



POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) the company is seeking consent of the shareholders on special business set out herein below, proposed to be passed by way of Postal Ballot and/or electronic voting (e-voting).

Your consideration and approval is sought for the Resolutions annexed herewith. The Explanatory Statement to be annexed to Notice under Section 102 of the Act setting out the material facts and reasons for the resolution is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Manoj Maheshwari, (FCS: 3355) Practicing Company Secretary, Jaipur, as the Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed self-addressed Postage Paid Reply Envelope so that it reaches the Scrutinizer on or before the closing of working hours i.e. 5.00 p.m on 22nd January, 2017 at 403, Royal World, Sansar Chand Road, M. I. Road Jaipur- 01, failing which, it will be strictly considered that no reply has been received from the member.

If a member has opted for remote e-voting, then he/she should not vote by Postal ballot and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then remote e-voting shall prevail and voting done via physical ballot shall be treated as invalid.

E-Voting Option

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions (if any) of the Act and the rules as applicable in that regard, the Company has engaged the services of National Securities Depository Limited to provide e-voting facility to members of the Company. The members entitled to vote are eligible to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company.

Therefore, we are pleased to offer e-voting facility also as an alternative which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Postal Ballot Notice. References to Postal Ballot(s) below include votes received electronically.

The Scrutinizer will submit his report to the Managing Director/Company Secretary after completion of the scrutiny and the result of the voting by postal ballot will be announced on 24th January, 2017, 5.00 P.M. (appointed time) by the Managing Director or Company Secretary of the Company. Members who

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wish to be present at the time of declaration of results may do so by reaching at the registered office of the Company at the appointed time. Also, the result of the postal ballot will be posted on the Company's website www.aufin.in. The resolution, if approved, will be taken as passed effectively on the last date of receipt of the postal ballot forms and e-voting, i.e. 22nd January, 2017 ("deemed date of passing of the resolutions mentioned in the postal ballot notice dated 20th December, 2016")

SPECIAL BUSINESSES:

Item No.1: INITIAL PUBLIC OFFER BY AU FINANCIERS (INDIA) LIMITED

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 28 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the rules made thereunder, as amended, (collectively referred to as the **"Companies Act, 2013"**) including the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or denotified, as the case may be, and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, applicable regulations and guidelines of the Securities and Exchange Board of India ("SEBI"), as amended from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**"SEBI ICDR Regulations"**), the equity listing agreements to be entered into between the Company and the relevant stock exchanges, where the equity shares of the Company are proposed to be listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), subject to compliance with the provisions of the Foreign Exchange Management Act, 1999, as amended, and the rules, regulations and guidelines framed thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and guidelines and clarifications issued by the Government of India, the Securities Contracts Regulation Act, 1956, the Securities Contract (Regulation) Rules, 1957, the Banking Regulations Act, 1949 and any other applicable rules, regulations, guidelines, circulars and notifications issued by SEBI, the "Guidelines for Licensing of 'Small Finance Banks' in the Private Sector" issued by the RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively referred to as the "Applicable Laws") and subject to any approvals, consents, sanctions, permissions as may be necessary from any appropriate statutory, governmental and other authorities and departments in this regard including the Registrar of Companies, SEBI, the Reserve Bank of India ("RBI"), the stock exchanges, the Government of India ("Go"), the Foreign Investment Promotion Board ("FIPB"), the lenders of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, sanctions, permissions, and subject to such conditions or modifications which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"Board"** and which term shall include any committee which the Board may have constituted or hereinafter constitute with delegated powers (**"Committee"**) for the time being exercising the powers conferred by the Board including powers conferred by this resolution), the consent and approval of the shareholders of the Company be and is hereby accorded to offer and allot/ transfer the equity shares of the Company of face value Rs. 10/- each (the **"Equity Shares"**), out of

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the issued and paid-up share capital of the Company ranking pari-passu with the existing Equity Shares, by way of an offer for sale by certain of its existing equity shareholders of the Company (the “Offer”), for cash either at par or premium (with an option to the Company to retain an over-subscription to the extent of 10% of the issue size, or such other extent as may be permitted under the SEBI ICDR Regulations, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment), in terms of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may at its sole discretion decide in consultation with the Book Running Lead Managers, including anchor investors, if any, one or more of the members, employees (through a reservation or otherwise), Hindu Undivided Family, foreign portfolio investors and sub-accounts, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, and/or any other category of investor as per be permitted to invest under Applicable Laws, in consultation with the Book Running Lead Managers (“BRLMs”) and the selling shareholders (to the extent applicable) and/or underwriters and/ or other advisors or such persons appointed by the Board for the Offer and on such terms and conditions including the number of shares to be offered in the Offer, as may be finalised by the Board and that the Board may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT in connection with the offer for sale of the Equity Shares by certain of our existing shareholders in the Offer and subject to the provisions of Applicable Law, the approval of the shareholders of the Company be and is hereby accorded to the Board or any committee thereof to circulate necessary documents including proposal letters to its existing equity shareholders including its employees who are eligible to offer their Equity Shares in the Offer in line with the provisions of Regulation 26(6) of the SEBI ICDR Regulations i.e. Equity Shares held by the shares for a period of one year prior to January 31, 2017, seeking their consent or intention to participate in the Offer by way of an offer for sale.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the approval of the shareholders is be and hereby accorded to the Board or any other committee thereof, on behalf of the Company, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the “Reservation”) or to provide a discount to the Offer price to retail individual bidders or eligible employees (the “Discount”); and to take any and all actions in connection with any Reservation or Discount as the Board or any committee thereof may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or

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instructions and do all such acts, deeds, matters and things as the Board or any committee thereof may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

RESOLVED FURTHER THAT the Equity Shares so allotted/ transferred under the Offer (including any Reservation) shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company rank pari-passu in all respect with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT the Board may allocate such percentage of the Offer to anchor investors as may be permissible in accordance with the ICDR Regulations and other Applicable Laws, and do all such other acts, deeds, matters and things as it may from time to time, in consultation with the Book Running Lead Managers, decide, including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplement thereto, and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the foregoing, and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

RESOLVED FURTHER THAT the Equity Shares issued through the Offer shall be listed at one or more recognized Stock Exchanges in India.

RESOLVED FURTHER THAT to give effect to these resolutions the Board or any other committee thereof be and is hereby authorized on behalf of the Company to delegate all or any of the powers herein conferred in such manner as it may deem fit.

RESOLVED FURTHER THAT over subscription to the extent of 10% of the Offer may be retained for the purpose of rounding off while finalising the basis of allotment.

RESOLVED FURTHER THAT such of the Equity Shares to be offered as are not subscribed may be disposed of by the Board in consultation with the Book Running Lead Managers to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company, including offering or placing them with banks/financial institutions/investment institutions/mutual funds/bodies corporate/such other persons or otherwise as the Board may, subject to Applicable Laws, in its absolute discretion decide.

RESOLVED FURTHER THAT subject to the consent of SEBI, GoI, RBI, FIPB, MCA, RoC and/or such other approvals, permissions and sanctions of all other concerned authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI ICDR Regulations and other Applicable Laws, the shareholders take note of the offer for sale of Equity Shares each by certain existing members of the Company (hereinafter referred to as the “**Selling Shareholders**”, such offering being the “**Offer**”), at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs and the Selling Shareholders (to the extent applicable), to such category of persons as may be permitted or in accordance with the SEBI

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ICDR Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and the Selling Shareholders (to the extent applicable) and/or underwriters and/ or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer/ allotment of Equity Shares pursuant to the Offer, the Board and/or any other committee thereof, be and is hereby authorised to determine the terms of the Offer, including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted/ transferred, offer price, premium amount on offer, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board or any committee thereof in its absolute discretion deems fit and further, the Board or any committee thereof may do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the Offer, including but not limited to, allotment/ transfer, and further to do all such acts, deeds, documents and agreements, matters and things, to take on record intermediaries, if any, and to appoint the Book Running Lead Managers, advisor(s), if any, and such intermediaries as may be required in the process, and to finalise the Offer expenses, including payments to intermediaries, regulators and any other entities as may be required, and to decide on the structure of the Offer, including reservations/firm allotments for specified categories as permitted under the ICDR Regulations, and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit, including the various agreements for the Offer with various parties, and to give such directions and/or instructions as it may from time to time decide, and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regard the terms and conditions, including the timing of the Offer, and to vary the size of the Offer, as the Board may in its absolute discretion decide in the interest of the Company without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorised by the Board, on behalf of the Company, be and are hereby severally authorised to do all acts, deeds, matters, things and negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including draft red herring prospectus, red herring prospectus and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) on behalf of the Company and/or the Selling Shareholders (as maybe applicable), as the case may be, in relation to the Offer, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority in relation to the Offer and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the Offer; and any notices, agreements, letters, applications, other documents, papers or instruments so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company and/or the Selling Shareholders (as maybe applicable) in so doing.”

