



Au FINANCIERS (INDIA) LIMITED

CIN: U36911RJ1996PLC011381

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

Website: www.aufin.in **Email:** manmohan.parnami@aufin.in

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN 2ND EXTRAORDINARY GENERAL MEETING OF FINANCIAL YEAR 2015-16 OF THE MEMBERS OF **AU FINANCIERS (INDIA) LIMITED** WILL BE HELD ON MONDAY, 31ST DAY OF AUGUST, 2015 AT 1.00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT 19-A DHULESHWAR GARDEN AJMER ROAD, JAIPUR-302001, RAJASTHAN, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1 APPROVAL OF EMPLOYEE STOCK OPTION PLAN 2015.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 (including any other statutory modification(s) or re-enactment(s) thereof for time being in force), the Memorandum and Articles of Association of the Company,) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and is hereby accorded to the scheme of "Au FINANCIERS (INDIA) LIMITED-Employees Stock Option Plan 2015" ("**Au ESOP Plan 2015**") covering **PLAN - A & PLAN – Band** authorizing the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Corporate Governance, Nomination and Remuneration Committee which the Board has constituted, or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by this resolution), to grant, offer, issue and allot at any time or from time to time to or for the benefit of the employee(s) of the Company, including any director(s) of the Company, selected on the basis of criteria prescribed by the Board/Committee in accordance with the Companies Act, 2013 (hereinafter referred to as "eligible employees" of the company) except an employee/director who is a promoter or belongs to the promoter group or a director who either himself or through his relative or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company, options exercisable into not more than 14,61,542 (fourteen lacs sixty one thousand five hundred forty two) of the equity shares of the Company ("Equity Share(s)") under one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant authority; each option would be exercisable for one Equity Share of the face value of Rs. 10/- each fully paid-up on payment of the requisite exercise price to the Company.

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JAIPUR-302 001, INDIA

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RESOLVED FURTHER THAT each option shall vest in the hands of the option holder after a minimum period of 12 months from the date of grant of the option or such longer period as may be determined by the Corporate Governance, Nomination and Remuneration Committee from time to time subject to the condition mentioned that the option grantee continues to be an employee of the company and the performance or other condition as may be determined by the board from time to time.

RESOLVED FURTHER THAT vested option can be exercised in whole or in part after the vesting date and within the vesting period only by the employee in whom the option have vested by making an application to the company for issue of shares against the option vested in him/ her by paying requisite amount of money and the unexercised portion of the vested options, will continue to be available to the employee or the nominee for exercise as provided for in the scheme and the options granted to an employee's cannot be transferred to any other person.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Au ESOP Plan 2015 and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares.

RESOLVED FURTHER THAT the “**Au FINANCIERS EMPLOYEES WELFARE TRUST**” be and is hereby authorized for administering the ESOP Scheme as per terms and conditions set out under “Au ESOP PLAN 2015”.

RESOLVED FURTHER THAT in case the Equity Shares are either sub-divided or consolidated, then the number of shares to be allotted under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per Equity Share bears to the revised face value of the Equity Shares after such sub-division or consolidation, and the price of acquisition payable by the option grantees shall automatically stand reduced or augmented, as the case may be, in the same proportion as the revised face value of the Equity Shares after such sub-division or consolidation bears to the present face value of Rs.10/- per Equity Share, without affecting any other rights or obligations of the said Allottees.

RESOLVED FURTHER THAT the shares may be allotted in accordance with Au ESOP Plan 2015 either directly or through “Au FINANCIERS EMPLOYEES WELFARE TRUST” or any other Trust which has been or may be set up in any permissible manner and that Au ESOP Plan 2015 may also envisage for providing any financial assistance to the trust, subject to the applicable law(s), to enable the trust to acquire, purchase or subscribe to the shares of the Company.

