



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 4th EXTRAORDINARY GENERAL MEETING OF FINANCIAL YEAR 2015-16 OF THE MEMBERS OF **Au FINANCIERS (INDIA) LIMITED** WILL BE HELD ON THURSDAY **March 31, 2016** AT **10.00 AM** AT REGISTERED OFFICE OF THE COMPANY AT 19-A DHULESHWAR GARDEN AJMER ROAD, JAIPUR-302001, RAJASTHAN, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM 1: APPROVAL FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES, IN ONE OR MORE TRANCHES FOR THE FINANCIAL YEAR 2016-17, i.e. UPTO 31ST MARCH, 2017.

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

“RESOLVED THAT pursuant to provisions of Section 42, 71, 179 and 180 of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other provisions of applicable law and the Rules made thereunder, if any, (including any amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) the consent of the shareholders be and is hereby accorded to Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for borrowing from time to time any sum or sums of monies by way of issue of non-convertible debentures (NCDs) in one or more tranches or otherwise upto an amount not exceeding Rs 2500 Crores (Rupees Two Thousand Five Hundred Crores Only) on such terms and conditions as the Board may determine for issuance of such NCDs during the financial year 2016-17.

RESOLVED FURTHER that pursuant to Section 180(1)(a) of the Companies Act, 2013 and all other provisions of applicable law, if any, the consent of the shareholders 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 such NCDs, wherever required, of an aggregate value not exceeding Rs.2500 Crores (Rupees Two Thousand Five 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 issuance of NCDs.

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

RESOLVED FURTHER that the Mr. Sanjay Agarwal, Managing Director, Mr. Uttam Tibrewal, Whole Time Director, Mr. Deepak Jain, Chief Financial Officer and Mr. Manmohan Parnami, Company Secretary be and are hereby severally or/and jointly 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 NCDs 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.

Place: Jaipur
Date: March 10, 2016

By the order of the Board of Directors
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 no 1 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. PROXY FORM, 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 are requested to write their DP ID and Client ID 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, 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

Place: Jaipur
Date: March 10, 2016

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

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

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, 2013, 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, 2017. 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. 1 of the Notice.

Place: Jaipur
Date: March 10, 2016

By the order of the Board of Directors
For Au FINANCIERS (INDIA) LIMITED
Sd/-
Manmohan Parnami
Company Secretary



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 4TH EXTRA ORDINARY GENERAL MEETING of Au FINANCIERS (INDIA) LIMITED on day, date at time 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/Corporate Authorization 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 (4th Extra General Meeting of the company, to be held on Thursday, 31st March, 2016 at 10.00 A.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:-

S. No.	Resolution*	For	Against
1	APPROVAL FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES, IN ONE OR MORE TRanches FOR THE FINANCIAL YEAR 2016-17, i.e. UPTO 31ST MARCH, 2017		

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



Signed this _____ day of _____ 2016

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 (v) 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.**

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