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Item No. 2: APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14, read with Schedule I and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approvals, consents, permissions and sanctions, if any, required from any authority including the Reserve Bank of India and as approved by the Board of Directors of the Company, the existing Articles of Association of the Company, be and are hereby replaced by the new sets of Articles of Association as per the draft circulated to the shareholders of the Company.”

RESOLVED FURTHER THAT new set of Articles of Association of the Company comprises two parts, Part I which comprises of Part A and Part B, which relate to the current business being carried on by the Company which parts shall, unless the context otherwise requires, co-exist with each other, and Part II, which comprises of Part A and Part B, which relate to the business of a Small Finance Bank which the Company proposes to commence in the future, subject to the requisite approvals from any regulatory authority including the Reserve Bank of India, which parts shall, unless the context otherwise requires, co-exist with each other.

RESOLVED FURTHER THAT Part B of Part I of the new set of the Articles of Association and/or Part B of Part II of the new set of the Articles of Association, as applicable would automatically terminate and cease to have any force and effect from the date of the listing and trading of the equity shares of the Company on the stock exchanges pursuant to the proposed initial public offering of the Company, without any further corporate action by the Company or its shareholders. Until such time Part A and Part B of both the sets of the new Articles of Association shall unless the context otherwise requires, co-exist with each other.

RESOLVED FURTHER THAT Part II of the new set of the Articles of Association shall come into force upon the commencement of business and/or operations of the Company as a “Small Finance Bank” pursuant to the license granted by the Reserve Bank of India and consequently, Part I of the new set of Articles of Association would terminate and cease to have any force and effect from the date of commencement of business and/or operations of the Company as a “Small Finance Bank”, pursuant to the license granted by the Reserve Bank of India issuance of such license without any further corporate action by the Company or its shareholders.

RESOLVED FURTHER THAT Board of the Company be and is 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 without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution.”

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ITEM NO. 3: APPROVAL FOR AMENDMENT OF CLAUSE I OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 and the provisions of the SFB Guidelines, Clause I of the Memorandum of Association of the company be and is hereby altered by substituting the same with the following:

“Clause I. The name of the company is AU SMALL FINANCE BANK LIMITED.”

RESOLVED FURTHER THAT the amendment Clause I shall come into effect upon commencement of the business or operations of the Company as a small finance bank without any further corporate action of the shareholders or the board of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

ITEM NO. 4: APPROVAL FOR AMENDMENT OF CLAUSE III OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the applicable provisions of the SFB Guidelines, Banking Regulation Act, 1949 and any other regulations framed in this regard, Clause III of Memorandum of Association of the Company dealing with the objects to be pursued by the Company be and is hereby altered by substituting as below:

“(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

- 1) To carry on, in any part of India or outside India, business of banking that is to say accepting, for the purpose of lending or investment, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise, in accordance with the terms of applicable law, including without limitation the provisions of the Banking Regulation Act, 1949 and the guidelines/ instruction issued by RBI for small finance banks from time to time.

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- 2) In addition to the business of banking, to carry on the business of:-
- a. borrowing, raising, or taking up of money;
 - b. lending or advancing of money by way of loan, overdraft or on cash credit or other accounts or in any other manner whether without or on the security of movable or immovable properties, bills of exchange, hundies, promissory notes, bills of lading, railway receipts, debentures, share warrants or other instruments whether transferable or negotiable or not;
 - c. drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scripts and other instruments and securities whether transferable or negotiable or not;
 - d. granting and issuing of letters of credit, travelers' cheques and circular notes;
 - e. buying, selling and dealing in bullion and specie;
 - f. buying and selling of and dealing in foreign exchange including foreign bank notes;
 - g. acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds;
 - h. purchasing and selling of bonds, scripts or other forms of securities on behalf of itself, its constituents or others;
 - i. negotiating of loans and advances;
 - j. receiving of all kinds of bonds, scripts or valuables on deposit or for safe custody or otherwise;
 - k. providing of safe deposit vaults;
 - l. collecting and transmitting of money and all kind of securities;
 - m. issuing credit cards, debit cards, prepaid instruments, charge cards or smart card or co-branded cards and extend any other credits to customer or any other persons for any purpose permissible for the company to carry on under law;
 - n. acting as aggregators, as may be permitted by the Pension Fund Regulatory and Development Authority ("PFRDA"), in connection with the National Pension System of the PFRDA
 - o. acting as agents for any Government or local authority or any other person or persons;
 - p. carrying on of agency business of any description including the clearing and forwarding of goods, giving of receipts and discharges and otherwise acting as an attorney on behalf of customers, but excluding the business of a managing agent or secretary and treasurer of a company;
 - q. contracting for public and private loans and negotiating and issuing the same;
 - r. effecting, insuring, guaranteeing, underwriting, participating in managing and carrying out of any issue, public or private, of State, municipal or other loans or of shares, stock, debentures, or debenture stock of any company, corporation or association and the lending of money for the purpose of any such issue;
 - s. carrying on and transacting every kind of guarantee and indemnity business;
 - t. managing, selling and realizing any property which may come into the possession of the company in satisfaction or part satisfaction of any of its claims;
 - u. acquiring and holding and generally dealing with any property or any right, title or interest in any such property which may form the security or part of the security for any loans or advances or which may be connected with any such security;
 - v. undertaking and executing trusts;
 - w. undertaking the administration of estates as executor, trustee or otherwise;
 - x. establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependents or connections of such persons;
 - y. granting pensions and allowances and making payments towards insurance;
 - z. subscribing to or guaranteeing moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object;

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- aa. the acquisition, construction, maintenance and alteration of any building or works necessary or convenient for the purposes of the company;
 - bb. selling, improving, managing, developing, exchanging, leasing, mortgaging, disposing of or turning into account or otherwise dealing with all or any part of the property and rights of the company;
 - CC. acquiring and undertaking the whole or any part of the business of any person or company, when such business is of a nature enumerated or described in this sub- section;
 - dd. doing all such other things as are incidental or conducive to the promotion or advancement of the business of the company;
 - ee. carrying on any other forms of business which is specified by the Central Government pursuant to Section 6 (1)(a) to (n) of the Banking Regulation Act, 1949 and to such other forms of business which the central government pursuant to section 6 (1) (o) of the Banking Regulation Act, 1949 specified or may from time to time specify by notification in the Official Gazette as a form of business in which it would be lawful for a banking company to engage;
- 3) To carry on the business of merchant banking, Investment banking, portfolio investment management, wealth management and investment advisors.
 - 4) To form, constitute, promote, act as managing and issuing agents, prepare projects and feasibility reports for and on behalf of any company, association, society, firm, individual and body corporate.
 - 5) To carry on the business of factoring by purchasing and selling debts receivables and claims including invoice discounting and rendering bill collection, debt collection and other factoring services.
 - 6) To carry on the business of investment banking and to invest and broker to buy, sell, transfer, acquire, underwrite, sub-underwrite subscribe, held, exchange or otherwise deal in and dispose of any shares, stocks, debentures, debenture stocks, cash certificates, bonds, units, exim scrips, licenses, obligations and securities issued or guaranteed by Indian or foreign governments, state, dominion, sovereign, municipalities, public authorities, and by companies, firms, or persons whether incorporated or established in India or elsewhere and to invest in other businesses for sharing profits and losses.
 - 7) To carry on the business of mutual fund management, equipment leasing and hire purchase, manage investment pools, syndicate in shares and other securities and act as Share and Stock brokers.
 - 8) To carry on and transact the business of giving guarantees and counter guarantees and indemnities whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property or assets of the Company, both present and future wherever situated or in any other manner and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under debentures, bonds, debenture-stock, mortgages, charges, contracts, obligations and securities, and the repayment of the capital moneys and the payment of dividends in respect of stocks and shares or the performance of any such other obligations.
 - 9) To act as corporate agents for insurance products for life and general insurance including but not limited to health, pension & employees benefit, fire, marine, cargo, marine hull, aviation, oil & energy, engineering, accident, liability, motor vehicles, transit and other products and to carry on the business of insurance, re-insurance and risk management as an insurance agent or otherwise as may be permitted under law.
 - 10) To carry on the business of financing, leasing (operating and financial), hire purchase, all forms of securitization, asset reconstruction or recovery, dealer inventory financing, factoring of receivables, instalment sale and/or deferred sale relating to goods or material, including machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, factories, inventory, debtors, furniture, apparatus, appliances and other movable and immovable property, and to arrange or syndicate leasing, hire purchase, installment sale or deferred sale businesses.
 - 11) To act as escrow agents and trustees, and issuing and paying agents, including for trust and retention accounts.

