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NOTICE

NOTICE IS HEREBY GIVEN THAT the Third Extraordinary General Meeting of Ess Kay Fincorp Private Limited (Erstwhile Ess Kay Auto Finance Private Limited) for the financial year 2016-17 will be held on Thursday the 08th day of December, 2016 at 10.00 a.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- 1 – To approve the conversion of the Company from a Private Limited Company to a Public Limited Company 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 Section 14, 18 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 33 of The Companies (Incorporation) Rules, 2014 and other applicable Rules, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in the force), the consent of the Members of the Company be and is hereby accorded, to the conversion of Company into a Public Limited Company.

RESOLVED FURTHER THAT in accordance with the provisions of the Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the approval of members be and is hereby taken to adopt an entirely new set of regulations in place of its existing regulations contained in the Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, consequently the name of the Company be and is hereby changed from:

"Ess Kay Fincorp Private Limited"
To
"Ess Kay Fincorp Limited"

by deletion of the word "Private" from the name of the Company and Clause-I of the Memorandum of Association of the Company relating to NAME 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 ESS KAY FINCORP LIMITED.

RESOLVED FURTHER THAT the word "Private" wherever appearing in any document, paper, deeds, writings, common seal etc., in the name of the Company be and is hereby deleted.

For ESS KAY FINCORP PVT. LTD.
Company Secretary

ESS KAY FINCORP PVT. LTD.
(Formerly Known as 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 Ms. Anagha Bangur, Company Secretary or Mr. Rajendra Kumar Setia, Managing Director of the Company be and are hereby severally authorized to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies office, Rajasthan and to take all the necessary steps, acts, deeds and things to give effect to these resolutions including delegating his powers to any other Director / officer / employee of the Company or any other consultant, etc. as may be deemed fit, to implement this resolution."

Item No- 2 - Adoption of new set of Articles of Association 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of concerned authorities consent of members of the company be and is hereby accorded that the regulations contained in the existing Articles of Association of the Company be and are hereby replaced by new set of Regulations of Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing this resolution.

RESOLVED FURTHER THAT Ms. Anagha Bangur, Company Secretary or Mr. Rajendra Kumar Setia, Managing Director of the Company be and are hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No- 3 - Amendments to Clause III B and Clause III C of the Memorandum of Association 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 Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s)or re-enactment(s) thereof for the time being in force), and subject to the approval of concerned authorities, the existing Clause III B and Clause III C of the Memorandum of Association, in relation to the objects incidental or ancillary to the attainment of the main objects and other objects, be and is hereby amended as follows:

1. By deleting the heading of Clause III B "THE OBJECTS INCIDENTAL OR ANCILLARY to the attainment of the Main Objects:-"and replacing it with the heading "Matters which are necessary for furtherance of the objects specified in clause III(A) are:-"
2. Other Objects Clause of the Memorandum of Association of the Company be removed

For ESS KAY FINCORP PVT. LTD.
Anagha
Company Secretary

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completely by deleting the clause III C (1) to III C (29)

RESOLVED FURTHER THAT Ms. Anagha Bangur, Company Secretary or Mr. Rajendra Kumar Setia, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, applications, files, reports, returns and documents with such appropriate authorities, including delegating all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

<u>Item No- 4 – Amendment to Clause IV of the Memorandum of Association and in this regard to consider and if deemed fit to pass with or without modification(s) the following Resolution as a Special Resolution:</u>

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s)or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors be and is hereby authorized to amend Clause IV of the Memorandum of Association of the Company, by replacing it with the following and to be read as under:

"The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

RESOLVED FURTHER THAT Ms. Anagha Bangur, Company Secretary or Mr. Rajendra Kumar Setia, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required including filing of requisite forms, applications, files, reports, returns and documents with such appropriate authorities, delegating all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

By order of Board of Directors
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: November 12, 2016

For ESS KAY FINCORP PVT. LTD.
Company Secretary

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies, to attend and vote instead of himself and the proxy need not be a member of the company. proxies in order to be effective must be deposited at the registered of 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.

For ESS KAY FINCORP PVT. LTD.

