SK FINANCE
Saath Aapke... Hamesha

NOTICE

NOTICE IS HEREBY GIVEN THAT the Second Extraordinary General Meeting of Ess Kay Auto Finance Private Limited for the financial year 2016-17 will be held on Monday the 24th day of October, 2016 at 3:00 p.m at its Registered Office situated at G-1 & 2 New Market Khasa Kothi, Jaipur 302001 (Rajasthan) to transact the following businesses:

SPECIAL BUSINESS:

Item No. 01 Private Placement of Money Market Instruments like Commercial Papers ("CPs"), Bonds, and other securities and in this regard to consider and if deemed fit to pass with or without modification(s) the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 42 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges; SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015; SEBI (Issue and Listing of Debt Securities) Regulations, 2008; Foreign Exchange Management Act, 1999; the Reserve Bank of India Act, 1934 (including any amendment, modification, variation or re-enactment thereof) and Articles of Association, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow from time to time, by issuance of Commercial Papers ("CPs"), on Private Placement basis, with a view to augment the business of the Company, upto an amount not exceeding Rs. 500 crores (Rupees five hundred crores only), under one or more shelf disclosure documents, during the period commencing from second extra ordinary general meeting for the financial year 2016-17 held on October 24, 2016 until the conclusion of 23rd Annual General Meeting ("AGM"), on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be.

RESOLVED FURTHER THAT the said limit of Rs. 500 crores (Rupees five hundred crores only) shall be within the overall borrowing limit approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

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

RESOLVED FURTHER THAT Mr. Rajendra Kumar Setia, Managing Director and Mr. Atul Arora, Chief Financial Officer of the Company be and are hereby severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

By order of Board of Directors
Ess Kay Auto Finance Private Limited

For ESS KAY FINCORP PVT. LTD.

Company Secretary

Place: Jaipur
Date: September 30, 2016

[Anagha Bangur]
Company Secretary

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NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company. Proxies to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the meeting.

2. Members are requested to bring their Attendance Slip while attending the Extra Ordinary General Meeting.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

4. To support the 'Green Initiative', the members who have not registered their e-mail address are requested to register the same and to intimate the changes, if any in their address and e-mail-ID to the Company/or Registrar and Share Transfer Agent for better communication in future and as part of effective Corporate Governance.

5. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depositary Participant with whom they are maintaining their De-mat Account. Members holding shares in physical form can submit their PAN to the Company.

6. Members holding shares in de-mat form are requested to write their DP ID and Client ID and those holding Shares in Physical form are requested to write their Folio Numbers on the attendance slip for attending the meeting.

7. For any assistance or information about shares etc., members may contact the Company or the Registrars.

8. Members are requested to quote their Folio Number/De-mat Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.

9. 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.

SHAREHOLDER QUERIES

In case you have any query relating to the matters to be transacted, you are requested to send the same to the Company Secretary at the Registered Office of the Company at least seven (7) days before Extraordinary General Meeting so that the information can be made available at the meeting.

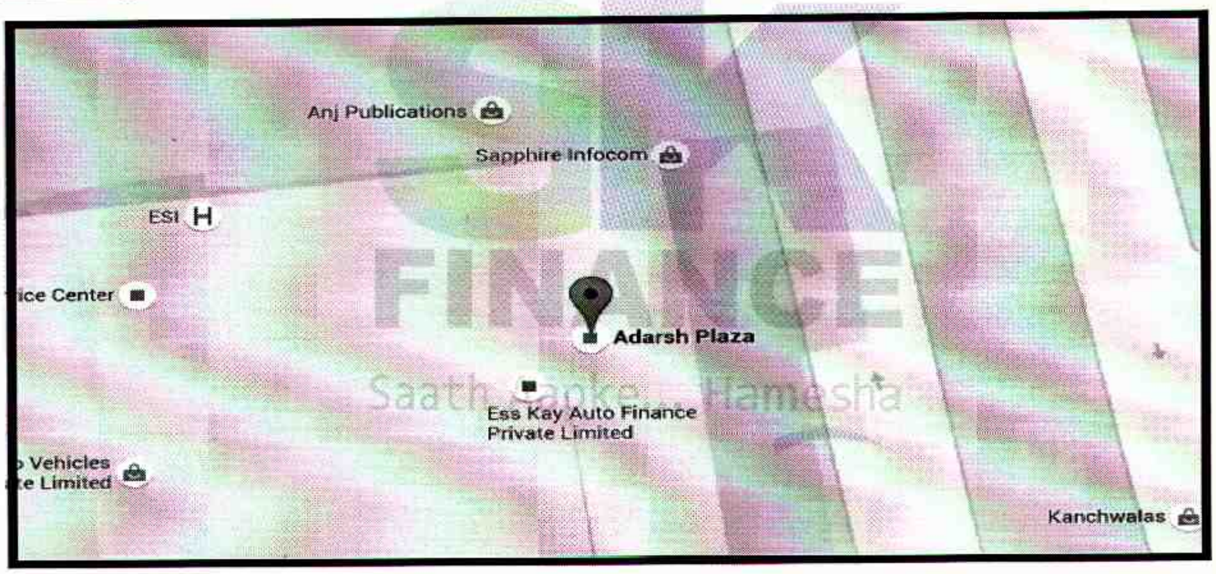
All the documents referred to in the Notice and explanatory statements are open for inspection at the Registered Office of the Company on all working days from 10 AM to 5 PM upto the date of AGM.

<u>Venue of the meeting:</u>

G 1-2, New Market, Khasa Kothi, Jaipur-302001

<u>Landmark</u>: Near Adarsh Plaza

<u>Route Map:</u> The Mark indicate the venue of EGM



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribe the provisions subject to which a company is allowed to issue Securities on Private Placement basis. Every proposed offer of Securities or invitation to subscribe to Securities on Private Placement basis requires prior approval of Members of the Company by way of Special Resolution.

Your company has been borrowing through issue of Money Market instruments like Commercial Papers ("CPs"), Bonds and other securities on Private Placement basis, from time to time to augment the business of the Company. In view of the aforesaid provisions and considering its importance in business expansion, it is proposed to take the approval of the Members for borrowing, from time to time, by issuance of Money Market Instruments, on Private Placement basis, up to an amount not exceeding Rs. 500 crores (Rupees five hundred crores only). The said limit of Rs. 500 crores (Rupees five hundred crores only) shall be within the overall borrowing limit as may be approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

The pricing of the Money Market Instruments will depend primarily upon the then prevailing market conditions and the regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors or any of its Committee duly authorized in this regard. The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors or Key Managerial Personnel and / or their relatives, are in any way, financial or otherwise, is interested or concerned in this resolution.

Consent of the shareholders by way of a Special Resolution is required in this regard. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

By order of Board of Directors

Ess Kay Auto Finance Private Limited

For ESS KAY FINCORP PVT. LTD.

Anagha

Company Secretary

[Anagha Bangur]

Company Secretary

Place: Jaipur

Date: September 30, 2016

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