RESOLVED FURTHER THAT the company may also provide any financial assistance to Trust to acquire, purchase or subscribe to the said equity shares of the company in accordance with the provision of the Companies Act, 2013 and the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the scheme(s) on the stock exchanges in future, where the securities of the

Company to be listed in the future as per the provisions of the listing agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, as amended, modified or re-enacted from time to time, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Corporate Governance, Nomination and Remuneration Committee and any other committee of the company as constituted by the board be and are hereby authorized to implement, administer/superintend the scheme including identifying the eligible employees and determining the number of option that may be offered to them pursuant to the scheme.

RESOLVED FURTHER THAT approval of the members be and is hereby granted that the terms & condition of Au Employee Stock option Plan 2015 will not applicable to any Options granted after the IPO, terms & conditions relating to Vesting, Exercise Period and the Corporate Governance, Nomination and Remuneration Committee be and is hereby authorised to decide the terms and conditions relating to Vesting, Exercise Period and other terms & conditions for such Options granted thereafter.

RESOLVED FURTHER THAT a document Au FINANCIERS (INDIA) LIMITED - EMPLOYEES STOCK OPTION PLAN 2015 titled as "Au FINANCIERS ESOP Plan 2015" as tabled at the meeting and initiated by the chairman for identification, be and is hereby approved and the same shall come into effect from the date of passing the shareholders resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board and Corporate Governance, Nomination and Remuneration Committee be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company in this regard.

ITEM NO.2 APPROVAL OF GRANT OF ESOP SHARES UNDER EMPLOYEE STOCK OPTION SCHEME 2015 OF THE COMPANY TO ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY (IES)

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 (including any other statutory modification(s) or re-enactment(s) thereof for time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and

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sanctions, the approval and consent of the members be and is hereby accorded to the scheme of “Au FINANCIERS (INDIA) LIMITED-Employees Stock Option Plan 2015”(“**Au ESOP Plan 2015**”) and authorizing the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Corporate Governance, Nomination and Remuneration Committee which the Board has constituted, or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by this resolution), to grant, offer, issue and allot at any time or from time to time option/ shares in Au Employee Stock Option Plan 2015 of the company to the eligible employees/directors of the Subsidiary Company(ies) as may be allowed under prevailing laws, resolution and/or amendments thereof from time to time, on such terms and condition as may be decided from time to time by the board/or Corporate Governance, Nomination and Remuneration Committee

RESOLVED FURTHER THAT each option shall vest in the hands of the option holder after a minimum period of 12 months from the date of grant of the option or such longer period as may be determined by the Corporate Governance, Nomination and Remuneration Committee from time to time subject to the condition mentioned that the option grantee continues to be an employee of the company and the performance or other conditions as may be determined by the Board from time to time.

RESOLVED FURTHER THAT vested option can be exercised in whole or in part after the vesting date and within the vesting period only by the employees of Subsidiary Company(ies) in whom the option have vested by making an application to the company for issue of shares against the option vested in him/ her by paying requisite amount of money and the unexercised portion of the vested options, will continue to be available to the employee Subsidiary Company(ies) or the nominee for exercise as provided for in the scheme and the options granted to an employee's cannot be transferred to any other person.

RESOLVED FURTHER THAT Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Au ESOP Plan 2015 and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares.

RESOLVED FURTHER THATthe “**Au FINANCIERS EMPLOYEES WELFARE TRUST**” be and is hereby authorized for administering the ESOP Scheme as per terms and conditions set out under “Au ESOP PLAN 2015”.

RESOLVED FURTHER THAT in case the Equity Shares are either sub-divided or consolidated, then the number of shares to be allotted under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per Equity Share bears to the revised face value of the Equity Shares after such sub-division or consolidation, and the price of acquisition payable by the option grantees shall automatically stand reduced or augmented, as the case may be, in the same proportion as the revised face value of the Equity Shares after such sub-division or consolidation bears to the present face value of Rs.10/- per Equity Share, without affecting any other rights or obligations of the said Allottees.