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- 12) To develop and promote new financing or banking instruments of all kinds whether for the capital market, money market or otherwise and to render all kinds of fee-based financial services.
- 13) To solicit and procure insurance business, mutual fund and alternatives fund business as Corporate Agent and to undertake such other activities as are incidental or ancillary thereto.
- 14) To further financial inclusion by (a) provision of savings vehicles, and (ii) supply of credit to small business units; small and marginal farmers; micro and small industries; and other unorganised sector entities, through high technology-low cost operations as specified under RBI Guidelines for Small Finance Bank in Private Sector dated November, 27, 2014 and other guidelines and instructions issued by the RBI for small finance banks from time to time.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

- 1) To do any other form of business which the Government of India may specify as a form of business in which it is lawful for a banking company to engage.
- 2) To borrow or raise money or secure loans or credits for the purpose of the Company under contracts or under promissory notes, bills of exchange, hundies and other negotiable or transferable instruments, or issue convertible or non-convertible, secured or unsecured debentures, debenture stock, bonds and alternative to secured obligations and securities of all kinds as may be permitted by the law and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise on the whole or any part of the undertaking of the Company or upon any specific property, movable and immovable, and rights, both present and future, of the Company as may be authorized by law or otherwise however.
- 3) To carry on the activities of bill discounting, re-discounting dealing in commercial paper, treasury bills, certificate of deposits and other financial instruments.
- 4) To promote effect, insure, guarantee, underwrite, participate in manage and carry out any issue whether, public or private, of company, corporation, association or Central or State Government, municipality or of the other loans or of shares stocks, debentures or debenture stock and to lend monies for the purpose of any such issue and to act as an underwriter, escrow agent, issue house, share registrars, share transfer agent, investment and share consultant, share depository agent and as manager or any such issue as may be permitted by law.
- 5) To acquire by purchase, lease, exchange, hire, concession, grant or otherwise, either absolutely or conditionally and either alone or jointly with others, any movable or immovable property of any description, any patents, trademarks, concessions, privileges and any other rights for the objects and business of the Company or which the Company may think necessary or convenient to acquire or the acquisition of which in the opinion of the Company is likely to facilitate the realisation of any securities held by the Company or to prevent or diminish any apprehended loss or liability or which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims and to pay for all such property and rights purchased or acquired by the Company in any manner including by shares, debentures, debenture stock or bonds or other securities held by or of the Company or otherwise and to manage, sell, develop, improve, exchanges let on lease, or otherwise dispose of or turn to account all such property and rights purchased or acquired by the Company and to acquire and hold and generally deal with in any manner whatsoever all or any property and right, movable and immovable and any right, title or interest therein which may form part of the security for any loans or advances made by the Company or which may be connected with any such security and all at such time or times and in such manner and for such consideration as may be deemed proper or expedient
- 6) To acquire and undertake the whole or any part of the business of any person or any Company with all or some of the assets and liabilities and to hold and purchase shares, stocks, debentures or other rights of any Company carrying on business which the Company is authorised to carry on or which is incidental or ancillary to the objects of the Company or when such business of nature enumerated in Section 6 of the Banking Regulation Act, 1949 or

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which may conveniently be carried on by the Company or to manage the same on special contract or as mortgagee or in any manner whatsoever.

- 7) To deposit money with other banks by way of current deposits, fixed deposits and otherwise with or without interest, to accept bills of exchange, hundies and other negotiable instruments and to endorse the same to bankers and to do all such banking business as are generally done by bankers with bankers and others and which is permissible by law.
- 8) To carry on the business of assisting industrial, infrastructure and commercial enterprises, in general by –
 - 8.1 assisting in the creation, expansion and modernisation of such enterprises;
 - 8.2 encouraging and promoting the participation of capital, both internal and external in such enterprises; and in particular by providing finance in the form of long, medium or short term loans or equity participations;
 - 8.3 sponsoring and underwriting new issues of shares and securities;
 - 8.4 guaranteeing loans from other investment sources;
 - 8.5 making funds available for re-investment by revolving investments as rapidly as prudent;
 - 8.6 Performing and undertaking activities pertaining to leasing, giving on hire or hire purchase, bill marketing, factoring and related fields.
- 9) To undertake the agency of other Indian banks and of foreign banks and other financial institutions and to manage the issue of a loan for a corporation or company, firm or association whether incorporated or not, or of foreign Government.
- 10) To act as agents for any government or local authority or any other person or persons, carry on agency business of any description including clearing and forwarding of goods, give receipts and discharges and otherwise act as an attorney on behalf of customers, but excluding the business of managing agent or secretary of treasurer of a company.
- 11) To contract for public and private loans and advances and negotiate and issue the same.
- 12) To acquire, receive, hold, hold in trust as trustee, agent or nominee of any person, corporation, Company, any real or personal property, rights or interest acquired by or belonging to the Company or on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- 13) To buy, acquire, construct, build, sell, improve, manage, alter, develop, exchange, hire, lease, mortgage, dispose of, acquire, turn to account, purchase, let out or otherwise deal with all and hold, use, deal or trade in, whether with a view to profit or otherwise and by any means whatsoever property and rights of all kinds whether movable or immovable, legal or equitable and wheresoever situate, including but without prejudice to the generality of the foregoing, lands, buildings, easements, mortgages, product, plant, machinery, stock-in-trade tools, vehicles, aircraft, vessels, chattels, materials, concessions, options, contracts, book debts, business concerns and undertakings, claims, privileges and choses in action of all kinds to carry on and promote such business or activity and either to retain the property acquired or to turn to account for the Company's business as it may seem expedient, subject to the provisions of any applicable law.
- 14) To acquire by purchase, lease or otherwise any premises for the construction and/or establishment of safe-deposit vault or vaults and to maintain therein fire-proof and burglar-proof strong rooms, safes and other receptacles for deeds, securities, documents, money, jewelry and valuables of all kinds.
- 15) To provide consultancy and advisory services as agents, or pursuant to a referral arrangement, in respect of insurance matters including risk management, credit management, insurance management, to Indian and Foreign governments, States, dominions, sovereigns, public authorities or bodies, schools, colleges, universities, or any person, firm, company, corporation, body corporate, society, association of person, body, forum, whether incorporated or not, whether in the private or public sector and whether profit oriented or not as may be permitted

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under law.

