017 till March 31, 2022 subject to approval Shareholders.

For ESS KAY FINCORP PVT. LTD.

Company Secretary

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INFORMATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) REGARDING DIRECTOR SEEKING APPOINTMENT

Age	48 Years
Qualifications	B. Sc. From Rajasthan University.
Experience	Mr. Rajendra Kumar Setia, the Managing Director of the company is having a wide experience of more than 20 years in finance industry and vehicle finance. He is the promoter of the company. He is also the President of Rajasthan Finance Companies Association, institution for representing interest of finance companies in the State of Rajasthan.
Terms and conditions of appointment or re-appointment	1. Tenure of this appointment shall be Five years with effect from April 01, 2017. 2. The Managing Director of the Company shall not be liable to retire by rotation. The Managing Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case. 3. The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Companies Act, 2013. 4. The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder. 5. The separation from this engagement could be effected by either side giving three months notice.

For ESS KAY FINCORP PVT. LTD.

Company Secretary

H.O. : G-1-2, New Market, Khasa Kothi Circle, Jaipur-302001
Ph. : +91-141-4161300-500 I Fax : +91-141-4012809
E-mail : info@skfin.in I Website : www.skfin.in
Corporate Identity Number : U65923RJ1994PTC009051

Last drawn remuneration	INR 48,00,000 per annum (Indian Rupees Forty Eight Lakhs)
Date of first appointment on the Board	November 21,1994 (Since Incorporation)
No. of share held	99880 fully paid up Equity Shares of INR 100 each.
Relationship with Directors, Managers & KMP	Related with Mrs. Shalini Setia (Spouse)
Number of Board Meeting attended during FY 2016-17	6 (Six)
Other Directorship	SATYAM PREMISES PRIVATE LIMITED (CIN-U45201RJ2005PTC020566)
Chairman/ Member of the Committees of Boards of other companies	Not Applicable

INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

A brief Resume	Mr. Rajendra Kumar Setia, Director of the company is having a wide experience of more than 20 years in finance industry and vehicle finance. He is the promoter of the company. He is also the President of Rajasthan Finance Companies Association, institution for

For ESS KAY FINCORP PVT. LTD.

Company Secretary

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	representing interest of finance companies in the State of Rajasthan. He has always tried to tap young tap that can develop with the growth of company and adopting changes in technology and moving towards ease of doing business by making best use of technological developments. Despite the all ups and downs during the business tenure, Mr. Rajendra Kumar Setia stands like a cliff.
Expertise in specific functional areas.	Banking and Financial Industries.
Disclosure of relationships between directors inter-se	Related with Mrs. Shalini Setia, Director and promoter in Company (Spouse)
Names of listed entities in which he also holds the directorship and the membership of Committees of the board	Not Applicable
Shareholding of non-executive directors.	Not Applicable

Your Directors therefore, recommend the passing of the resolution proposed at Item No.07 of the Notice.

Except Mr. Rajendra Kumar Setia and Mrs. Shalini Setia (Spouse), none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned with or interested, financially or otherwise, in the resolution set out at Item No.7

ITEM NO. 08

The Board considers that appointment of Mrs. Shalini Setia as Whole-Time Director would be of immense benefit to the Company and it is desirable to continue to avail the services, therefore, they have recommended to appoint Mrs. Shalini Setia as Whole-Time Director of the Company on the remuneration as recommended by the Nomination and Remuneration Committee for a period of Five years, commencing from April 01, 2017 till March 31, 2022 subject to approval Shareholders.

For ESS KAY FINCORP PVT. LTD.

Company Secretary

ESS KAY FINCORP PVT. LTD.
(Formerly Known as ESS KAY AUTO FINANCE PVT. LTD.)
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INFORMATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) REGARDING DIRECTOR SEEKING APPOINTMENT

Age	45 Years
Qualifications	B. Sc. from Rajasthan University.
Experience	Ms. Shalini Setia, Director of the company is Co-promoter of the Company. She has more than 6 years of experience in the finance industry. She actively participates in strategic decision making of the company. She is an eternal optimist and has promoted ethics in working environment by creating a work culture which provide a stabilized growth environment and motivation.
Terms and conditions of appointment or re-appointment	1. Tenure of this appointment shall be Five years with effect from April 01, 2017. 2. The Whole-Time Director of the Company shall not be liable to retire by rotation. The Whole-Time Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case. 3. The Whole-Time Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Companies Act, 2013. 4. The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made there under. 5. The separation from this engagement could be effected by either side giving three months notice.
Last drawn remuneration	INR 7,20,000 per annum (Indian Rupees Seven Lakhs Twenty Thousands)
Date of first appointment on the Board	December 18, 1994

For ESS KAY FINCORP PVT. LTD.

No. of share held	99729 fully paid up Equity Shares of INR 100 each.
Relationship with Directors, Managers & KMP	Related with Mr. Rajendra Kumar Setia (Spouse)
Number of Board Meeting attended during FY 2016-17	5 (Five)
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other companies	Not Applicable

INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

A brief Resume	Mrs. Shalini Setia holds bachelor's degree in Science from University of Rajasthan. She has more than 6 years of experience in banking and finance industry. She is the Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company
Expertise in specific functional areas.	Banking and Financial Industries.
Disclosure of relationships between directors inter-se	Related with Mr. Rajendra Kumar Setia, Managing Director and promoter in Company (Spouse)
Names of listed entities in which he also holds the directorship and the membership of Committees of the	Not Applicable

For ESS KAY FINCORP PVT. LTD.

Company Secretary

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board	
Shareholding of non-executive directors.	Not Applicable

Your Directors therefore, recommend the passing of the resolution proposed at Item No.08 of the Notice.

Except Mrs Shalini Setia and Mr. Rajendra Kumar Setia(Spouse), none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned with or interested, financially or otherwise, in the resolution set out at Item No.7

By Order of the Board of Directors
For Ess Kay Fincorp Private Limited
(Erstwhile Ess Kay Auto Finance Private Limited)
For ESS KAY FINCORP PVT. LTD.
Company Secretary

Anagha Bangur
Company Secretary

Place: Jaipur

Date: May 19, 2017Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PTC009051