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NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting ("AGM")of the members of Ess Kay Auto Finance Private Limited will be held at the Registered Office of the Company situated at G 1-2, New Market, Khasa Kothi, Jaipur-302001 on Wednesday 27th July, 2016 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2 – DECLARATION OF DIVIDEND

To declare dividend on preference shares @ 0.01% i.e 1,199/- on the aggregate Compulsory Convertible Preference Shareholder (CCPS) amounting to Rs.11,994,000 /-

ITEM NO. 3 -RATIFICATION OF 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, 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 be and is ratified (for the financial

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year 2016-17) & that 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."

SPECIAL BUSINESS:

ITEM NO. 4: APPOINTMENT OF MR. AMAR LAL DAULTANI AS AN INDEPENDENT DIRECTOR

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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Amar Lal Daultani (DIN: 05228156), who was appointed as an Additional Director of the Company with effect from pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a period upto 31st March '2021, not liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 5 AUTHORISATION TO BOARD WITH RESPECT TO INCREASE THE BORROWING POWER OF THE BOARD OF DIRECTORS OF THE COMPANY FROM `500 CRORES TO `1200 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 **Special Resolution**:

"**RESOLVED THAT** in supersession of the earlier resolution(s) passed at the Nineteen Annual General Meeting of the Company held on September 13, 2013, 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 Rs. 1200 Crores 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 but not exceeding Rs. 1200 Crores (Rupees One Thousand Two Hundred Crore Only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already 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, 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."

ITEM NO. 6: AUTHORISATION TO 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 as **Special resolution.**

RESOLVED THAT in supersession of the earlier resolution(s) passed at the Nineteen Annual General Meeting of the Company held on September 13, 2013 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) thereof and any rules there under 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 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 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 Rs.1200 Crores [Rupees One Thousand Two 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

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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".

ITEM NO. 7: PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass with or without modification, the following 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 the provisions of the memorandum of association and the articles of association of the Company, the approval and 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 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 Rs. 500 crores (Rupees Five Hundred Crores) within the overall borrowing limits of the Company."

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"**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."

By Order of the Board of Directors
For Ess Kay Auto Finance Private Limited
For ESS KAY AUTO FINANCE PVT. LTD
Anagha
Company Secretary
Anagha Bangur
Company Secretary

Place: Jaipur
Date: 28th May, 2016
Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PTC009051

NOTES:

The Explanatory Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 with respect to the special business under Item No. 4 to Item 7 as set out in the Notice to be transacted at the AGM is annexed.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT A MEMBER OF THE COMPANY. Proxies 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 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 (in case of shares held in physical mode).
   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. 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.

7. 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.

8. 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 to the Company / RTA.

9. 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 Transfer Agents, Sharepro Services (I) Pvt. Ltd. (RTA), for consolidation into a single folio.

10. 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:

    Sharepro Services(I) Pvt Ltd.
    13 AB,Samhita Warehousing Complex,
    2nd Floor, Sakinaka Telephone Exchange Lane,
    Off Andheri-Kurla Road,Sakinaka
    Andheri (E),Mumbai-400072.

11. The Notice of AGM and the copies of audited financial statements, Board's report, auditors' report, etc. will also be displayed on the website www.skfin.in of the Company and the other requirements as applicable will be duly complied with.

12. Electronic copy of the Annual Report and Notice of AGM for the financial year 2015-16 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.

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. Subject to the provisions of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on July 19 2016.

15. Corporate Members 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 AGM.

By Order of the Board of Directors

For Ess Kay Auto Finance Private Limited

For ESS KAY AUTO FINANCE PVT. LTD

Company Secretary

Place: Jaipur

Date: 28th May 2016

Anagha Bangur

Company Secretary

Registered Office:
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KHASA KOTHI, JAIPUR-302001
CIN: U65923RJ1994PTC009051