- 16) To act as foreign exchange dealer and to buy, sell or otherwise deal in all kinds of foreign currencies, currency derivatives, foreign currency options, forward covers, swaps of all kinds and to transact as permissible under applicable laws for small finance Bank or on behalf of any persons, body corporate, company, corporation, society, firm or association of persons whether incorporated or not, all kinds of transactions in foreign currencies.
- 17) To form, establish or promote or to procure the registration, incorporation or recognition of any other company, body corporate or any other entity as associate, affiliate, joint venture, branch office, representation offices of this Company or otherwise for the purpose of carrying on any of the business or activities of the Company or for the purpose of acquiring or taking over or any other property, rights and liabilities of such company, body corporate, or any other entity or for any other purpose which may directly or indirectly benefit the Company.
- 18) To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privilege which the Company may think necessary or convenient for the purposes of its business and in particular any land, building, easement, machinery, plant or any other property or assets.
- 19) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation, promotion and registration of the company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities, of the Company, or other pre-incorporation expenses subject to the provisions of the Companies Act, 2013 and the Banking Regulation Act, 1949.
- 20) To set up or participate as a payment gateway for effecting payment against services and trade transactions carried out by internet sites and portals, to operate payment system under the Payment and Settlement Systems Act, 2007, as amended from time to time, to act as enablers for settlement of e-commerce or any other type of transactions for corporates, individuals or any other entities or to undertake money transfer activities under money transfer service scheme as permitted under law and verify any digital signature or electronic signature issued in accordance with the Information Technology Act, 2000 as amended from time to time.
- 21) To establish, maintain and operate automated teller machines, or any other electronic and telecommunication devices for carrying on any of the banking businesses including, but not limited to, internet banking, telephone banking, mobile banking, utility bills payment for electricity, telephones, mobile phones and any other activity that would require the company's banking expertise.
- 22) To establish and support or aid in the establishment and support of associations, institutions, schools, hospitals, guesthouses clubs, funds, trusts and conveniences which may be considered beneficial to any employees or ex-employees, or directors or to officers and ex-officers of the Company or the dependents of any such person to the extent permissible under law and to grant pensions, gratuities and allowances and superannuation and other benefits or ensure payment of any of them by taking insurance or any other promises and assurances as the Company may undertake and subscribing to or guaranteeing moneys for charitable or benevolent object or for any exhibition or for any public, general or useful object.
- 23) To invest and deal with money in such manner as may, from time to time, be thought fit subject to the provisions of the Banking Regulation Act, 1949, Companies Act, 2013, as amended from time to time and such other provisions of law as may be applicable.
- 24) To remunerate any person in accordance with applicable laws, for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares, debenture or bonds in the Company's capital or any debentures or other securities issued by the Company.
- 25) To draw, make, accept, endorse, discount, execute and issue certificates of deposits, promissory notes, bills of exchange, and other negotiable or transferable instruments.

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- 26) To adopt such means of making known and advertising the business and productions and services of the Company as may be expedient.
- 27) To apply for, promote and obtain any order, regulation, or other authorization or enactment which may directly or indirectly benefit the Company.
- 28) To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
- 29) To take or hold mortgages, liens, and charges to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyer or any other person.
- 30) To insure any of the properties, undertakings contracts, risks or obligations of the Company in any manner whatsoever.
- 31) To make donations either in cash or in kind for such objects for causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
- 32) To undertake and execute trust and the administration of estates as executor or trustee or otherwise, including to protect the interest of the Company.
- 33) To establish and maintain branches, offices and agencies ¹at any place or places in India or other parts of the world for the conduct of the business of the company for the purposes of enabling the company to carry on its business more efficiently and to exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies and other parts of the world and to discontinue and reconstitute any such offices, branches or agencies.
- 34) To aid and support any person, association, body or movement, whose object is solution, settlement or surmounting an industrial or labour problems or the promotion of trade or business of the Company or for the promotion of science and technology (including by providing contributions or funds to technology incubators), protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, sports (including training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports), environment (to ensure environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water), rural development projects and other social and welfare activities.
- 35) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the directors may consider to be the social and moral responsibility of the Company to the Public or any section of the public as also any activity which the Directors consider likely to promote national welfare or the social, economic or moral upliftment of the public or any section of the public and in such manner and by such means as the Directors may think fit; and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity by the publication of any books, literature, newspapers, or other media, or by organizing lectures or seminars likely to advance these objects or by giving merit awards or giving scholarships, loans or any other assistance to deserving students or any other scholars or persons to enable them to prosecute their studies or academic pursuits or research, and by establishing, conducting or assisting any foundations, institutions, funds or trusts, having any one or more of the aforesaid objects by giving donations or otherwise in any other manner; and the Directors may at their discretion in order to

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implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institution or public trust as the Directors may approve.

- 36) To appoint, employ, hire, procure, depute designers, experts, scholars, professors, leaders, executives, managers, secretaries, officers, technicians, engineers, mechanics, foremen, clerks, agents, servants, business correspondents and other skilled and unskilled personnel for permanent, temporary or contractual services.
- 37) To carry out any type of Corporate Social Responsibility activities.
- 38) To refer to or agree to refer to any claim, demand, questions, disputes or differences by or against the Company or in which the Company is interested or concerned and whether between the Company and any other person or any third party, in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon each case or to institute legal proceedings or defend any proceedings before a court of competent jurisdiction or central government, as the case may be and to appoint advocates, consultants or advisors in this behalf and to observe and perform and do all acts matters and things necessary to carry out or enforce the awards or orders as the case may be.
- 39) To enter into negotiations or collaborations, technical, financial or otherwise with any person or government for obtaining any grant, license or on other terms, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for providing or rendering services which the Company is authorized to provide or render.
- 40) To arrange for in India and abroad for providing services of the Company and purchase or otherwise acquire services as are necessary for carrying on the business of the Company and, for that purpose, either to establish, reconstitute and discontinue, as may be deemed necessary and efficient, its own branches, offices, agencies, or to appoint representatives or employees or both (whether individuals, firms or bodies corporate) in any place in or outside areas of operation and fix the terms and conditions of their appointment and pay fees or remuneration to such representatives and employees by way of commission or in such other manner as the Company may deem fit.
- 41) To create any depreciation fund, reserve fund, sinking fund, redemption fund, insurance fund, educational fund or any special or other reserve or funds, whether for redemption of debentures or debentures-stock, for dividends, for equalizing dividends, depreciation or for repairing, replacing, improving, extending, or maintaining, any of the property of the Company or for any other purpose whatsoever and to transfer from any such fund or part thereof to any of the other funds in mentioned.
- 42) To open, maintain, operate and close account or accounts with any bank or banks or other financial Institutions in India or abroad and to pay or earn interest and to withdraw money from such account or accounts and to make, draw, co-accept, endorse, execute, discount or negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments.
- 43) To train or pay for training in India or abroad of any of the Company's employees or offices or any candidate in the interest of or furtherance of the Company's objects.
- 44) To establish research and development centers for the business of the Company.
- 45) To engage in acquiring and undertaking whole or any part of the business of any person or Company carrying business which this Company is authorized to carry on.
- 46) To take or otherwise acquire, hold and sell shares of any other Company as may be authorized.
- 47) To promote or finance or assist in promoting or financing any business, undertaking or industry either existing or

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new and associate with them either through the instrumentality of syndicates or otherwise in conformity with the relevant laws governing banks.

