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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 03/2019-20 Extra-Ordinary General Meeting ("**EGM/Meeting**") of the members of Ess Kay Fincorp Limited (Erstwhile Ess Kay Auto Finance Private Limited) ("**The Company**") will be held on Tuesday, 28th Day of January, 2020 at 11:00 a.m. at the registered office of the company situated at G 1-2, New Market, Khasa Kothi, Jaipur – 302001 (Rajasthan) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR APPOINTMENT OF MR. RAJ KUMAR SETIA (RELATED PARTY) AT AN OFFICE OR PLACE IN PROFIT.

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

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable and as per the recommendation and approval of the Nomination and Remuneration Committee and Audit committee in their meeting held on 26.11.2019, consent of the Members be and is hereby accorded to appoint Mr. Raj Kumar Setia, being relative of Mr. Rajendra Kumar Setia, Managing Director of the Company, as SME portfolio zonal in-charge, holding an office or place of profit in the Company at a remuneration not exceeding Rs. 40,00,000/- (Rupees Forty Lakhs Only) per annum.

RESOLVED FURTHER THAT Mr. Raj Kumar Setia shall be entitled to medical reimbursement, club fees, promotion, incentive / performance linked bonus, personal accident insurance; company maintained cars along with chauffeur, telephone and such other perquisites in accordance with the company's HR policy but such benefits shall exclude Stock Options under the ESOP Scheme of the Company.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mr. Raj Kumar Setia holding office or place of profit, within the maximum limit approved by the shareholders.

For ESS KAY FINCORP LIMITED

Company Secretary

ESS KAY FINCORP LIMITED
(Formerly Known as ESS KAY AUTO FINANCE PVT. LTD.)
Regd. Office : G 1-2, New Market, Khasa Kothi, Jaipur-302001
Ph.: +91-141-4161300-500 | Toll Free Number: 1800 1039 039
E-mail : info@skfin.in | Website : www.skfin.in
CIN : U65923RJ1994PLC009051 | GSTIN : 08AAACE5115F1Z2

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient and to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

By Order of the Board of Directors
For **Ess Kay Fincorp Limited**
(Erstwhile Ess Kay Auto Finance Private Limited)
For ESS KAY FINCORP LIMITED

Company Secretary

Ms. Anagha Bangur
Company Secretary
Membership No.: 31263

Place: Jaipur
Date: 28.12.2019

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NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the special business is annexed hereto.

2. **A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies 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 should be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.**

3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (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.**

4. In case the shareholders' have any query relating to the Resolution 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 48 (forty eight) hours before the date of EGM so that the information can be made available at the meeting.

5. Members/proxies/Authorized Representatives attending the meeting should bring the attendance slip duly filled for attending the EGM.

6. 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**').

7. 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 at the meeting.

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

9. 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 10:00 A.M. to 05:00 P.M. up to the date of EGM.

For ESS KAY FINCORP LIMITED

Company Secretary

10. 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.

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 address all their correspondence including demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's RTA:-

Registrar & Securities Transfer Agent:
Karvy Fintech Pvt. Ltd.
305, New Delhi House,
27, Barakhamba Road, New Delhi 110 001
Contact Person: John Mathew
P: +91 011 43681700/43681702/9873886235
email id: john.mathew@karvy.com

13. The Notice of EGM will be displayed on the website of the Company at http://www.skfin.in/index.php.

14. 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.

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

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

For ESS KAY FINCORP LIMITED

Company Secretary

Ms. Anagha Bangur
Company Secretary
Membership No.: 31263

Place: Jaipur
Date: 28.12.2019

EXPLANATORY STATEMENT UNDER SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013

The Following Statements sets out all material facts relating to the Special Business mentioned in the Accompanying Notice:

ITEM NO.1

The Companies Act, 2013 aims to ensure transparency in the transactions with related parties of the company. The provisions of Section 188(1)(f) of the Companies Act, 2013 provides for related party's appointment to any office or place of profit in the company.

Mr. Raj Kumar Setia, brother of Mr. Rajendra Kumar Setia (Managing Director and promoter of the Company) is associated with the company as DSA and the company gives certain commission on the business sourced by him. During his association he has contributed significantly in the growth of the company and his longer association with the company is much needed.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per recommendation of Nomination and Remuneration Committee and Audit Committee, the appointment of Mr. Raj Kumar Setia as SME portfolio zonal in-charge, at office or place of profit in the Company is at arm length's price and is in ordinary course of business.

Hence the Company is hereby seeking approval of the members by way of Ordinary Resolution in accordance with the provisions of section188 of the Act.

