NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **Au FINANCIERS (INDIA) LIMITED** will be held on shorter notice on Monday, 30th Day of March, 2015, at 11.00 A.M. at the registered office of the company at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur to transact the following business items:

SPECIAL BUSINESS – Item No. 1:

APPOINTMENT AFRESH OF MR. KRISHAN KANT RATHI FOR A PERIOD OF 5 YEARS WITH EFFECT FROM 30TH MARCH, 2015 AS INDEPENDENT DIRECTOR ON THE BOARD.

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, read with its applicable rules and Schedule IV to the Act, and other applicable provisions, if any, the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force), and in pursuance of MCA General Circular No.14/2014 dated 09th June, 2014, Mr. Krishan Kant Rathi (DIN:00040094), who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Krishan Kant Rathi, for the office of Director and who is eligible for appointment , consent of the members be and is hereby accorded to appoint Mr. Krishan Kant Rathi, as Independent (Non-Executive) Director, of the Company, with effect from30thMarch, 2015, for a period of 5 years, as an Independent Director on the Board of the company, at a remuneration, excluding out of pocket and other expenses incidental thereto, as may be decided by the Board of Directors of the company, in consultation with Mr. Krishan Kant Rathi."

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 ."

Cin: U36911RJ1996PLC011381
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

SPECIAL BUSINESS – Item No. 2:

APPOINTMENT AFRESH OF MR. MANNIL VENUGOPALAN WITH EFFECT FROM 30TH MARCH, 2015, FOR A PERIOD OF 5 YEARS, AS INDEPENDENT DIRECTOR ON THE BOARD, SUBJECT TO MAXIMUM TERM AS PERMISSIBLE UNDER APPLICABLE RBI GUIDELINES FOR RESPECTIVE DIRECTORS.

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, read with its applicable rules and Schedule IV to the Act, and other applicable provisions, if any, the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force), and in pursuance of MCA General Circular No.14/2014 dated 09th June, 2014, Mr. Mannil Venugopalan (DIN:00255575), who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Mannil Venugopalan, for the office of Director and who is eligible for appointment , consent of the members be and is hereby accorded to appoint Mr. Mannil Venugopalan, as Independent (Non-Executive) Director, of the Company, with effect from 30th March, 2015, for a period of 5 years, subject to maximum term as permissible under applicable RBI guidelines for respective directors as an Independent Director on the Board of the company, at a remuneration, excluding out of pocket and other expenses incidental thereto, as may be decided by the Board of Directors of the company, in consultation with Mr. Mannil Venugopalan."

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 ."

Cin: U36911RJ1996PLC011381
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

SPECIAL BUSINESS – Item No. 3:

APPOINTMENT OF MS.JYOTI NARANG, AS WOMAN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY FOR A PERIOD OF 5 YEARS, WITH EFFECT FROM 30TH MARCH, 2015.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, read with its applicable rules and Schedule IV to the Act, and other applicable provisions, if any, the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force), and in pursuance of MCA General Circular No.14/2014 dated 09th June, 2014, Ms. Jyoti Narang (DIN:00351187), who has submitted consent to act as Director and a declaration that she meets the criteria of independence under section 149(6) of the Act, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Ms. Jyoti Narang for the office of Director, consent of the members be and is hereby accorded to appoint Ms. Jyoti Narang, as Independent (Non-Executive) Director, of the Company, with effect from 30th March, 2015, for a period of 5 years, as an Independent Director on the Board of the company, at a remuneration, excluding out of pocket and other expenses incidental thereto, as may be decided by the Board of Directors of the company, in consultation with Ms. Jyoti Narang."

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 ."

SPECIAL BUSINESS – Item No. 4:

CONSIDERATION AND APPROVAL FOR RAISING FUNDS FOR GENERAL CORPORATE PURPOSES AND FOR ONWARD LENDING BUSINESS OF THE COMPANY BY WAY OF ISSUANCE OF RATED, LISTED, REDEEMABLE SECURED AND UNSECURED NON-CONVERTIBLE DEBENTURES, IN ONE OR MORE TRANCHES/ ISSUANCES FOR THE FINANCIAL YEAR 2015-16, THAT IS UPTO 31ST MARCH, 2016.