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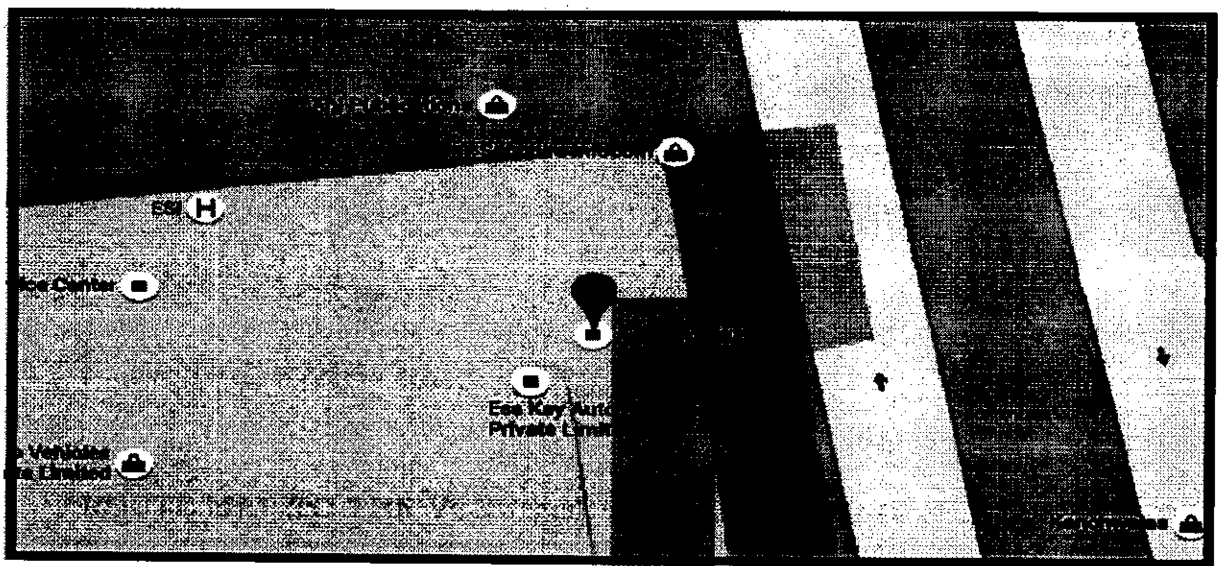
ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company ("the Board") at its Meeting held on 28th May, 2016 on the basis of the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Amar Lal Daultani (DIN-05228156) as Additional Director of the Company in terms of Section 149, 152 & 161 read with Schedule IV & other provisions of the Companies Act, 2013 & The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). In terms of the provisions of Section 161(1) of the Companies Act, 2013 Mr. Amar Lal Daultani would hold office upto the date of the ensuing Annual General Meeting.

Shri Amar Lal Daultani, a postgraduate in Economics from Agra University , joined Allahabad Bank as Management Trainee in 1978. He worked in different capacities in various branches of Allahabad Bank. He is a versatile banker having 34 years of rich experience in Credit, Forex and other General Banking Operations.

The Company has received from Mr. Amar Lal Daultani (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014 (ii)intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Resolution seeks the approval of members for the appointment of Mr. Amar Lal Daultani as Independent Director of the Company for a term of upto 31st March, 2021 pursuant to Section 149 and other applicable provisions of the Act and the rules made hereunder and that he is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Amar Lal Daultani proposed to be appointed, as a Independent Director fulfill the conditions specified in the Act and the rules made there under. A copy of the draft letter for the appointment of Mr. Amar Lal Daultani as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the AGM.

None of the Directors, Key Managerial Personnel or their relatives, except Amar Lal Daultani, being appointee, are interested or concerned in the resolution set out at Item No. 4 of the Notice.

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

ITEM NO. 5

At the 19th Annual General Meeting of the Company held on Sept 13, 2013, 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 ` 500 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 ` 5,00 crores (Rupees Five Hundred Crore) is likely to exceed in due course/in the near future.

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 ` 500 crores to ` 1200 Crore.

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 Agenda No.5 by way of special resolution to enable the Board of Directors of the Company to borrow moneys upto a sum of ` 1200 crores (Rupees One Thousand Two Hundred Crore).

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No.5 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. 6

In terms of Section 180(1)(a) and all other applicable provisions, if any of the Companies Act, 2013, an authorization/ consent by the members of the Company is required to sell, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company mortgage and/or to create charge on all or any of the assets and properties immovable and movable, including undertaking(s) of the Company and further to issue covenants for negative pledges/ negative liens in respect of the said assets and properties and for the purpose, 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 powers of attorney in favour of all the lenders as and by way of security for the due repayment of sums of money

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together with interest or other moneys due thereon, if any, such borrowings 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.

The above said authorization(s)/consent by the members of the Company are to be made to the Board of Directors by means of a Special Resolution, which 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) and all other applicable provisions, if any of the Companies Act, 2013.

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No.6 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. 7

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 500 crores 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. 7 of the accompanying notice, for the approval of the members of the Company by way of a special resolution.

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None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned with or interested, financially or otherwise, in the resolution set out at Item No.7.

Place: Jaipur

Date: 28th May, 2016

By Order of the Board of Directors

For Ess Kay Auto Finance Private Limited

For ESS KAY AUTO FINANCE PVT. LTD

Company Secretary

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

Company Secretary
Anagha Bangur

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