RESOLVED FURTHER THAT the shares may be allotted in accordance with Au Employee Stock Option Plan 2015 either directly or through Au FINANCIERS EMPLOYEES WELFARE TRUST or any other Trust which has been or may be set up in any permissible manner and that Au Employee Stock Option Plan 2015 may also envisage for providing any financial assistance to the trust, subject to the applicable law(s), to enable the trust to acquire, purchase or subscribe to the shares of the Company.

RESOLVED FURTHER THAT the company may also provide any financial assistance to Trust to acquire, purchase or subscribe to the said equity shares of the company in accordance with the provision of the Companies Act, 2013 and the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the scheme(s) on the stock exchanges in future, where the securities of the Company to be listed in the future as per the provisions of the listing agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT approval of the members be and is hereby granted that the terms & condition of Au Employee Stock option Plan 2015 will not applicable to any Options granted after the IPO, terms & conditions relating to Vesting, Exercise Period and the Corporate Governance, Nomination and Remuneration Committee be and is hereby authorised to decide the terms and conditions relating to Vesting, Exercise Period and other terms & conditions for such Options granted thereon.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, as amended, modified or re-enacted from time to time, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Corporate Governance, Nomination and Remuneration Committee and any other committee of the company as constituted by the board be and are hereby authorized to implement, administer/superintend the scheme including identifying the eligible employees of Subsidiary Company(ies) and determining the number of option that may be offered to them pursuant to the scheme.

RESOLVED FURTHER THAT a document Au FINANCIERS EMPLOYEES STOCK OPTION PLAN 2015 titled as "Au FINANCIERS ESOP Scheme 2015" as tabled at the meeting and initiated by the chairman for identification, be and is hereby approved and the same shall come into effect from the date of passing the shareholders resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board and Corporate Governance, Nomination and Remuneration Committee be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or

expedient in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company in this regard.

ITEM NO. 3

APPROVAL OF SHAREHOLDERS IN VIEW OF REQUIREMENTS LAID DOWN UNDER RULE 12 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURE) RULES, 2014 FOR ISSUE OF EMPLOYEES STOCK OPTIONS WHERE GRANT OF OPTIONS TO IDENTIFIED EMPLOYEES IS IN EXCESS OF 1% OF ISSUED CAPITAL OF THE COMPANY AT THE TIME OF GRANT OF OPTION

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to Rule 12 clause 4(b) of The Companies (Share Capital and Debenture) Rules, 2015 approval of Shareholders be and is hereby accorded to grant option to identified employees of “**Au ESOP PLAN 2015 PART – A and PART – B**” during one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) at the time of grant of option.

**By the order of the Board of Directors
For Au FINANCIERS (INDIA) LIMITED**

**Place: Jaipur
Date: 28th August 2015**

**Sd/-
Manmohan Parnami
Company Secretary**

Notes:

1. The relevant Explanatory Statements pursuant to the section 102(1) of the Companies Act, 2013, in respect of the Special Businesses under item nos. 1 to 3 as set out above and proposed to be transacted at the Extra ordinary General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A 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.

3. Appointment of Authorised Representatives

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution/ Corporate Authorization authorizing their representative to attend and vote on their behalf at the Meeting.

4. Shareholder Queries

In case you have any query you are requested to send the same to the Company Secretary at the Registered Office of the Company at least three (3) days before the date of Extra-ordinary General Meeting 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. Members who hold shares in the dematerialized form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their folio number in the attendance slip and hand it over at the entrance of the meeting hall.

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.
8. All the documents referred to in the Notice and explanatory statements and the Register of Directors' Shareholding 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 Extra-Ordinary General Meeting.
9. The Notice of Extra ordinary General Meeting will also be displayed on the website www.aufin.in of the Company and the other requirements as applicable will be duly complied with. Electronic copy of the notice along with attendance sheet and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company Secretary at manmohan.parnami@aufin.in

**By the order of the Board of Directors
For Au FINANCIERS (INDIA) LIMITED**

**Place: Jaipur
Date: 28th August 2015**

**Sd/-
Manmohan Parnami
Company Secretary**

Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

The underlying purpose of the “**Au FINANCIERS (INDIA) LIMITED-Employees Stock Option Plan 2015**” is to attract and retain the personnel for positions of substantial responsibility and to provide additional incentive to Employees.