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

"**RESOLVED THAT** pursuant to Section 180 of the Companies Act, 2013 and all other provisions of applicable law, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**") for borrowing from time to time any sum or sums of monies by way of issue of rated, listed, secured, unsecured, redeemable non-convertible debentures/bonds and/or other instruments in one or more tranches/issuances or otherwise which together with the monies, already borrowed by the Company (apart from temporary loans obtained or to be obtained by the Company from it's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.1,700 crores (Rupees Seventeen Hundred Crores only).

RESOLVED FURTHER that pursuant to Section 180 of the Companies Act, 2013 and all other provisions of applicable law, if any, the consent of the Company be and is hereby accorded to the Board for the creation of such charges by way of hypothecation, in addition to the existing charges by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of the Lending Agencies or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not exceeding Rs.1,700 crores (Rupees Seventeen Hundred Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER that pursuant to Section 42 of the Companies Act, 2013 and Rule 14 (2) (a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other provisions of applicable law, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for offering for issuance by way of private placement to International Finance Corporation and/or other identified investors ("**Investors**"), rated, listed, redeemable non-convertible debentures by the Company, at par, upto an aggregate amount of Rs.1,700 crores (Rupees Seventeen Hundred Crores only), in one or more tranches, on terms as may be mutually agreed by the Company and the Investors.

RESOLVED FURTHER that the Board of Directors of the Company or any authorized executive committee thereof be and is hereby authorised to finalise with the Lending Agencies/ trustees the documents for creating the aforesaid charges and/or hypothecations and to negotiate, modify, finalise and sign the documents, including without limitation the private placement offer letter, debenture trust deed, deed of hypothecation and any other security documents, in connection with the private placement by the Company of such rated, listed, redeemable non-convertible debentures and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions.

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.**

2. 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.

3. **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.

4. **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.

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

6. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special Business set out at Item Nos. 1, 2& 3 is annexed hereto.

Cin: U36911RJ1996PLC011381
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

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

ITEM NO. 1

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as independent directors. The independent Director can be appointed for any period up to 5 years, but can be re-appointed for other term of not more than 5 years.

Pursuant to Section 160 of the Companies Act, 2013, the company has received notice in writing from a member for appointment of Mr. Krishan Kant Rathi, as independent Director on the Board of the company.

The applications received, were accompanied with the relevant documents declaring that, if appointed, he shall be considered independent for the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under. The Board has undertaken due diligence of aforesaid person to determine his eligibility for appointment as Independent Director on the Board, based upon his qualification, expertise, track record, integrity etc. and recommended his appointment to the shareholders for a period of five years, with effect from 30th March, 2015.

Further ***"In the opinion of the Board, the independent directors proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed directors are independent of management."***

Mr. Krishan Kant Rathi

Mr Krishan Kant Rathi is a first class Commerce graduate, a rank-holder Chartered Accountant (Ranked 33rd) from the Institute of Chartered Accountants of India (1984) and Company Secretary from The Institute of Company Secretaries of India (1986).

Mr. Rathi brings more than 26 years of experience in senior positions at some of India's most respected business houses. As much an asset to business and industry as to the Team, he brings knowledge and executive competence of a rare kind – encompassing Strategic Finance management in high growth organizations, treasury management , expansions, JVs and divestment, financial restructuring and fundraising (domestic and international), system driven operations, risk management and acquisitions.

After spending about five years in various manufacturing companies in Accounts and Finance functions he hit his stride as Controller, Corporate Finance with KEC International Limited (An RPG Group Company) in 1991, where he managed large treasury operations with a consortium of more than 22 banks. He set up and managed banking facilities of overseas projects in nine countries, interacting with foreign banks and multilateral funding agencies. Besides, he also designed innovative structures to finance overseas projects, enabled private placement of shares and managed Investor Relations. He was part of the team managing the acquisition of SAE India Limited and capital market operations.

With the association of Mr. Rathi, the company has grown manifolds and witnessed great heights under his valuable guidance and leadership. Also, the company's existing finance and treasury functions also strengthened leadings its operations to new scales in last few years with company having very strong foothold in the segment, in times to come.

The company seek consent to act as Director in writing from Mr. Krishan Kant Rathi and also seek form DIR-8, towards fulfilment of eligibility criteria, as prescribed under the Companies Act, 2013, read with its applicable rules.

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

Except Mr. Krishan Kant Rathi, Independent Director, none of the Promoters, other Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed resolution.

