Notice of Annual General Meeting

Notice is hereby given that the Twentieth Annual General Meeting of the members of Au FINANCIERS (INDIA) LIMITED will be held on Monday, the 13th day of July, 2015 at 3.00 P.M. at the Registered Office of the Company at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur – 302001 (Rajasthan) to transact the following businesses:

Ordinary Business

1. To Consider and Adopt:

a) The Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and

b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.

2. To appoint a Director in place of Mr. Sanjay Agarwal, Managing Director (DIN 00009526), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. To ratify the appointment of the statutory auditors of the company:

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India from time to time and subject to approval from such other regulatory authorities, as may be applicable, and pursuant to the resolution passed by the Shareholders in the 19th Annual General Meeting of the Company held on 06th August, 2014, the appointment of M/s. S. R. Batliboi & Co. LLP., Chartered Accountants (Firm Registration No.301003E) as Statutory Auditors of the Company to hold office till the conclusion of the 22nd Annual General Meeting of Company to be held in the calendar year 2017 be and is hereby ratified (for the financial year 2015-16) and that the Board of Directors be and are hereby authorised to fix the remuneration payable to them for the financial year 2015-16 as recommended by the Audit committee."

Special Business

4. Regularization of Appointment of Additional Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Nishant Sharma (DIN: 03117012), who was appointed as an Additional Director on 22nd December, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Nominee Director of the Company (representing Ourea Holdings Limited, Kedaara Capital Alternative Investment Fund I) liable to retire by rotation.

“RESOLVED FURTHER THAT Board of Directors of the company be and are hereby authorized to take all such steps and approvals as may be required for making appointment of Mr. Nishant Sharma as Nominee Director and to file necessary particulars/forms with Ministry of Company Affairs.”

5. Authorisation to borrow Money in Excess of Paid up Capital and free Reserve of the Company U/S 180(1)(C) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with 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 relevant provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) for borrowing from time to time as it may think fit, any sum or sums of money not exceeding Rs. 12,000 Crores (Rupees Twelve Thousand Crores Only) (including the money already borrowed by the Company) in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company’s assets and effects or properties including stock in trade (receivables), deposits or other security notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

“RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs. 12,000 Crores (Rupees Twelve Thousand Crores Only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities or Term Loans, Cash Credit facilities or other facilities in form of debt in the nature of Debentures, Commercial Papers and the like from Bank(s), Financial or other Institution(s), Mutual Fund(s), Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto including delegating its powers under the resolution to give effect to this resolution and for matters connected therewith or incidental thereto."

6. Authorisation to sell, lease or otherwise dispose of the assets of the company for borrowings under section 180(1)(a) of the Companies Act, 2013:

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with 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 provisions of Articles of Association, and all other applicable rules, laws and acts (if any) 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) consent of the members of the Company be and is hereby accorded to authorize the Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell, liquidate, dispose off or to create mortgage and/or charge on all or any of its movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs.12,000 Crores [Rupees Twelve Thousand Crores Only] at any point of time.

"RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank exclusive/prior/pari passu/ subsequent with/to the hypothecation/mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

7. Alteration 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and pursuant to the Shareholders' Agreement dated 28th February, 2012, as amended to till date, entered into between the Company, India Business Excellence Fund, India Business Excellence Fund - I, International Finance Corporation, Redwood Investment Ltd, Labh Investments Limited, MYs Holdings Private Limited and Motilal Oswal Securities Limited ,Sponsors (as defined therein),as amended till date, approval of the shareholders be and is hereby accorded to alter the existing Articles of Association of the Company by substituting the existing clause (b) of Article 34, clause (c) of Article 37, clause (d) of Article 37 and clause (c) of Article 54 and replacing it by the new clause (b) of Article 34, clause (c) of Article 37, clause (d) of Article 37 and clause (c) of Article 54 more so particularly as provided in the explanatory statement to this notice and that the amended 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 be and is hereby adopted.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard,."