The Au ESOP Plan 2015 is implemented to enable employees of the Company to participate in journey of growth and share wealth over a certain period of time. The Company strongly believes that an equity linked component in the wealth creation goes a long way in aligning the objectives of an individual with those of the Company. The Scheme/Plan would work as a financial motivator for the employees resulting in long term commitment of employee and growth of the company.

In view of Shareholder’s agreement dated 28th February, 2012, certain no. of shares were reserved for Au ESOP Plan 2015 for employees of the company and in order to broaden the coverage of Au ESOP Plan/Scheme for employees and to grant additional stock options to eligible employees and further in order to incentivize and retain the right talent under the current market conditions, it is proposed to formulate fresh stock option schemes with varied conditions of vesting and exercise which are beneficial to the employees.

Accordingly, Company formulated scheme referred to as “ **Au FINANCIERS (INDIA) LIMITED -Employee Stock Option Plan 2015**” (**Au ESOP Plan –2015**) covering **PLAN - A & PLAN - B** with the aggregate no. of shares underlying the stock option scheme for 14,61,542 (Fourteen Lacs Sixty One Thousand Five Hundred Forty Two) equity shares of Rs.10/- each, the detail which are as under:

The main features of **EMPLOYEE STOCK OPTION PLAN 2015** are as under:

1. TOTAL NUMBER OF STOCK OPTIONS TO BE GRANTED:

The Options underlying the grant under the scheme shall not exceed 14,61,542 (or such other adjusted figure for any stock splits or consolidations or other re-organization of the capital

structure of the Company, as may be applicable from time to time) convertible into one Equity Share of having face value of Rs.10 each for one option.

Heading	No. of Employee stock options (Options with Equal nos. of Equity shares with Face Value of Rs. 10 each)	Exercise Price in Rs. Per Option with Equal no. of Equity share
EMPLOYEE STOCK OPTION PLAN 2015 PLAN – A	6,39,343	Rs. 60.65
EMPLOYEE STOCK OPTION PLAN 2015 PLAN – B	8,22,199	Rs. 200.21
Total	14,61,542	

Note: the above 14,61,542 stock options are inclusive of the stock options to be granted to the employees of Subsidiary Company(ies).

2. IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE IN THE EMPLOYEE STOCK OPTION SCHEME(S):

The EMPLOYEE STOCK OPTION PLAN 2015 shall extend to employees of the Company as may be determined by the Corporate Governance, Nomination and Remuneration Committee. The scheme shall also be extended to new recruits of the Company, as may be determined by Corporate Governance, Nomination and Remuneration Committee from time to time.

3. THE APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES TO THE EMPLOYEES STOCK OPTION SCHEME:

The criteria for determining the nos. of Options to be granted to employees decided on the basis of rating, objective assessment of the performance of employees, tenure of service and their contribution and proposed role in the Company.

4. REQUIREMENTS FOR VESTING, PERIOD OF VESTING ETC.:

The continuation of employee in the services of the Company shall be the primary requirement of the vesting. The grant of options shall be made as per the Au EMPLOYEE STOCK OPTION PLAN 2015 as placed at the meeting.

The minimum vesting period of an option under the Scheme is mentioned below and share option may vest in tranches subject to the terms and conditions as may be stipulated by the Corporate Governance, Nomination and Remuneration Committee. The committee shall have absolute discretion in fixing the vesting period and vesting schedule for each tranche of vesting.