- 48) To undertake and executing trusts and to undertake the administration of estates as executors, trustees or otherwise.
- 49) To open, establish, maintain and operate currency chests and small coin depots on such terms and conditions as may be required by the Reserve Bank of India established under the Reserve Bank of India Act, 1934, as amended from time to time and subject to the Act enter into all administrative or other arrangements for undertaking such functions with the Reserve Bank of India.
- 50) To carry on the business of giving services to industrial enterprises for transfer of shares, debentures, bonds, stocks and various financial instruments and any other kind of securities issued by such enterprises in general by acting as registrars to the Issue and Registrars for issue of shares, debentures, bonds, stock and all kinds of securities and instruments and for fixed deposits and encouraging and promoting the participation of private capital, both internal and external, in such enterprises and private ownership of industrial investments and the expansion of investment markets and to render custodial and depository services in respect of any type of securities and to do all such things as may be advised, remitted and required for related activities.
- 51) To merge, de-merge, spin-off, reconstruct, reorganize the business and / or assets, liabilities, debts, rights, obligations of the Company.
- 52) To amalgamate or merge with, or absorb or takeover any company or companies or any body corporate, having objects altogether or in part similar those of this company, or to sell, exchange, lease, under-lease, surrender, abandon, amalgamate, merge, demerge, slump sale, sub-divide, mortgage or otherwise deal with, either absolutely, conditionally or for any limited interest, all or any part of the undertaking(s), property rights or privileges of the Company, as a going concern or otherwise, to / with any public body, corporation, company, society or association, or to any person or persons, whether or not having similar objects as of this Company, for such consideration as the Company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture stock, securities or property of any other company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, merger, absorption, acquisition, takeover, demerger, slump-sale or any other arrangement, as the case may be.
- 53) To open, maintain, operate and close any type of bank accounts with any bank or financial institution in India or abroad and obtain credit facilities with or without securities for its business and to withdraw money from such accounts.
- 54) To take part in the management, supervision and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other personnel.
- 55) To provide for the welfare of Directors or employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by buildings or contributing to the building or houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.
- 56) To use trade-marks or trade-names or brands for the products and goods of the Company and adopt such means of making known the business and products of the company or any other Company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, radio, television and cinema, by circulars, by purchase and exhibition of works of art or interest, by opening stores and exhibitions, by

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publication of periodicals, calendars, diaries or any other materials of publicity, by distributing samples and granting prizes, rewards and donations subject to the provisions of Companies Act, 2013.

- 57) To establish and maintain or procure the establishment and maintenance of any Provident fund or any contributory or non-contributory pension or superannuation fund, gratuities, pensions, allowances, emoluments, bonus, Profit sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any Company which is allied to or associated with the Company or who are or were at any time Directors or Officers of the Company or any of such dependent or connection of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising or contributing to any Institutions, Associations, funds, clubs, trusts, profit sharing or other schemes and by providing, subscribing or contributing towards place of instructions and recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards the insurance of such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any other Company as aforesaid.
- 58) To enter into any arrangements with any government or government departments or authorities supreme, municipal local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them to obtain from any such government, government departments authorities, person or company any rights, privileges, charters, contracts, license and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, contracts, license and concessions.
- 59) To apply for, provide information and guidance on governmental policies, directives, instructions, regulations, ordinances or other authorisations or enactments of the Central or any State Government or any other similar Semi-Government authorities or agencies which may be required for enabling the Company to establish an undertaking or to bring into effect any modification / diversification in any of the Company's business or constitution and to challenge any of the government bills, statutes, rules, regulations, guidelines, proceedings or applications which are likely to prejudice the Company's business or interests;
- 60) To take into consideration and approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expense that may be incurred by them in connection with the formation or promotion of the Company.
- 61) To study such Governmental policies, regulations, ordinances and advise the governmental authorities in formulating incentives schemes to attract industries and investments;
- 62) To establish and maintain agencies at any place or place in India or other parts of the world for the conduct of the business of the Company or for the purpose of enabling the Company to carry on its business more efficiently; and to discontinue and reconstitute any such branches or agencies.
- 63) To enter into partnership or into any arrangement for joint ventures in business for sharing profits, union of interest, lease, licence or otherwise, reciprocal concessions or co-operate with any person, firm, company or body corporate.
- 64) To establish, equip, maintain, subscribe to or become members of training institutions, research laboratories, research institutions and experimental workshops for scientific and technical research and experiments and to carry on analytical, experimental and other work and research for implementing the objects.
- 65) To enter into any collaboration or arrangements with the Government of India or any Foreign Government or Companies, with any State or with any authorities, municipal, local or otherwise or with any person, that' may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights, powers, privileges, licenses, decrees,

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sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and to acquire and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.

- 66) To invest in and deal with monies and funds belonging or entrusted to the Company, not immediately required, and in such other investment and in such manner as may from time to time be determined and to vary such investments and transactions and to lend monies on such terms, with or without security, as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.
- 67) To indemnify officers, directors, promoters, employees and servants of the Company against, proceedings, costs, damages, claims and demands in respect of anything done, or ordered to be done, for and in the interests of the Company or for any loss or damages or misfortune which happens in execution of the duties of their office or in relation thereto.
- 68) To apply for and become member of any business, commercial/trade/industrial association, clearing house, society, company, professional body, stock exchange, depository and promote measures for the protection and/or promotion of companies trade, industry and persons engaged therein.
- 69) To carry on the business of financial services.
- 70) To appoint or nominate Directors or Managers of any company in which this Company is or may be interested.
- 71) To carry on the business of providing and managing venture capital, seed capital, risk capital, private equity, hedge funds or any other kinds of funds.
- 72) To act as a representative/correspondent bank for other banks in India or abroad.
- 73) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches, offices or agencies in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereby and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of branches, offices and agencies therein as may be convenient.
- 74) To assist in undertaking activities pertaining to leasing or hire-purchase asset credit, installment sale or / and deferred sale.
- 75) To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- 76) To do any of the activities directly and/or through agents appointed for such purpose.
- 77) To undertake, carry out, promote or assist directly or in any other manner any activities for promotion and growth of the national economy and national welfare.
- 78) To carry on all the businesses permitted by the objects set out hereinabove either directly or through an affiliate or associate of the Company as may be permitted under law.
- 79) To do all or any of the Objects set out herein as are incidental or as may be thought conducive to the promotion or advancement of the business of the Company.
- 80) To do all such things as are permitted by applicable laws, including but not limited to, the RBI Guidelines for

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Licensing of Small Finance Banks in the Private Sector dated November 27th, 2014, other guidelines and instructions issued by the RBI for small finance banks from time to time, the Companies Act, 2013 (including the relevant rules framed thereunder), to the extent enforced, as amended, modified, replaced or supplemented from time to time, the Banking Regulation Act, 1949 Act, the RBI Act, 1934 and any other applicable regulation enacted or amendment made to existing laws or judicial decisions, made from time to time.

IIIA. In the event of any inconsistency between a specific provision of: (i) the Banking Regulation Act, 1949 and all rules and regulations issued thereunder and/ or the instructions contained in the various RBI circulars/ guidelines applicable to the Company and issued by RBI from time to time; and (ii) the (Indian) Companies Act, 2013 (including the relevant rules framed thereunder), to the extent enforced, as amended, modified, replaced or supplemented from time to time, the terms/ provisions of the Banking Regulation Act, 1949 and all rules and regulations issued thereunder and/ or the instructions contained in the various RBI circulars/ guidelines (as applicable) would prevail and apply.”

RESOLVED FURTHER THAT the substituted Clause III of the Memorandum of Association shall come into force upon commencement of the business or operations of the Company as a small finance bank without any corporate action of the shareholders or the Company

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

Item No 5: APPROVAL FOR INCREASE IN AGGREGATE INVESTMENT LIMIT OF FOREIGN PORTFOLIO INVESTORS

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to applicable provisions of Companies Act, 2013, other applicable provisions and the applicable provisions of the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the applicable provisions of the Companies Act, 2013, the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon the notification of the Act) and all other applicable acts, rules, regulations, provisions, circulars and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approvals, permissions, and sanctions of the Foreign Investment Promotion Board, the Government of India, Reserve Bank of India and any other regulatory authorities, if required and such conditions as may be prescribed by any of the said authorities while granting such approvals, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded to increase the aggregate investment limit on total holdings of eligible foreign portfolio investors

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(including foreign institutional investors holding valid certificates of registration from the SEBI investing through itself or through a SEBI registered sub-accounts and deemed to be foreign portfolio investors) (“FPIs”) from 25 (Twenty-five) percent to 49 (Forty-nine) percent of the issued and paid-up equity capital of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to file the requisite forms, etc. with the office of the Registrar of Companies, Rajasthan, file requisite application(s) and intimations as may be required with the Reserve Bank of India and other regulatory authorities, take all necessary steps and actions, give such directions, delegate such authorities and to do all other acts, deeds and things, and execute all documents or writings as may be necessary in this regard.”