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

Sd/-

Place: Jaipur | **Manmohan Parnami**
Date: 27.05.2015 | ***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

Notes:

1. The relevant Explanatory Statements pursuant to the section 102(1) of the Companies Act, 2013, in respect of the Special Business under item nos. 4 to 7 as set out above and proposed to be transacted at the Annual 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 relating to the enclosed Financial Statements 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 seven (7) days before the date of Annual 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. The register of Contracts Arrangements in which the Directors are interested, maintained under section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.

9. 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 to the Company / RTA.

10. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent M/s Link Intime (India) Private Limited. The Members holding shares in demat form may contact their respective depository participants for such nominations.

11. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s Link Intime (India) Private Limited (RTA), for consolidation into a single folio.

12. With a view to using Natural resources, we request Shareholders to update their E-mail addresses, with their depository Participants to enable Company to send Communications electronically.

13. All the documents referred to in the Notice and explanatory statements (Including Amended Articles of Association of the Company) 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 Annual General Meeting.

14. The company proposed to convene an Extra Ordinary General Meeting on 23rd June, 2015, wherein, the matters pertaining to proposed revision in remuneration of Mr. Sanjay Agarwal, Managing Director, and changes in terms of his appointment, in view of the provisions of Section 152 of the Companies Act, 2013, for the purpose of categorizing him under the category of liable to retire by rotation, are proposed to be taken up.

15. The Notice of Annual General Meeting and the copies of audited financial statements, Board's report, auditors' report, etc. 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 Annual Report and Notice of Annual General Meeting for the financial year 2014-15 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 Annual Report and 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

Sd/-
Manmohan Parnami
Company Secretary

Place: Jaipur
Date: 27.05.2015

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 Businesses mentioned in the accompanying Notice:

Item No. 4

Mr. Nishant Sharma was appointed as an Additional Director on the Board of the Company w.e.f. December 22, 2014. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing under Section 160 of the Companies Act, 2013, with the deposit of requisite amount, proposing the candidature of Mr. Nishant Sharma, for the office of the Director of the Company under the provisions of Section 161 of the Companies Act, 2013. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Nishant Sharma is an eminent Professional and bring rich and varied experience to the Board.

The Board of Directors recommends the Ordinary resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

Except Mr. Nishant Sharma, none of the Director, Key Managerial Personnel and their relatives are in any way concerned or interested financial or otherwise, in the Resolution.

Item No. 5

The Board of Directors of the Company envisages requirement of funds in future. As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose unless the Shareholders have authorized the Board to borrow the monies up to some higher limits.

Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs,), Foreign Institutional Institutions (FII's) Bodies Corporate or Business Associates or other any person or entity etc., in excess of paid up capital and free reserves of the Company upto a sum not exceeding Rs. 12,000 Crores (Rupees Twelve Thousand Crores Only) for the purposes of business activities of the Company.

The resolution as set out at item no. 5 of the notice is placed for your approval of the aforesaid limits of borrowing by the Board upto an amount not exceeding Rs. 12,000 Crores (Rupees Twelve Thousand Crores Only) or equivalent thereof in any foreign currency(ies).

With a view to meet fund requirements for the aforesaid purpose, the Company would be required to borrow funds from time to time by way of loans or in any other form whatsoever and / or issue of bonds, debentures or other securities.

No Director, Key Managerial Personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed resolution.

The Directors recommend the passing of the Resolution at Item No. 5 of the Notice.

Item No. 6

The borrowings / issue of securities may be required to be secured by way of mortgage / charge over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company upto an amount of Rs. .12,000 Crores [Rupees Twelve Thousand Crores Only].

Hence the approval of the Shareholders of the Company is required by way of Special Resolution.

With a view to facilitate the Board to create mortgage / charge on assets and/or undertakings of the Company from time to time, to secure borrowings of the Company, it is recommended that your Board be authorised for the purpose under Section 180(1)(a) of the Companies Act, 2013.

None of the Director, 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 recommends the passing of the Resolution at Item No. 6 of the Notice.

Item No. 7

Your company entered into a Shareholders' Agreement (SHA) with its investors, in the year 2012, which got amended subsequently, by way of First Amendment Agreement, Second Amendment Agreement dated 28th March, 2014 and third Amendment Agreement dated 22nd December, 2014.