<i>Vesting Date</i>	<i>Vesting of the Options in the Participant</i>	Exercise Schedule
<i>One year from the date of approval of scheme at General Meeting or at The Time of IPO whichever is later</i>	<i>20% Vesting of Grant</i>	Within 4 years from the date of 1 st Vesting
<i>On Completion of 1 year from the IPO</i>	<i>30% Vesting of Grant</i>	
<i>On Completion of 2 years from the IPO</i>	<i>50% Vesting of Grant</i>	

5. EXERCISE PRICE:

The exercise price for Au EMPLOYEE STOCK OPTION PLAN 2015 - PLAN- A is Rs. 60.65 per option and for Au ESOPPLAN 2015 - PLAN – B is Rs. 200.21 per option convertible into Equivalent no. of Equity Shares.

6. EXERCISE PERIOD AND THE PROCESS OF EXERCISE:

The exercise period shall be within 4 years from the date of 1st Vesting date and employees shall be required to submit their exercise notice to the Company for exercising their options and post which unexercised options shall lapse.

7. MAXIMUM PERIOD WITHIN WHICH THE OPTIONS SHALL BE VESTED

Please refer point no. 4 dealing with requirements for vesting and as may be decided by Corporate Governance, Nomination and Remuneration Committee for later grants from time to time.

8. MAXIMUM NUMBER OF OPTIONS TO BE GRANTED PER EMPLOYEE AND IN AGGREGATE:

Mr. Uttam Tibrewal being Whole Time Director of the Company has been associated with the Company from long time and contributed immensely in making AU FINANCIERS (INDIA) LIMITED as one of the promising Company in Financial Service space delivering consistent growth and no. of options to be granted to him are in excess of 1% of issued & paid up capital of the Company and in aggregate the nos. of options to be granted to employees under scheme shall not exceed 14,61,542 which are proposed to be granted in tranches over the period.

9. DISCLOSURE AND ACCOUNTING POLICIES:

The company shall confirm to the applicable Accounting Standards, Companies Act 2013 and SEBI guidelines as may be applicable including the disclosure and accounting policies as specified in the SEBI guidelines and such other applicable guidelines applicable from time to time shall be complied with by the Company.

10. METHOD OF OPTION VALUATION:

The Company to use one of the applicable methods to value its options and difference in value of shares and grant price shall be amortized and it shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Directors Report.

11. CONDITIONS UNDER WHICH OPTION VESTED IN EMPLOYEES MAY LAPSE:

The conditions, circumstances under which options vested in an employee may lapse including termination from employment for misconduct or other reasons shall be decided by The Corporate Governance, Nomination and Remuneration Committee more particularly elaborated under the Employee Stock Option Plan 2015.

12. THE SPECIFIED TIME PERIOD WITHIN WHICH THE EMPLOYEE SHALL EXERCISE THE VESTED OPTIONS IN THE EVENT OF A PROPOSED TERMINATION OF EMPLOYMENT OR RESIGNATION OF EMPLOYEE:

i) Termination by the Company

In the event the Company terminates the employment of an Employee:

- a) for Cause, all Options, whether Vested or not (i.e. both Vested and unvested Options), shall lapse.

- b) Without Cause, all Options that have not vested in such Employee shall lapse. All Vested Options shall continue to Vest in the Employee and shall be exercisable in accordance with the terms hereof provided *however* that the Employee shall be required to Exercise all his/her Vested Option within thirty (30) days of the date of his/her resignation or before relieving of Employee, whichever is earlier, failing which the Options exercisable shall lapse.

ii) Resignation by the Employee

In the event of resignation by the Employee, all Options that have not vested in such Employee shall lapse. All Vested Options shall continue to Vest in the Employee and shall be exercisable in accordance with the terms provided herein *however* that the Employee shall be required to Exercise all his/her Vested Option within thirty (30) days of the date of his/her resignation or before relieving of Employee, whichever is earlier, failing which the Options exercisable shall lapse.