Item No. 6: APPROVAL FOR AMENDMENTS IN EMPLOYEES STOCK OPTION PLAN 2015-PLAN A & PLAN B

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 62 of Companies Act, 2013 and other applicable provisions, of Companies Act, 2013 and the Companies (Share Capital and debentures) Rules, 2014 , the SEBI Regulations, including any rules thereto and 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, the Articles of Association of the Company, applicable permissions, sanctions and approvals as may be required in this regard, consent of the shareholders be and is hereby accorded to amend the Employee Stock Option Scheme, 2015, PLAN A & PLAN B (“ESOP 2015”) to make it in compliance with the Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014, as amended including any guidelines and circulars thereto.in the form and manner as per the draft placed before the members.

RESOLVED FURTHER THAT Board be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion they 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.”

Item No. 7: APPROVAL FOR AMENDMENTS IN EMPLOYEES STOCK OPTION PLAN 2016

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 62 of Companies Act, 2013 and other applicable provisions, of Companies Act, 2013 and the Companies (Share Capital and debentures) Rules, 2014 , the SEBI Regulations, including any rules thereto and 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, the Articles of Association of the Company, applicable permissions, sanctions and approvals as may be required in this regard, consent of the shareholders be and is hereby accorded to amend the Employee Stock Option Scheme, 2016 (“ESOP 2016”) as presented to members and as to ensure compliance with the Securities and Exchange Board Of India (Share Based Employee Benefits)

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19A, Dhuleshwar Garden, Ajmer Road
JAIPUR-302 001, INDIA
Tel : +91 141 391 0000 Fax : +91 141 236 8815

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Regulations, 2014, as amended including any guidelines and circulars thereto, in the form and manner as per the draft placed before the members.

RESOLVED FURTHER THAT Board be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion they 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.”

Item No. 8 APPROVAL OF USE OF TRUST ROUTE FOR IMPLEMENTATION OF EMPLOYEE STOCK OPTION PLAN 2015 (“ESOP 2015”) AND SECONDARY ACQUISITION OF THE COMPANY SHARES BY THE TRUST.

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 62 and all other applicable provisions and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the SEBI ESOP Regulations ”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“ SEBI ”) from time to time, approval of the members of the Company be and is hereby accorded to the to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred including the Compensation Committee as formulated by Board of Directors for administering the ESOP Scheme) to acquire , hold and deal in such number of Equity Shares of the Company acquired from Secondary Market through Au Employee Welfare trust (“Trust”) with Equity shares of Face Value of Rs. 10/- each, being below 5% of the Paid up Capital as on last financial Statements, for the purpose of implementation of Au Employee Stock Option Scheme, 2015 (“ESOP 2015”) or for any other purpose(s) as contemplated under and in due compliance with the provisions of the SEBI (SBEB) Regulations consequent to approval of Agenda 6.

RESOLVED FURTHER THAT Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the Paid-up Equity Share Capital as at the end of the financial year preceding the date of intended acquisition thereof.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number and percentage of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted.

RESOLVED FURTHER THAT Board be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion they 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.”

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Item No. 9 APPROVAL OF USE OF TRUST ROUTE FOR IMPLEMENTATION OF EMPLOYEE STOCK OPTION PLAN 2016 ("ESOP 2016") AND SECONDARY ACQUISITION OF THE COMPANY SHARES BY THE TRUST.

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 62 and all other applicable provisions and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the SEBI ESOP Regulations "), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (" SEBI ") from time to time, approval of the members of the Company be and is hereby accorded to the to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred including the Compensation Committee as formulated by Board of Directors for administering the ESOP Scheme) to acquire , hold and deal in such number of Equity Shares of the Company acquired from Secondary Market through Au Employee Welfare trust ("Trust") with Equity shares of Face Value of Rs. 10/- each, being below 5% of the Paid up Capital as on last financial Statements, for the purpose of implementation of Employee Stock Option Scheme, 2016 ("ESOP 2016") or for any other purpose(s) as contemplated under and in due compliance with the provisions of the SEBI (SBEB) Regulations consequent to approval of Agenda 7.

RESOLVED FURTHER THAT Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the Paid-up Equity Share Capital as at the end of the financial year preceding the date of intended acquisition thereof.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number and percentage of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted.

RESOLVED FURTHER THAT Board be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion they 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
Sd/-

Place: Jaipur
Date: 20th Dec-16

Manmohan Parnami
Company Secretary

CIN: U36911RJ1996PLC011381
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NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. The Board of Directors has appointed CS Manoj Maheshwari, Practicing Company Secretary, Jaipur, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
3. The voting rights of the Members shall be reckoned as on 16th December, 2016 which is the cut-off date.
4. The Scrutinizer will submit their report to the Managing Director/Company Secretary after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 24th January, 2017, at the registered office of the Company and the same will also be placed on the Company's website i.e., www.aufin.in
5. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using e-voting facility.
6. In case a member(s) desires to exercise vote by Postal Ballot Form, he is requested to carefully read the instructions printed on the Postal Ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed Postage Paid Reply Envelope to the Scrutinizer. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of business hours on 22nd January, 2017. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
7. In case a member desires to exercise vote by using e-voting facility, then he has to carefully follow the instructions given under the heading "e-voting Instructions" of Postal Ballot Notice.
8. All the material documents referred to in the Explanatory Statement will be made available for inspection by the Members, at the Registered Office of the Company upto the date of declaration of the result of Postal Ballot between 10:00 a.m. to 5:00 p.m. on any working day.
9. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, via email manmohan.parnami@aufin.in

CIN: U36911RJ1996PLC011381
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E-Voting Instructions: The instructions for shareholders voting electronically are as under:

Procedure and Instructions:

- i. The remote e-voting period commences on 24th Dec-16 (09:00 A.M.) and ends on 22nd Jan-17 (5:00 P.M.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th Dec-16, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - a. Open email and open PDF file viz; "AuF Postal Ballot-2016.pdf" with your Client ID (in case you are holding shares in Demat Form) or Folio No. (In case you are holding shares in Physical Mode) as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on **Shareholder - Login**
 - d. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - e. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - f. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - g. Once the e-voting home page opens, click on e-voting> Active Voting Cycles
 - h. Select "**EVEN 105875**" of **Au FINANCIERS (INDIA) LIMITED**.
 - i. Now you are ready for remote e-voting as Cast Vote page opens.
 - j. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - k. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - l. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

CIN: U36911RJ1996PLC011381
Au FINANCIERS (INDIA) LIMITED
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m. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@vmandaonline.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to re-set the same.

It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

Please note that you can use this login exclusively for voting on the Resolutions placed by the companies of which you are a shareholder.

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

**Place: Jaipur
Date: 20th Dec-16**

**Manmohan Parnami
Company Secretary**

**CIN: U36911RJ1996PLC011381
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1: INITIAL PUBLIC OFFER BY AU FINANCIERS (INDIA) LIMITED

In view of the Long term growth plans of the Company and onward transition of Company towards Small Finance Bank (“SFB”) platform and the terms agreed in the Shareholders Agreement executed between the Company and investors as amended from time to time, it is proposed to seek the approval of the shareholders of the Company for the initial public offering of the equity shares of the Company, which is an offer for sale of equity shares by the existing shareholders and for listing of its equity shares on the Stock Exchanges. Further, In terms Articles of Association & Conditions stipulated by RBI, Company is required to be listed within a period of three years [i.e., within 3 years from date commencement of operations of business of Small Finance Bank. For this purpose, it is intended to undertake an initial public offering through offer for sale of the equity shares of face value of Rs.10 each of the Company (“**Equity Shares**” and such offer, the “**Offer**”) by certain existing shareholders of the Company. The Company intends to at the discretion of the Board, undertake the Offer and list its equity shares at an opportune time in consultation with the book running lead managers and other advisors, appointed in relation to the Offer and subject to applicable regulatory approvals.

In view of the above and in terms of Section 28 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Offer on such terms and at such price or prices and at such time as may be considered appropriate by the Board or a committee duly authorised by the Board thereof, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the Offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended. The Equity Shares, if any, allotted vide the Issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”) and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Directors or the key managerial personnel, employees may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI Regulations.