Company Secretary

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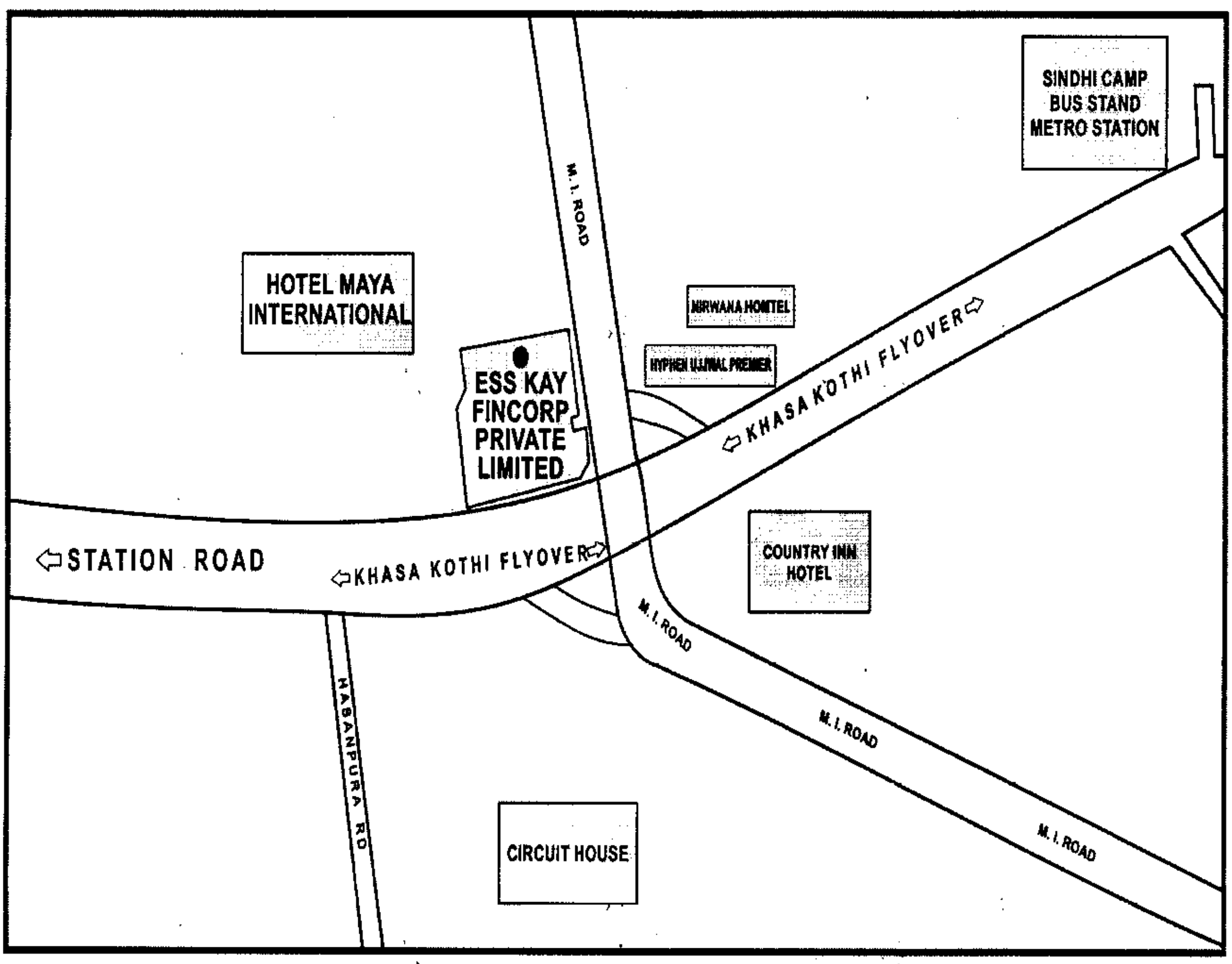
Venue of the meeting:

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

Landmark: Near Adarsh Plaza

Route Map: The Mark indicate the venue of General Meeting

Route map for the venue of the General Meeting



ESS KAY FINCORP PVT. LTD.

For ESS KAY FINCORP PVT. LTD.

Anagha
Company Secretary

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

Item No.1

Ess Kay Fincorp Private Limited (Erstwhile known as Ess Kay Auto Finance Private Limited) is a Non-Banking Finance Company (NBFC) registered with Reserve bank of India (RBI) and having rich goodwill in the market. The Company is carrying business of financing activities like vehicle finance, loan against property SME finance etc.

The Management of company has decided to establish a sound Corporate Governance as well to avail benefits of corporate form of organization which is allowed to raise funds from general public also.

After considering the said benefits Management has proposed to convert company into public limited company. Public Limited Company enjoys better avenues for borrowing of funds. Public Limited Companies as compared to other business forms enjoys better recognition in the market and bestows confidence in the stakeholder. Consequent on such conversion, the Article which lays down certain restrictions in case of Private Limited Companies as per the provisions of the Companies Act should be deleted and certain new articles as required in case of a public limited company should be inserted.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed 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.

A copy of current Memorandum and Articles of Association as on date and proposed Memorandum and Articles of Association with changed regulations are available for inspection at the registered office of the company on any working day during the business hours.

Item No. 2

The existing Articles of Association ("AOA") is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. Therefore, the Board of Directors of the Company deems it in the interest of the Company to adopt new set of Articles of Association of the Company.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

For ESS KAY FINCORP PVT. LTD.

Company Secretary

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The Board recommends passing of the Resolutions set out at Item Nos. 3 & 4 of the Notice.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

The copy of current and amended Memorandum & Articles of Association is available for inspection by the Members at the Registered Office of the company on all working days (except Sundays and Public Holidays), during the business hours from the date hereof up to the date of the Meeting.

Item No. 3 and 4

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under, the Company needs to rename the heading of clause III B to "Matters which are necessary for furtherance of the objects specified in clause III(A) are:-" and delete the Other Objects Clause i.e. III C from the Memorandum of Association.
Further the liability clause i.e. Clause IV is required to be substituted with the following : "The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them".

The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends passing of the Resolutions set out at Item Nos. 3 & 4 of the Notice.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

The copy of current and amended Memorandum & Articles of Association is available for inspection by the Members at the Registered Office of the company on all working days (except Sundays and Public Holidays), during the business hours from the date hereof up to the date of the Meeting.

By order of Board of Directors

For Ess Kay Fincorp Private Limited
(Erstwhile Ess Kay Auto Finance Private Limited)
For ESS KAY FINCORP PVT. LTD.
Anagha
Company Secretary
[Anagha Bangur]
Company Secretary

Place: Jaipur
Date: November 12, 2016

For ESS KAY FINCORP PVT. LTD.
Anagha
Company Secretary

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