In terms of the provisions of the said Agreement as amended to till date, the company was entrusted with the responsibility, to initiate the process of listing of its Equity Shares and complete the process within the timelines given in it.

Since, the company is yet to initiate the desired process, the Board of Directors of the company have accordingly extended the timelines by twelve months, resulting in having impact on various clauses of the existing Articles of Association of the company, requiring suitable amendments to be carried out in the same.

It is to be noted that the above process of altering the regulations of the Articles of Association of company would require the company to pass Special Resolution in terms of Section 14 of the Companies Act, 2013, read with its applicable rules, seeking Shareholders' Approval.

The amendments proposed for approval in the relevant Articles of Association of the Company are as under:-

Clause No.	***Existing Clause***	***Amended Clause***
34(b)	From the Effective Date and until expiry of 44 (Forty Four) months thereafter, no Investor shall Transfer any of its Investor Securities to any Competitor. The restriction contained in this Article 34 (b) shall not apply to any Transfer of Equity Shares or Share Equivalents by any of Investors: (i) after the consummation of a Listing; or (ii) in the event of a Listing Default, it being understood that in case of a	"From the Effective Date and until expiry of 56 (fifty six) months thereafter, no Investor shall Transfer any of its Investor Securities to any Competitor. The restriction contained in this Article 34 (b) shall not apply to any Transfer of Equity Shares or Share Equivalents by any of Investors: (i) after the consummation of a Listing; or (ii) in the event of a Listing Default, it being understood that in case of a Listing Default, the Transfer of all Investor Securities shall be subject to the provisions of Article 14.

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	Listing Default, the Transfer of all Investor Securities shall be subject to the provisions of Article 14. Subject to compliance with the provisions of Article 54, this Article 14(b) shall not apply to any Transfers by IFC.	Subject to compliance with the provisions of Article 54, this Article 14(b) shall not apply to any Transfers by IFC."
37(c)	Notwithstanding the provisions Article 32 (b) (ii), from the expiry of the twenty ninth (29th) month from the Effective Date till the expiry of the forty fourth (44th) month from the Effective Date, the Company shall and the Sponsors shall cause the Company to initiate the process of Listing such that the Listing is completed before the expiry of forty fourth (44th) month from the Effective Date, subject to the following: The Investors shall have the right (but not an obligation) to offer all or a part of their Equity Shares for sale as a part of such Listing; and The obligation of the Company and/or the Sponsors to complete a Listing shall be fulfilled only if all the Equity Shares offered for sale by the Investors as set out in (i) above are sold through such Listing.	"Notwithstanding the provisions Article 32 (b) (ii), from the expiry of the twenty ninth (29th) month from the Effective Date till the expiry of the fifty sixth (56th) month from the Effective Date, the Company shall and the Sponsors shall cause the Company to initiate the process of Listing such that the Listing is completed before the expiry of fifty sixth (56^{th}) month from the Effective Date, subject to the following: (i) The Investors shall have the right (but not an obligation) to offer all or a part of their Equity Shares for sale as a part of such Listing; and (ii) The obligation of the Company and/or the Sponsors to complete a Listing shall be fulfilled only if all the Equity Shares offered for sale by the Investors as set out in (i) above are sold through such Listing."
37(d)	**In the event:** (i) the Company/Sponsors have not been able to initiate a Listing	**"In the event:** (i) the Company/Sponsors have not