There will be no change in control of the Company or its management is intended or expected pursuant to the Issue and further, in Compliance of the Conditions laid down by RBI, promoters continue to maintain their holding above 26% of the total paid up capital.

Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item no. 1 of the Notice. The Board recommends the Special Resolution at Item No. 1 for approval by the Members.

CIN: U36911RJ1996PLC011381
Au FINANCIERS (INDIA) LIMITED
19A, Dhuleshwar Garden, Ajmer Road
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None of the Directors/Key managerial personnel/their relatives may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the company, under offer for sale.

Item No. 2: APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

In terms the provisions of Sections 5 and 14, read with Schedule I and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, shareholders consent is required to adopt new set of Articles of Association of Company.

Company is approaching towards getting listed on recognized stock exchange through an Initial Public Offer. As the Company will be listed certain rights pertaining to investors/shareholders will be substituted with the new set of rights which shall be only be effective from the date of listing on the recognized stock exchange(s). Further, the Company proposes to convert to a Small Finance Bank (“SFB”) and accordingly would be required to adopt Articles of Association applicable to such SFB as per applicable laws.

Thus a new set of Articles of Association shall be in the Manner as stated below:

| S. No. | New Set of Articles of Association | Valid from |
|--------|--|--|
| 1. | New set of Articles of Association- PART I (FOR NBFC) | This shall continue until the commencement of the business and/or operations of the Company as a SFB. Part A and Part B shall Co-exist with each other. |
| | (A) Part A | Part A shall come into effect upon the listing and trading of the equity shares of the Company on the stock exchanges, pursuant to the Offer provided that the Company has not commence business as a SFB prior to such listing and trading. |
| | (B) Part B | Part B shall continue until the equity shares of the Company is listed and traded on the stock exchanges pursuant to the Offer, provided that the Company has not commence business as a SFB prior to such listing and trading. |
| 2. | New set of Articles of Association- PART II (FOR SFB) | This shall automatically come into force upon the commencement of the business and/or operations of the Company as a SFB. Part A and Part B shall Co-exist with each other. |
| | (A) Part A | Pursuant to the commencement of the business and/or operations of the Company as a SFB, it shall automatically come into effect on the date of listing and trading of the equity shares of the Company on the stock exchanges pursuant to the Offer subject to approval from RBI and other regulatory approvals as may be required |
| | (B) Part B | Pursuant to commencement of business/ operations |

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

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| S. No. | New Set of Articles of Association | Valid from |
|--------|------------------------------------|---|
| | | of the Company as a SFB, it shall automatically terminate and cease to have any force and effect from the date of listing as SFB and trading of shares of the Company on the stock exchanges pursuant to the Offer. |

Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item no. 2 of the Notice. The Board recommends the Resolution at Item No. 2 for approval by the Members.

None of the Directors/Key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

A copy of the existing 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 on all working days from 10 AM to 5 PM, except on Holidays, upto the date of last date of receipt of postal ballot forms i.e. 22nd January, 2017

Item No. 3: APPROVAL FOR AMENDMENT OF CLAUSE I OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of directors of the company had, at its meeting held on 20th December, 2016 resolved that upon commencement of the business or operations of the Company as a small finance bank and subject to the applicable provisions of Section 13 of the Companies Act, 2013 and any other applicable law, including the SFB Guidelines, Clause I of the memorandum of association of the company would be substituted with "The name of the company is **AU SMALL FINANCE BANK LIMITED**".

Registrar of Companies ("ROC") has reserved the Name of the Company as "**AU SMALL FINANCE BANK LIMITED**", vide letter dated 07-11-2016, on filing of requisite forms by Company, consequent to approval from RBI.

Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item no. 3 of the Notice.

None of the Directors/Key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

A copy of the existing Memorandum 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 on all working days from 10 AM to 5 PM, except on Holidays, upto the date of last date of receipt of postal ballot forms i.e. 22nd January, 2017.

ITEM NO. 4: APPROVAL FOR AMENDMENT OF CLAUSE III OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

CIN: U36911RJ1996PLC011381
Au FINANCIERS (INDIA) LIMITED
19A, Dhuleshwar Garden, Ajmer Road
JAIPUR-302 001, INDIA
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The Company is presently engaged in the business of Non-Banking Financial Services. Company intends to undertake the business of Small Finance Bank on obtaining the license from Reserve Bank of India.

In order to enable the Company to undertake businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company which shall come into force upon commencement of the business or operation of the Company as a small finance bank. By virtue of Section 13 of the Companies Act, 2013 and other applicable provisions, approval of members by way of special resolution is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

The Directors recommend the Resolution in the best interest of the Company for your approval.

Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item no. 4 of the Notice.

None of the Directors/Key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

A copy of the existing Memorandum 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 on all working days from 10 AM to 5 PM, except on Holidays, upto the date of last date of receipt of postal ballot forms i.e., 22nd January, 2017.

Item No. 5: APPROVAL FOR INCREASE IN AGGREGATE INVESTMENT LIMIT OF FOREIGN PORTFOLIO INVESTORS

The Foreign Portfolio Investors (FPIs) have assumed a crucial role in the Indian capital market. The Company has been exploring various fund raising options in the past, including by way of further investments by FPIs, for meeting its business requirements. Future investments by FPIs will provide depth and liquidity in relation to trading of the shares of the Company and true price discovery. It will also reflect the Company's commitment to the highest standards of disclosures, transparency, corporate governance, operational efficiencies and global competitiveness.

In terms of the provisions of Portfolio Investment Scheme under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FPIs) may invest in the Equity Shares of the Company up to the sectoral cap/statutory limit as applicable to the Indian companies, subject to the approval of the Board of Directors and approval of Members of the Company by way of a special resolution.

The Board of Directors of the Company at its meeting held on 20th December, 2016 inter-alia, proposed, subject to the approval of Members by way of a special resolution, to enhance the said FPIs investment limit from 25 (Twenty-five) percent up to 49 (Forty-nine) percent of the paid-up equity capital of the Company.

Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item no. 5 of the Notice. The Board recommends the Resolution at Item No. 5 for approval by the

CIN: U36911RJ1996PLC011381
Au FINANCIERS (INDIA) LIMITED
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JAIPUR-302 001, INDIA
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Members, as it will enable the FPIs, who are considered to be prudent investors, to acquire shares of the Company through authorised dealers within the revised ceiling under the Portfolio Investment Scheme of the Reserve bank of India.

None of the Directors/Key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6: APPROVAL FOR AMENDMENTS IN EMPLOYEES STOCK OPTION PLAN 2015- PLAN A & PLAN B

In reference to the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, unless specified in the ESOP plan, Consent of members is required to make any changes in the ESOP Plan, as approved by directors in their meeting held on 20th December, 2016

Company proposes to amend the Existing ESOP 2015 making it compliant with the SEBI Regulations taking into consideration the proposed Listing of the Company on the recognized Stock Exchanges via Initial Public Offer. The Broad Changes pertaining to revised plan be as follows:

- References to the SEBI regulations have been given, wherever applicable;
- Listing Clause have been appended in the revised scheme, detailing that In case new issue of Shares is made under the Plan, the Shares so issued shall be listed immediately in recognised stock exchange where the existing shares of the Company are listed, subject to such other conditions as laid in the scheme;
- Requirement of a certificate from the auditors of the Company that the ESOP 2015 has been implemented in accordance with SEBI (SBEB) Regulations, needs to be placed before shareholders at each Annual General Meeting of the Company.
- Following are the Brief changes in the Scheme:

| Clause Description | Brief Summary of Change |
|---|---|
| REPRICING OF ESOP | The Company may reprice the Options or the Shares, as the case may be, whether Vested or not such repricing is not detrimental to the interest of the Option Grantees and approval of the Shareholders in general meeting has been obtained for such repricing. |
| INSIDER TRADING | The Employee shall ensure that there is no violation of any regulations relating to insider trading as may be applicable including but not limited to the Securities Exchange Board of India (Prohibition of Insider Trading Regulations), 2015 |
| SECONDARY ACQUISITION POST LISTING | Secondary Acquisition - Post Listing, ESOP Trust can Purchase Shares from stock exchanges where shares of Company would be listed |
| DISCLAIMER CLAUSE | Participation in this Plan shall not be construed as any guarantee on return on any investment and it does not guarantee continuation at |

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| |
|-------------|
| Employment. |
|-------------|

Note: above changes being proposed in view proposed listing plans of the Company and the said change being carried out in compliance of rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions of Companies Act, 2013. (Please refer ESOP Scheme for perusal of complete amendments being proposed)

The Board recommends the Resolution at Item No. 6 for approval by the Members.