13. LOCK-IN PERIOD, IF ANY:

The Corporate Governance, Nomination and Remuneration Committee shall have absolute discretion to decide lock-in period of option granted under the scheme.

Directors or Key Managerial Personnel of the Company or their relatives except Mr. Uttam Tibrewal, Whole time Director, Mr. Deepak Jain, Chief Financial Officer, Mr. Manmohan Parnami, Company Secretary and Mr. Manoj Tibrewal to the extent of the options that may be offered to them under the scheme are not in any way, concerned or interested in the resolution.

The Board of Directors recommends the passing of the Special Resolution at Item No. 1 of the Notice.

ITEM NO.2

The Company appreciates the contribution made by the employees/directors of the Au HOUSING FINANCE LIMITED (wholly owned subsidiary of the Company) in the overall growth of the Au HOUSING FINANCE LIMITED and of the Au Group.

Au FINANCIERS (INDIA) LIMITED, management strongly feels the value created by the employees of the subsidiary company should be shared with and be suitably rewarded. Therefore, the Company proposes to extend the benefits of the "Au FINANCIERS (INDIA) LIMITED-Employees Stock Option Plan 2015" to employees/directors of the Au HOUSING FINANCE LIMITED (wholly owned subsidiary of the Company) also. This will enable Au HOUSING FINANCE LIMITED to attract, retain and motivate the best available talent of its subsidiary which has gained growth momentum over the last 3 years.

BRIEF ABOUT AU HOUSING FINANCE LIMITED:

Au HOUSING FINANCE LIMITED is registered with National Housing Bank (subsidiary of Reserve Bank of India) as a Housing Finance Company (HFC) and got the license from National Housing Bank (NHB) in August, 2011. It formally started its operation in March, 2012.

Au HOUSING FINANCE LIMITED is primarily engaged in the business of providing housing loan to customers belonging to low and middle income segment in semi urban and rural areas. These are credit worthy customers who may or may not have the income proof documents like IT return, salary slip and hence are financially excluded by other large Housing Finance Companies and Banks.

The main features of **EMPLOYEE STOCK OPTION PLAN 2015** are as under:

1. TOTAL NUMBER OF STOCK OPTIONS TO BE GRANTED:

The Options underlying the grant under the scheme shall not exceed 14,61,542 (or such other adjusted figure for any stock splits or consolidations or other re-organization of the capital structure of the Company, as may be applicable from time to time) convertible into one Equity Share of Rs.10 each for one option.

Heading	No. of Employee stock options (Option with Equal nos. of Equity shares with Face Value of Rs. 10 each)	Exercise Price in Rs. Per Option with Equal no. of Equity share
EMPLOYEE STOCK OPTION PLAN 2015 PLAN – A	6,39,343	Rs. 60.65
EMPLOYEE STOCK OPTION PLAN 2015 PLAN – B	8,22,199	Rs. 200.21
Total	14,61,542	

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Note: the above 14,61,542 stock options are inclusive of the stock options to be granted to the employees of Au FINANCIERS (INDIA) LIMITED and to Au HOUSING FINANCE LIMITED being Wholly Owned Subsidiary Company of Au FINANCIERS (INDIA) LIMITED.

2. IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE IN THE EMPLOYEE STOCK OPTION SCHEME(S):

The EMPLOYEE STOCK OPTION PLAN 2015 shall extend to employees of the Company as may be determined by the Corporate Governance, Nomination and Remuneration Committee. The scheme shall also be extended to new recruits of the Company, as may be determined by Corporate Governance, Nomination and Remuneration Committee from time to time.

3. THE APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES TO THE EMPLOYEES STOCK OPTION SCHEME:

The criteria for determining the nos. of Options to be granted to employees decided on the basis of rating, objective assessment of the performance of employees, tenure of service and their contribution and proposed role in the Company.