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	before the expiry of the forty fourth (44th) month from the Effective Date; or (ii) a Listing has been initiated in accordance with Article 37 (b) or (c) above but SEBI Approval has not been received before the expiry of the forty second (42nd) month from the Effective Date; or (iii) a Listing has been initiated in accordance with b) or (c) above and SEBI Approval has been received before the expiry of the forty second (42nd) month from the Effective Date but the Listing has not been completed prior to the expiry of the forty fourth (44th) month from the Effective Date; or (iv) a Listing is initiated and completed before the expiry of the forty fourth (44th) month from the Effective Date but the condition as set out in (b)(ii) or (c)(ii) above, as the case may be, has not been complied with, (each of the above, a "**Listing Default**"), then (aa) any of the Investors may Transfer their Equity Shares in the Company to any Person, in accordance with Article 14; (bb) all obligations of the Investors and the rights of the Sponsors under these Articles shall stand terminated forthwith, other than (AA) the *inter-se* obligations of the Investors; (BB) the rights of	been able to initiate a Listing before the expiry of the fifty sixth (56th) month from the Effective Date; or (ii) a Listing has been initiated in accordance with Article 37(b) or (c) above but SEBI Approval has not been received before the expiry of the fifty fourth (54th) month from the Effective Date; or (iii) a Listing has been initiated in accordance with (b) or (c) above and SEBI Approval has been received before the expiry of the fifty fourth (54th) month from the Effective Date but the Listing has not been completed prior to the expiry of the fifty sixth (56th) month from the Effective Date; or (iv) a Listing is initiated and completed before the expiry of the fifty sixth (56th) month from the Effective Date but the condition as set out in (b)(ii) or (c)(ii) above, as the case may be, has not been complied with, (each of the above, a "**Listing Default**"), then (aa) any of the Investors may Transfer their Equity Shares in the Company to any Person, in accordance with Article 14; (bb) all obligations of the Investors and the rights of the Sponsors under these Articles shall stand terminated forthwith, other than (AA) the *inter-se* obligations of the Investors; (BB) the rights of the Sponsors under Articles 20-26, Article 36, Article 14-15 and Articles 38-39."

	the Sponsors under Articles 20-26, Article 36, Article 14-15 and Articles 38-39.	
54(c)	In the event IFC Transfers all or any part of the IFC Securities to a Competitor before the expiry of forty four (44) months from the Effective Date, IFC shall only, at the maximum, provide to such Competitor the rights which are equivalent to the rights which would be available to any Non Competing Non Financial Investor pursuant to sub-Section (f) below, except the rights under Article 43.	"In the event IFC Transfers all or any part of the IFC Securities to a Competitor before the expiry of 56 (fifty six) months from the Effective Date, IFC shall only, at the maximum, provide to such Competitor the rights which are equivalent to the rights which would be available to any Non Competing Non-Financial Investor pursuant to sub-Section (f) below, except the rights under Article 43."

Hence, The Directors recommend passing of the Resolution as set out in Item No. 7 of the Notice.

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

A copy of the Memorandum and Articles of Association of the Company along with the draft of the proposed amendments will be available for inspection by the Members at the Registered office of the company between 10.00 am to 5.00 pm on any working day of the Company upto the date of the Annual General Meeting.

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

Sd/-
Manmohan Parnami
Company Secretary

Place: Jaipur
Date: 27.05.2015

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 20th ANNUAL GENERAL MEETING of Au FINANCIERS (INDIA) LIMITED on Monday, 13th day of July, 2015 at 3.00 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.

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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 twentieth Annual General Meeting of the company, to be held on Monday, 13th day of July, 2015 at 3.00 P.M. at the registered office of the Company at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur and/or at any adjournment thereof in respect of such resolutions as indicated below:-

S. No.	Resolution	For	Against
1	To consider and adopt: The Audited Financial Statements of the Company for the financial year		

	ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.		
2	Ratification Of Appointment Of The Statutory Auditors of the Company.		
3	Appointment of a director in place of Mr. Sanjay Agarwal, Managing Director (DIN No. 00009526), who retires by rotation and being eligible, offers himself for re-appointment.		
4	Regularisation of Mr. Nishant Sharma as a Nominee Director of the Company.		
5	Authorisation to Borrow Money In Excess Of Paid Up Capital And Free Reserve Of The Company U/S 180(1)(C) Of The Companies Act, 2013:		
6	Authorisation to sell, lease or otherwise dispose of the assets of the company for such borrowings under section 180(1)(a) of the Companies Act, 2013.		
7	Alteration of existing articles of association of the company		

Signed this_______ day of______ 2015________

Signature of shareholder

Signature of Proxy Holder(s)

Affix

Rs 1/- Revenue Stamp here

Notes:

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.

2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. Further, a Member holding more than ten percent of the total share capital of the Bank carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

*** 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.**