None of the Directors/Key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7: APPROVAL FOR AMENDMENTS IN AU EMPLOYEES STOCK OPTION PLAN 2016

Company via shareholders' approval on 10th October, 2016 approved an ESOP 2016 for creating a pool of 3,50,000 options at a price of Rs 840/- per option and a consequent of approved Bonus Issue such options and the price stood revised proportionately.

Members be hereby informed that in view of Banking Business requiring to have Professional team working in collaborative manner for longer term to instill growth momentum and also ensuring long terms commitment with an opportunity to employees to create long term wealth it is hereby proposed to revise the Vesting Schedule and consequently revise the Exercise Period.

The amendment to be made are to be as follows:

| Particulars | Existing TERMS | AMENDED TERMS, if any |
|---|--|--|
| NAME OF PLAN | ESOP 2016 | No Change |
| ESOP SCHEME NOS. OF ESOPS | ESOP Scheme was framed for 3,50,000 ESOPs and the revised ESOP Options are 21,00,000 ESOPs Options post Bonus and with Equal Nos. of Equity Shares | No Change, Except revisions in nos. Options in view of Bonus issue. |
| EXERCISE PRICE | Rs. 840 for Each ESOP and revised Exercise Price is Rs. 140 Post Bonus issue approved at General Meeting held on 10 th Oct-16 | No Change, Except revisions in exercise price of Options in view of Bonus issue. |
| EXERCISE PERIOD | time period of four (4) years starting from the 1 st Vesting Date | Time period of Six (6) years from 1 st Vesting Date. |
| VESTING SCHEDULE | 1st vesting - 20% -One (1) year from Initial Public Offer ("IPO") or twelve (12) months from Grant Date, whichever is later 2nd Vesting - 30%- after 2 year from date of 1 st grant 3rd Vesting - 50% - after 3 year from date of 1 st grant | Options granted under this scheme would Vest after One year but not later than Six years from the date of Grant of Options |
| SECONDARY ACQUISITION POST LISTING | Secondary Acquisition - Post Listing, ESOP Trust can Purchase Shares from stock exchanges where shares of Company would be listed | No Impact (Industry Practice being followed) |



NOTE: changes also being proposed in view proposed listing plans of the Company and the said change being carried out in compliance of rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions of Companies Act, 2013 and changes in vesting schedule will not affect the vesting schedule for employees to whom grants already being made. (Please refer ESOP Scheme for perusal of complete amendments being proposed)

The Board recommends the Resolution at Item No. 7 for approval by the Members.

None of the Directors/Key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item No 8 & 9 APPROVAL OF USE OF TRUST ROUTE FOR IMPLEMENTATION OF EMPLOYEE STOCK OPTION PLAN 2015 (“ESOP 2015”) and EMPLOYEE STOCK OPTION PLAN 2016 (“ESOP 2016”) AND SECONDARY ACQUISITION OF THE COMPANY SHARES BY THE TRUST.

Consequent to approval of Agenda Item number 6 & 7, it is hereby informed that ESOP 2015 & 2016 respectively contemplates dealing in /Acquisition of Secondary shares through Au Employee Welfare Trust (“Trust”) route with a view to manage/ restore the Equity Shareholding dilution of the Members. ESOP 2015 & 2016 respectively envisages acquisition of Equity Shares within the Term of ESOP 2015 & 2016.

The Board of Directors at their meeting held on 20th December, 2016 with the view to insert enabling provision for acquisition of share approved the amendment in ESOP 2015 & 2016 respectively including the insertion of clause for Secondary Acquisition and in view of regulatory requirements, it is hereby proposed that said acquisition shall be below the ceiling limit of 5% of Paid up Equity Capital as on last financial Statements.

Total Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the Paid-up Equity Share Capital as at the end of the financial year preceding the date of intended acquisition thereof.

The Board recommends the Resolution at Item No. 8 & 9 for approval by the Members.

None of the Directors/Key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 & 9 of the Notice.

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

**Place: Jaipur
Date: 20th Dec-16**

**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



Au Financiers (India) Limited

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

Phone No. 0141-3910000 **Fax No.** 0141-2368815

CIN: U36911RJ1996PLC011381 **Website:** www.aufin.in

Postal Ballot Form

(To be returned to Scrutinizer appointed by the Company)

Serial No.:

1. Name(s) of Shareholder(s) :

(In Block Letters)

(Including joint holders, if any)

2. Registered address of the sole/first named Shareholder :

3. Registered folio no./DP Id No.*/Client Id No.* :

(*Applicable to Shareholders holding shares in dematerialised form)

4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of the resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice dated 20th December, 2016, of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick (v) mark at the appropriate box below:

| Item No. | Description | No. of shares | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|----------|---|---------------|--|---|
| 1. | INITIAL PUBLIC OFFER BY AU FINANCIERS (INDIA) LIMITED | | | |

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| | | | | |
|----|--|--|--|--|
| 2. | APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY | | | |
| 3. | APPROVAL FOR AMENDMENT OF CLAUSE I OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY | | | |
| 4. | APPROVAL FOR AMENDMENT OF CLAUSE III OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY | | | |
| 5. | APPROVAL FOR INCREASE IN AGGREGATE INVESTMENT LIMIT OF FOREIGN PORTFOLIO INVESTORS | | | |
| 6. | APPROVAL FOR AMENDMENTS IN EMPLOYEES STOCK OPTION PLAN 2015- PLAN A & PLAN B | | | |
| 7. | APPROVAL FOR AMENDMENTS IN EMPLOYEES STOCK OPTION PLAN 2016 | | | |
| 8. | APPROVAL OF USE OF TRUST ROUTE FOR IMPLEMENTATION OF EMPLOYEE STOCK OPTION PLAN 2015 ("ESOP 2015") AND SECONDARY ACQUISITION OF THE COMPANY SHARES BY THE TRUST. | | | |
| 9. | APPROVAL OF USE OF TRUST ROUTE FOR IMPLEMENTATION OF EMPLOYEE STOCK OPTION PLAN 2016 ("ESOP 2016") AND SECONDARY ACQUISITION OF THE COMPANY SHARES BY THE TRUST. | | | |

Place :

Date :

(Signature of Shareholder)

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ELECTRONIC VOTING PARTICULARS

| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|---|----------------|---------------------|
| <u>EVEN 105875</u> | | |

Note: Kindly read the instructions printed overleaf before filing the form

Last date for receipt of Postal Ballot Forms by Scrutinizer is Sunday, 22nd January, 2017

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INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Shareholder need not use all his votes nor needs him to cast all his votes in the same way.
- d) Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date i.e. 16th day of December, 2016.
- e) Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
- f) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, CS. Manoj Maheshwari of V.M. & Associates, Practicing Company Secretaries, at 403, Royal World, Sansar Chand Road, M.I. Road Jaipur- 01, Rajasthan, in the enclosed postage self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / authority letter, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e., 5.00 p.m on 22nd January, 2017 at 403, Royal World, Sansar Chand Road, M. I. Road Jaipur- 01, Rajasthan. Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected.

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The Scrutinizer's decision in this regard shall be final and binding.

- g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- Registrar and Transfer Agent-Link Intime India Pvt Ltd, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai - 400078 or send an e-mail to evoting.investors@linkintime.co.in
- h) Members opting for voting by "Postal Ballot" as stated above along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

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