

**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

**2370 954; 93145 04821 (M)**

**E-mail: cs.vmanda@gmail.com**

**403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.**

**"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.**

**Scrutinizer's Report**

To,  
Chairman  
21<sup>st</sup> Annual General Meeting of the Equity Shareholders of Au Financiers (India) Limited held on Wednesday, 31<sup>st</sup> August, 2016 at 11:00 A.M. at Au Financiers (India) Limited, Flexible Room, B-11 E, Behind CEG Building, Near Tata Motors Service Station, Malviya Nagar Industrial Area, Malviya Nagar, Jaipur-302017 (Rajasthan).

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and Polling for 21<sup>st</sup> Annual General Meeting of Equity Shareholders held on 31<sup>st</sup> August, 2016.**

Pursuant to the resolution passed by the Board of Directors of **Au Financiers (India) Limited** (hereinafter referred to as "Company") on Friday, 27<sup>th</sup> May, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 21<sup>st</sup> Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the Notice to the 21<sup>st</sup> AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules notified thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015, the company has provided the facility of remote e-voting to the shareholders.

The Company accordingly made arrangements with the system provider National Securities Depository Limited (herein after referred as "NSDL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, **M/s Link Intime India Pvt. Ltd.** (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evoting.nsdl.com>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating E-Voting Event Number (EVEN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 27<sup>th</sup> May, 2016 sent to the shareholders by electronic means via e-mail. The members of the Company as on the cut-off date i.e. 24<sup>th</sup> August, 2016 were entitled to vote on the resolutions contained in the Notice to the 21<sup>st</sup> AGM of the members of the Company.



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The notice of 21<sup>st</sup> AGM contains the following resolutions:

BUSINESS ITEMS TRANSACTIONED AT THE AGM	TYPE AND DESCRIPTION OF RESOLUTIONS
<b>1) Ordinary Resolution: Adoption of Audited Standalone and consolidated Financial Statements with the Board's Report &amp; Auditor's Report</b>	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31 March, 2016 together with the reports of the Board of Directors and Auditors thereon.
<b>2) Ordinary Resolution: Appointment of Director, liable to retire by rotation at the AGM</b>	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Vishal Mahadevia (DIN:01035771) as a Director, liable to retire by rotation at the AGM.
<b>3) Ordinary Resolution: Appointment of the Statutory Auditors of the Company</b>	Ordinary Resolution under Section 139, 141 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to appoint M/s S. R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for the financial year 2016-17 in place of existing Auditors M/s S. R. Batliboi & Co. LLP.
<b>Special Business</b>	
<b>4) Special Resolution: Authorization to borrow money in excess of paid up capital and free reserves of the company u/s 180(1)(c) of the Companies Act, 2013</b>	Special Resolution under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 to borrow money not exceeding Rs. 22,000 Crores (Rupees Twenty Two Thousand Crores Only) (including the money already borrowed by the Company) in Indian Rupees or equivalent thereof in any foreign currency(ies).



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<b>5) Special Resolution: Authorization to sell, lease or otherwise dispose off the assets of the company for borrowings u/s 180(1)(a) of the Companies Act, 2013</b>	Special Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company for securing the borrowings for an amount not exceeding Rs. 22,000 Crores (Rupees Twenty Two Thousand Crores Only).
<b>6) Special Resolution: Alteration in the existing Articles of Association of the Company</b>	Special Resolution under Section 14 read with Companies (Incorporation) Rules, 2014, to alter the existing Articles of Association of the Company by substituting certain existing regulations and replacing it by new regulations in the Articles of Association of the Company.
<b>7) Ordinary Resolution: Revision in the terms of Appointment of Mr. Sanjay Agarwal (DIN: 00009526) - Managing Director</b>	Ordinary Resolution under Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for revision in the terms of Remuneration of Mr. Sanjay Agarwal (DIN:00009526) Managing Director of the company.
<b>8) Ordinary Resolution: Revision in the terms of Appointment of Mr. Uttam Tibrewal (DIN: 01024940) - Whole time Director</b>	Ordinary Resolution under Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for revision in the terms of Remuneration of Mr. Uttam Tibrewal (DIN:01024940) Whole time Director of the company.



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Further to the above, I submit my report as under:-

- 1) That the AGM notice dated 27<sup>th</sup> May, 2016 under section 101 of the Companies Act, 2013 was dispatched to 224 (Two Hundred and Twenty Four) shareholders by electronic means via e-mail on or before 08<sup>th</sup> August, 2016. As confirmed by management, there were 18 (Eighteen) e-mails which were bounced back.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the company on 09<sup>th</sup> August, 2016 in "The Financial Express" English newspaper in English language and in "Punjab Kesari" vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the AGM notices, by means of electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Friday, 26<sup>th</sup> August, 2016 at 09.00 A.M. and ended on Tuesday, 30<sup>th</sup> August, 2016, at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Wednesday, 24<sup>th</sup> August, 2016 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and thereafter the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the company outstanding as on 24<sup>th</sup> August, 2016 were 4,40,80,752. As on cut-off date, out of 224 (Two Hundred and Twenty Four) shareholders, 16 (Sixteen) shareholders have exercised their votes through remote e-voting and 20 (Twenty) shareholders have exercised their votes through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:



