FINANCIERs

NOTICE

Notice is hereby given that the extra-ordinary general meeting of the members of **Au FINANCIERS (INDIA) LIMITED** will be held on Wednesday, 28th day of January, 2015, at 6.00 P.M. at office of the company at D-313, 3rd floor, Kanakia Zillion, Junction of CST and LBS Road, Kurla West, Mumbai-400070, to transact the following business items:

SPECIAL BUSINESS – Item No. 1:

AMENDMENT OF EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to section 14 of the Companies Act, 2013, read with its applicable rules and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), amendments or re-enactments thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and pursuant to (I)the third amendment to the Shareholders' Agreement dated 22nd December, 2014 entered into between the Company, India Business Excellence Fund, India Business Excellence Fund - I, International Finance Corporation, Redwood Investment Ltd, Sponsors (as defined therein) and Labh Investments Limited, MYs Holdings Private Limited, Motilal Oswal Securities Limited, (ii) the deed of adherence to the Shareholders' Agreement entered into by the Acquirer 1 and Acquirer 2 in respect of the shares and rights acquired from IBEF and IBEF I and (iii) the deed of adherence to the Shareholders Agreement entered into by the Acquirer 2 in respect of shares and rights acquired from IFC, approval of the shareholders be and is hereby accorded to amend the existing Articles of Association of the Company and be substituted by the new set of Articles of Association of the Company (Articles) as per the copy tabled before the meeting and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT Mr. Sanjay Agarwal - Managing Director, Mr. Uttam Tibrewal -Whole Time Director, Mr. Deepak lain - Chief Financial Officer and Mr. Manmohan Parnami - Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the aforesaid resolution ."

NOTES:

1. **A MEMBER IS ENTITLED TO ATTEND, VOTE AND ALSO ENTITLEDTO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBER(S) HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTSA 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.**

   Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A proxy so appointed shall not have any right to speak at the meeting.

2. **APPOINTMENT OF AUTHORISED REPRESENTATIVES**

   No person shall be entitled to attend or vote at the meeting as a duly authorized representative of any corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be a true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the registered office of the Company.

3. **SHAREHOLDER QUERIES**

   In case you have any query relating to the matters to be transacted, you are requested to send the same to Mr. Manmohan Parnami, the company secretary at the registered office of the Company so that the information can be made available at the meeting.

4. Members/proxies should bring the attendance slip duly filled in for attending the meeting.

5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special resolutions set out at Item No. 1 is annexed hereto.

Date: 23rd January, 2015
Place: Jaipur

By the order of the Board

Sd/-
Manmohan Parnami
Company Secretary

Cin NoU36911RJ1996PLC011381
Au FINANCIERS (INDIA) LIMITED
19A, Dhuleshwar Garden, Ajmer Road
JAIPUR-302 001, INDIA
Tel : +91 141 391 0000 Fax : +91 141 236 8815
www.aufin.in

FINANCIERs

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Company is in receipt of requests from the existing shareholders being India Business Excellence Fund ("**IBEF**"), and India Business Excellence Fund- I ("**IBEF I**"), and International Finance Corporation ("IFC" and together with IBEF and IBEF I referred to as the "**Sellers**") for transfer of certain equity shares held by them in the Company (as detailed below) to Kedaara Capital Alternate Investment Fund – Kedaara Capital AIF 1 ("**Acquirer 1**"), a fund registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2013 as a Category-II Alternative Investment Fund and having its office at Sunshine Tower, 38th Floor, Senapati Bapat Marg, Parel, Mumbai – 400 013, India; and Ourea Holdings Limited ("**Acquirer 2**"), a company incorporated under the laws of Mauritius having its registered office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius.

Further the company with a view to restructure its existing shareholding, proposes to exclude MYs Holdings Private Limited, from the definition of Sponsor, as defined in Clause 3 of the existing set of Articles of Association of the Company enabling the company to achieve more parity in the Existing Shareholding and will also be better placed in terms of Governance aspect.

Also, Ministry of Corporate Affairs (MCA) vide series of communications issued by it earlier in the years 2013 & 2014, made effective most of the provisions of the companies Act, 2013, with effect from 1st April, 2014. Since the law became applicable on the company, the same required amendments in the Articles of Association at various places, to give effect to the applicable provisions of law.

The proposed transactions coupled with the enforcement of the notified provisions of the Companies Act, 2013, read with its applicable rules, as amended to till date, requires amendments in the existing articles of association of the company, in terms of inclusion of new investor and conferring rights to new acquirers as the existing investors have transferred some of their rights, governed by Shareholders Agreement executed earlier and exclusion of Mys Holdings Private Limited, from the definition of Sponsors.

In terms of section 14 of the Companies Act, 2013, read with its applicable rules, a company will have to seek shareholders' approval at a general meeting and will have to pass special resolution to give effect to the amendments to be carried out in the Articles of Association of the Company.

In view of above, the Board recommends the resolution as set out in the Notice for your approval.

The special resolution, if passed, will have the effect of amending the articles of association of the Company as mentioned in resolution above.

A print of the Memorandum and Articles of Association of the Company along with the draft of the proposed amendment will be available for inspection by the Members at the Registered office of the company between

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10.00 am to 5.00 pm on any working day of the Company upto the date of the Extra Ordinary General Meeting.

Except Mr. Sanjay Agarwal, Managing Director, other Sponsors and their relatives as defined in clause 77 of Section 2 of the Companies Act, 2013, as in force today, none of the other Directors, Key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 1 of the Notice.

Your Directors recommend the passing of the above Special Resolution.

Date: 23rd January, 2015 **By the order of the Board**

Sd/-

Place: Jaipur **Manmohan Parnami**

Company Secretary

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ATTENDANCE SLIP

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of AU FINANCIERS (INDIA) LIMITED on Wednesday, 28th Day of January, 2015 at D-313, 3rd floor, Kanakia Zillion, Junction of CST and LBS Road, Kurla West, Mumbai-400070, at 6.00 P.M.

Name:……………………………………………………………………………………………..

Ref. Folio/D.P & Client ID No.

SIGNATURE OF THE ATTENDING MEMBER/PROXY No. of Shares held……………………………

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.

2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of the Notice for reference at the meeting.

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U36911RJ1996PLC011381**

Name of the Company: **Au Financiers (India) Limited**

Registered office:19-A: **Dhuleshwar Garden, Ajmer Road, Jaipur-302001**

Name of the member(s):
Registered Address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member(s) of Au Financiers (India) Limited, holding ________________ shares of the above named company, hereby appoint

1. Name:
   Address:
   E-mail ID:
   Signature______________, or failing him

2. Name:
   Address:
   E-mail ID:
   Signature______________, or failing him

3. Name:
   Address:
   E-mail ID:
   Signature______________, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on Wednesday the 28th day of January, 2015 at 6 pm at D-313, 3rd floor, Kanakia Zillion, Junction of CST and LBS Road, Kurla West, Mumbai-400070 and at any adjournment thereof in respect of such resolutions as indicated below:-

Resolution No.:1

AMENDMENT OF EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY

Signed this_______ day of______ 2015________

Signature of shareholder

Signature of Proxy Holder(s)

Affix
Revenue
Stamp

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