4. REQUIREMENTS FOR VESTING, PERIOD OF VESTING ETC.:

The continuation of employee in the services of the Company shall be the primary requirement of the vesting. The grant of options shall be made as per the AU EMPLOYEE STOCK OPTION PLAN 2015 as placed at the meeting.

The minimum vesting period of an option under the Scheme is mentioned below and share options may vest in tranches subject to the terms and conditions as may be stipulated by the Corporate Governance, Nomination and Remuneration Committee. The committee shall have absolute discretion in fixing the vesting period and vesting schedule for each tranche of vesting.

<i>Vesting Date</i>	<i>Vesting of the Options in the Participant</i>	Exercise Schedule
<i>One year from the date of approval of scheme at General Meeting or at The Time of IPO whichever is later</i>	<i>20% Vesting of Grant</i>	Within 4 years from the date of 1 st Vesting
<i>On Completion of 1 year from the IPO</i>	<i>30% Vesting of Grant</i>	
<i>On Completion of 2 years from the IPO</i>	<i>50% Vesting of Grant</i>	

5. EXERCISE PRICE:

The exercise price for AU EMPLOYEE STOCK OPTION PLAN 2015 PLAN – A is Rs. 60.65 per option and for Au ESOP PLAN 2015 PLAN – B is Rs. 200.21 per option convertible into Equivalent no. of Equity Shares.

6. EXERCISE PERIOD AND THE PROCESS OF EXERCISE:

The exercise period shall be within 4 years from the date of 1st Vesting date and employees shall be required to submit their exercise notice to the Company for exercising their options and post which unexercised options shall lapse.

7. MAXIMUM PERIOD WITHIN WHICH THE OPTIONS SHALL BE VESTED

Please refer point no. 4 dealing with requirements for vesting and as may be decided by Corporate Governance, Nomination and Remuneration Committee for later grants from time to time.

8. MAXIMUM NUMBER OF OPTIONS TO BE GRANTED PER EMPLOYEE AND IN AGGREGATE:

The maximum number of options granted to per employee of Subsidiary in a year and in aggregate is not equal or exceed 1% of the issued equity share capital of the Company (excluding outstanding warrants and conversions) at the time of granting the Option.

9. DISCLOSURE AND ACCOUNTING POLICIES:

The company shall confirm to the applicable Accounting Standards, Companies Act 2013 and SEBI guidelines as may be applicable including the disclosure and accounting policies as specified in the SEBI guidelines and such other applicable guidelines applicable from time to time shall comply with by the Company.

10. METHOD OF OPTION VALUATION:

The Company to use one of the applicable methods to value its options and difference in value of shares and grant price shall be amortized and it shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Directors Report.

11. CONDITIONS UNDER WHICH OPTION VESTED IN EMPLOYEES MAY LAPSE:

The conditions, circumstances under which options vested in an employee may lapse including termination from employment for misconduct or other reasons shall be decided by The Corporate Governance, Nomination and Remuneration Committee more particularly elaborated under the Employee Stock Option Plan 2015.

12. THE SPECIFIED TIME PERIOD WITHIN WHICH THE EMPLOYEE SHALL EXERCISE THE VESTED OPTIONS IN THE EVENT OF A PROPOSED TERMINATION OF EMPLOYMENT OR RESIGNATION OF EMPLOYEE:

i) Termination by the Company

In the event the Company terminates the employment of an Employee:

- c) for Cause, all Options, whether Vested or not (i.e. both Vested and unvested Options), shall lapse.
- d) Without Cause, all Options that have not vested in such Employee shall lapse. All Vested Options shall continue to Vest in the Employee and shall be exercisable in accordance with the terms hereof provided *however* that the Employee shall be required to Exercise all his/her Vested Option within thirty (30) days of the date of his/her resignation or before relieving of Employee, whichever is earlier, failing which the Options exercisable shall lapse.

ii) Resignation by the Employee

In the event of resignation by the Employee, all Options that have not vested in such Employee shall lapse. All Vested Options shall continue to Vest in the Employee and shall be

exercisable in accordance with the terms provided herein *however* that the Employee shall be required to Exercise all his/her Vested Option within thirty (30) days of the date of his/her resignation or before relieving of Employee, whichever is earlier, failing which the Options exercisable shall lapse.