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

ITEM NO. 2

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as independent directors. The independent Director can be appointed for any period up to 5 years, but can be re-appointed for other term of not more than 5 years.

Pursuant to Section 160 of the Companies Act, 2013, the company has received notice in writing from a member for appointment of Mr. Mannil Venugopalan, as Independent Director on the Board of the company.

The application received, was accompanied with the relevant documents declaring that, if appointed, he shall be considered independent for the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under. The Board has undertaken due diligence of aforesaid person to determine his eligibility for appointment as Independent Director on the Board, based upon his qualification, expertise, track record, integrity etc. and recommended his appointment to the shareholders for a period of five years, with effect from 30th March, 2015, subject to maximum term as permissible under applicable RBI guidelines for respective directors.

Further ***"In the opinion of the Board, the independent directors proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed directors are independent of management."***

Mr. Mannil Venugopalan

Mr. Mannil Venugopalan is a gold medalist Commerce Graduate from Kerala University and also a CAIIB. He has worked with various prestigious banks such as Bank of India and Federal bank at highly reputed positions. Mr. Mannil Venugopalan has an impeccable career record spanning four and a half decades and had touched diverse geographies in leadership capacities – both in India and abroad. Within India he has worked across centres in Northern India, Southern India and Western India. All assignments have led to significant path breaking growth rates. Hard-work and passion for excellence in all that he does has been the driving force of his life all throughout.

A strong believer in principles of corporate governance, he always carried in his heart, a critical space for his stakeholders, viz. shareholders, customers and staff. It has been his constant endeavour to innovate in systems, procedures, processes etc. and to adapt to positive change. This mindset for playing the role of a change agent has endowed him with rich expertise and leadership skills of a Professional Banker and that of a seasoned Entrepreneur.

He had opportunities to be part of the core team of three leading commercial banks in the country in managing change. He started his career as a Probationary Officer with Bank of India in 1966 and with a stint for 3 years in between with Union Bank of India as Executive Director rose to the position of the Chairman & Managing Director of Bank of India. His tenure at Federal Bank for half a decade as its Managing Director &

Chief Executive Officer is memorable for the transformational initiatives that he launched in the Bank and today the bank is one of the best banks in the country in efficiency parameters and in coping with the inevitable process of adapting to the rapidly changing business environment.

Since Mr. Mannil had highly incredible career graph with the qualities of highly successful bank Executive, he brought with him rich and diverse experiences with a vast of treasure of knowledge and impeccable career record, the association of Mr. Mannil with the company enabled it to gain great market share in financial services space. The company is confident of gaining more success in times to time.

The company seek consent to act as Director in writing from Mr. Mannil Venugopalan and also seek form DIR-8, towards fulfilment of eligibility criteria, as prescribed under the Act.

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

Except Mr. Mannil Venugopalan, Independent Director, none of the Promoters, other Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed resolution.

The Board of Directors of the Company recommends passing of the resolutions as set out at item no. 2 of the Notice.

ITEM NO. 3

Second proviso to Section 149 of the Companies Act, 2013, read with its Rule 3 of Appointment and Qualifications of Directors rules, provides that every listed public company shall have at least one woman Director on its Board. Further, as narrated in explanation to Item No. 1, the company is also in need of an Independent Director hence the candidature of proposed incumbent has been proposed for Woman Independent Director to comply with both the conditions.

Pursuant to Section 160 of the Companies Act, 2013, the company has received notice in writing from a member for appointment of Mr. Jyoti Narang, as Independent Director on the Board of the company.

The application received, was accompanied with the relevant documents declaring that, if appointed, she shall be considered independent tor the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under.

The Board has undertaken due diligence of aforesaid persons to determine her eligibility for appointment as Independent Director on the Board, based upon her qualification, expertise, track record integrity etc. and hence recommended her appointment to the shareholders for a period of five years, with effect from 30th March, 2015.

Further ***"In the opinion of the Board, the woman independent director proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed director is independent of management."***

Ms. Jyoti Narang

Ms. Jyoti Narang, is a BA Economics (Honours) Lady Shriram College, University of Delhi and an MBA Finance with additional specialization in Marketing- Faculty of Management Studies, Delhi.

She holds 36 years of work experience including 18 years in senior leadership and board positions in the hospitality industry.