Save and except, Mr. Rajendra Kumar Setia and Mrs. Shalini Setia, being relative of the appointee, none of the Directors or their relatives, is anyway, concerned or interested, financially or otherwise, in the aforesaid resolution, except to the extent of their shareholding.

The details of Contract with Mr. Raj Kumar Setia are given below:

Name of related party and nature of relationship	The nature and duration of the contract or arrangement	The material terms of the contract or arrangement including values, if any	Any advance paid for the contract or arrangement, if any	The manner of determining the pricing and other commercial terms	Whether all the factors relevant to the contract or arrangement have been considered	Any other information for Board
Mr. Raj	Appointme	Mr. Raj	Nil	The	NA	Mr. Raj

For ESS KAY FINCORP LIMITED

Company Secretary

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Kumar Setia, Brother of Mr. Rajendra Kumar Setia	nt at office or place of profit as SME portfolio zonal in-charge	Kumar Setia, will act in the interest of the company in SME sector and his immense experience will help the company to attain its objective in the SME sector. His appointment is proposed to be made at not exceeding Rs. 40.00 Lakh per annum.		remuneration is proposed after Considering the volume of the business and industry trend		Kumar Setia has immense experience in the field of SME business which shall be beneficial for the company and his role shall be to provide impetus to expanding the business.

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

For ESS KAY FINCORP LIMITED

Company Secretary

Ms. Anagha Bangur
Company Secretary
Membership No.: 31263
Date: 28.12.2019
Place: Jaipur

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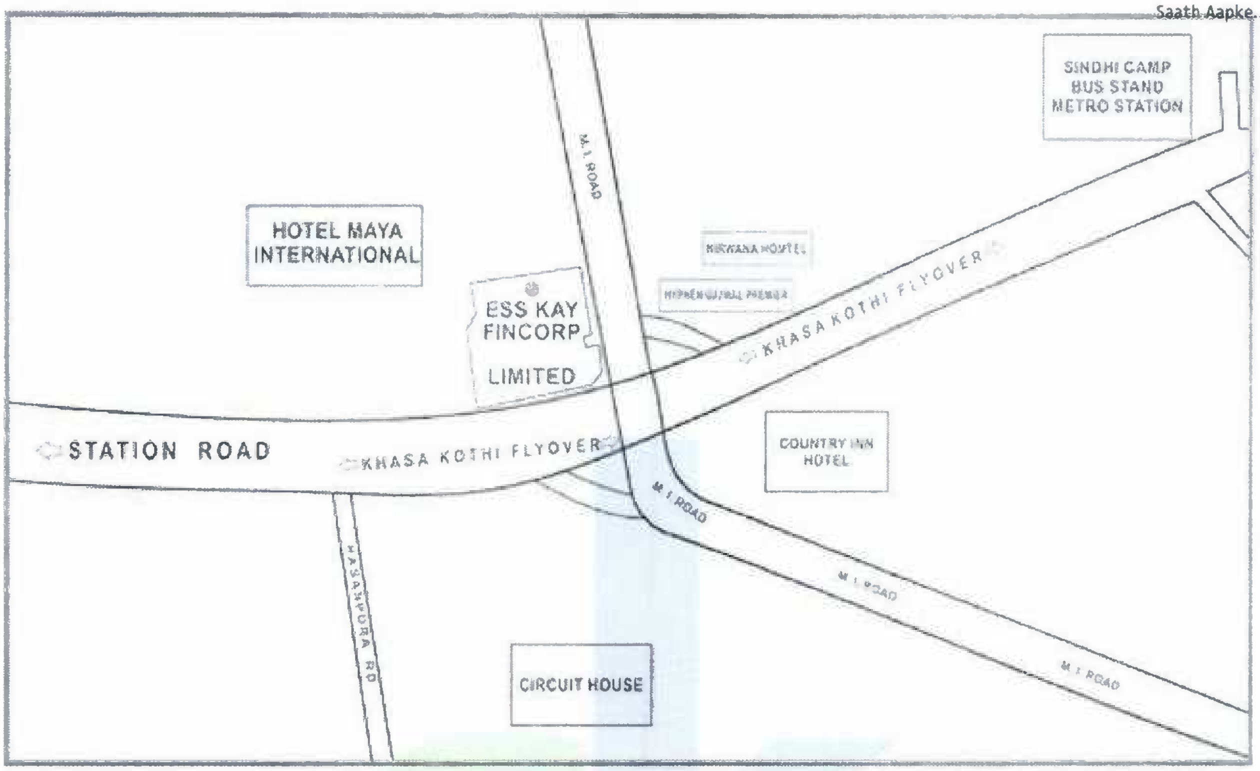
ROUTE MAP TO THE VENUE OF EGM:



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