13. LOCK-IN PERIOD, IF ANY:

The Corporate Governance, Nomination and Remuneration Committee shall have absolute discretion to decide lock-in period of option granted under the scheme.

None of Directors or Key Managerial Personnel of the Company or their relatives thereof is in any way, concerned or interested in the resolution except to the extent of the options that may be offered to them under the scheme.

The Board of Directors recommends the passing of the Special Resolution at Item No. 2 of the Notice.

ITEM NO. 3

The Au ESOP Plan 2015 is implemented to enable employees of the Company to participate in journey of growth and share wealth over a certain period of time. The Company strongly believes that an equity linked component in the wealth creation goes a long way in aligning the objectives of an individual with those of the Company. The Scheme/Plan would work as a financial motivator for the employees resulting in long term commitment of employee and growth of the company.

In view of above, it is important to note that ESOP plays crucial role in motivation of Employees and Last ESOPs were granted in 2012 and during last 3.5 years, there has been enormous increase in Loan book, Number of Employees, Product Verticals, and recruitment of employees at all levels and Hence, Au ESOP PLAN 2015 has been devised and ESOPs in excess of 1% of issued capital of the Company are proposed to be granted by the Company for its Employees and of its subsidiary(ies) to reward the employees and providing them with an opportunity to participate for next phase of growth.

None of Directors or Key Managerial Personnel of the Company or their relatives thereof is in any way, concerned or interested in the resolution except to the extent of the options that may be offered to them under the scheme.

The Board of Directors recommends the passing of the Special Resolution at Item No. 3 of the Notice.

**By the order of the Board of Directors
For Au FINANCIERS (INDIA) LIMITED**

Sd/-

**Place: Jaipur
Date: 28th August, 2015
Secretary**

**Manmohan Parnami
Company**



ATTENDANCE SLIP

Au FINANCIERS (INDIA) LIMITED

CIN: U36911RJ1996PLC011381

Registered Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur-302001, Rajasthan

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of Au FINANCIERS (INDIA) LIMITED on MONDAY, 31st day of August, 2015 at 1.00 P.M. at the registered office of the Company at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur – 302001, Rajasthan, India.

Folio No..... DP ID.....Client ID.....

Name of Member.....

Name of Proxy Holder.....

Number of Shares Held.....

Signature of Member/Proxy

Notes: Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

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: 19A, Dhuleshwar Garden, Ajmer Road, Jaipur-302001, Rajasthan

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 (2nd Extra General Meeting of the company, to be held on Monday, 31st day of August, 2015 at 1.00 P.M. 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:-

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

S. No.	Resolution*	For	Against
1.	APPROVAL OF EMPLOYEE STOCK OPTION PLAN 2015		
2.	APPROVAL OF GRANT OF ESOP SHARES UNDER EMPLOYEE STOCK OPTION PLAN 2015 OF THE COMPANY TO ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY (IES)		
3.	APPROVAL OF SHAREHOLDERS IN VIEW OF REQUIREMENTS LAID DOWN UNDER RULE 12 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURE) RULES, 2014 FOR ISSUE OF EMPLOYEES STOCK OPTIONS WHERE GRANT OF OPTIONS TO IDENTIFIED EMPLOYEES IS IN EXCESS OF 1% OF ISSUED CAPITAL OF THE COMPANY AT THE TIME OF GRANT OF OPTION		

Signed this _____ day of _____ 2015

Signature of shareholder

Signature of Proxy Holder(s)

Notes:

Affix

Rs 1/- Revenue
Stamp here

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank addressed to the "Company Secretary", not later than 48 hours before the commencement of the Meeting.

***It is optional to put a (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.**