She was earlier associated with Gateway Hotels of Indian Hotels Co. Ltd. and was on the Board of Companies such as United Hotels Limited. She has a strong strategic perspective, works well with a diversity of styles and has experience in crisis management.

Her domain expertise lies in the understanding of consumer lifestyles, management of human capital in the service business and the impact of technology on both distribution and operations with breadth of experience in marketing and operations combined with her education in economics and finance has given her a holistic understanding of business fundamentals. She has been exposed to global business practices. Strategic risk, corporate sustainability, environment protection and safety are focus areas.

Your Board is confident that she, if appointed, will be useful in improving service quality levels with strategic, execution and leadership capabilities shown at Sr. profiles in Tata group of Companies.

The company seek consent to act as Director in writing from Ms. Jyoti Narang and also seek form DIR-8, towards fulfilment of eligibility criteria, as prescribed under the Act and other relevant documents.

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

None of the Promoters, other Directors, Key Managerial Personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed resolution.

The Board of Directors of the Company recommends passing of the resolutions as set out at item no.3 of the Notice.

Your Directors recommend the passing of the above Resolution.

ITEM NO. 4

Your company has been issuing debentures, which may be referred to as one of the options to borrow for raising money from time to time, for working capital and business requirements, on terms and conditions as are appropriate and in the best interest of the company and in due compliance with the applicable provisions of the Companies Act, 1956, Debt Listing Agreement, etc.

For this purpose, the Company is required to obtain shareholder's approval in accordance with the provisions regarding issue of debentures on private placement basis in terms of the provisions of the Companies Act, 2013, read with aforesaid rules. Therefore the Board recommends the resolution as set out in the Notice for your approval.

The special resolution if passed shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures by the Company for a period of 1 financial year from the date of passing this resolution, by way of special resolution that is upto 31st March, 2016. Since the company would be issuing debentures in tranches, terms of each issue would be decided by the Board/Executive Committee in this regard.

None of the Promoters, 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. 4 of the Notice.

Your Directors recommend the passing of the above Special Resolution.

Date: 25th Mar-15 **By the order of the Board**

Place: Jaipur

Sd/-
Manmohan Parnami
Company Secretary

Cin: U36911RJ1996PLC011381
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

ATTENDANCE SLIP

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of Au FINANCIERS (INDIA) LIMITED on 30th March, 2015 at 11.00 A.M. at the registered office of the Company at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur – 302001, Rajasthan, India.

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.

– –

Cin: U36911RJ1996PLC011381
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

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

Cin: U36911RJ1996PLC011381
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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on 30th day of March, 2015 at Jaipur 11.00 am at the registered office of the Company at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur and at any adjournment thereof in respect of such resolutions as indicated below:-

Resolution No.:1

APPOINTMENT AFRESH OF MR. KRISHAN KANT RATHI FOR A PERIOD OF 5 YEARS WITH EFFECT FROM 30TH MARCH, 2015 AS INDEPENDENT DIRECTOR ON THE BOARD.

Resolution No.:2

APPOINTMENT AFRESH OF MR. MANNIL VENUGOPALAN WITH EFFECT FROM 30TH MARCH, 2015, FOR A PERIOD OF 5 YEARS, AS INDEPENDENT DIRECTOR ON THE BOARD, SUBJECT TO MAXIMUM TERM AS PERMISSIBLE UNDER APPLICABLE RBI GUIDELINES FOR RESPECTIVE DIRECTORS.

Resolution No.:3

APPOINTMENT OF MS. JYOTI NARANG, AS WOMAN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY FOR A PERIOD OF 5 YEARS, WITH EFFECT FROM 30TH MARCH, 2015.

Resolution No.:4

CONSIDERATION AND APPROVAL FOR RAISING FUNDS FOR GENERAL CORPORATE PURPOSES AND FOR ONWARD LENDING BUSINESS OF THE COMPANY BY WAY OF ISSUANCE OF RATED, LISTED, REDEEMABLE SECURED AND UNSECURED NON-CONVERTIBLE DEBENTURES, IN ONE OR MORE TRANCHES/ ISSUANCES FOR THE FINANCIAL YEAR 2015-16, THAT IS UPTO 31ST MARCH, 2016.

Signed this_______ day of______ 2015________

Signature of Shareholder

Signature of Proxy Holder(s)

Affix Revenue Stamp

Cin: U36911RJ1996PLC011381
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