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**Item No 1: Ordinary Resolution for Adoption of Audited standalone and consolidated Financial Statements alongwith the report of Board of Directors and Auditor's thereon**

Total No. of Shareholders	224		
Total No. of Shares	4,40,80,752		
Remote E-voting Period	26 <sup>th</sup> August, 2016 to 30 <sup>th</sup> August, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	16	2,90,64,508
Total Votes cast through Polling at AGM	B	20	87,67,453
Grand Total of remote e-voting / Polling at AGM(A+B)	C	36	3,78,31,961
Less: Invalid/abstain remote e-voting/ Polls at AGM(On account off or/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	36	3,78,31,961

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	1,26,67,922	1,26,67,922	100	1,26,67,922	0	100	0.00
Public Institutional holders	76,26,181	55,54,752	72.84	55,54,752	0	100	0.00
Public-others	2,37,86,649	1,96,09,287	82.44	1,96,09,287	0	100	0.00
<b>Total</b>	<b>440,80,752</b>	<b>3,78,31,961</b>	<b>85.82</b>	<b>3,78,31,961</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

Percentage of Votes cast in favour: 100 | Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 27<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 2: Ordinary Resolution for appointment of Director, retired by rotation at the AGM**

Total No. of Shareholders	224		
Total No. of Shares	4,40,80,752		
Remote E-voting Period	26 <sup>th</sup> August, 2016 to 30 <sup>th</sup> August, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	16	2,90,64,508
Total Votes cast through Polling at AGM	B	20	87,67,453
Grand Total of remote e-voting / Polling at AGM(A+B)	C	36	3,78,31,961
Less: Invalid/abstain remote e-voting/ Polls at AGM(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	36	3,78,31,961

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	1,26,67,922	1,26,67,922	100	1,26,67,922	0	100	0.00
Public institutional holders	76,26,181	55,54,752	72.84	55,54,752	0	100	0.00
Public-others	2,37,86,649	1,96,09,287	82.44	1,96,09,287	0	100	0.00
<b>Total</b>	<b>440,80,752</b>	<b>3,78,31,961</b>	<b>85.82</b>	<b>3,78,31,961</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

Percentage of Votes cast in favour: 100 | Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 27<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 3: Ordinary Resolution for Appointment of Statutory Auditors of the company**

Total No. of Shareholders	224		
Total No. of Shares	4,40,80,752		
Remote E-voting Period	26 <sup>th</sup> August, 2016 to 30 <sup>th</sup> August, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	16	2,90,64,508
Total Votes cast through Polling at AGM	B	20	87,67,453
Grand Total of remote e-voting / Polling at AGM(A+B)	C	36	3,78,31,961
Less: Invalid/abstain remote e-voting/ Polls at AGM(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	36	3,78,31,961

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	1,26,67,922	1,26,67,922	100	1,26,67,922	0	100	0.00
Public Institutional holders	76,26,181	55,54,752	72.84	55,54,752	0	100	0.00
Public-others	2,37,86,649	1,96,09,287	82.44	1,96,09,287	0	100	0.00
<b>Total</b>	<b>440,80,752</b>	<b>3,78,31,961</b>	<b>85.82</b>	<b>3,78,31,961</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

Percentage of Votes cast in favour: 100

Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 139, 141 of the Companies Act, 2013 as set out in the notice of AGM dated 27<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 4: Special Resolution for Authorization to borrow money in excess of paid up capital and free reserves of the company u/s 180(1)(c) of the Companies Act, 2013**

Total No. of Shareholders	224		
Total No. of Shares	4,40,80,752		
Remote E-voting Period	26 <sup>th</sup> August, 2016 to 30 <sup>th</sup> August, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	16	2,90,64,508
Total Votes cast through Polling at AGM	B	20	87,67,453
Grand Total of remote e-voting / Polling at AGM(A+B)	C	36	3,78,31,961
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	36	3,78,31,961

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	1,26,67,922	1,26,67,922	100	1,26,67,922	0	100	0.00
Public institutional holders	76,26,181	55,54,752	72.84	55,54,752	0	100	0.00
Public-others	2,37,86,649	1,96,09,287	82.44	1,96,09,287	0	100	0.00
<b>Total</b>	<b>440,80,752</b>	<b>3,78,31,961</b>	<b>85.82</b>	<b>3,78,31,961</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

Percentage of Votes cast in favour: 100 | Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 180(1)(c) of the Companies Act, 2013 as set out in the notice of AGM dated 27<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 5: Special Resolution for Authorization to sell, lease or otherwise dispose off the assets of the company for borrowings u/s 180(1)(a) of the Companies Act, 2013**

Total No. of Shareholders	224		
Total No. of Shares	4,40,80,752		
Remote E-voting Period	26 <sup>th</sup> August, 2016 to 30 <sup>th</sup> August, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	2,90,64,508
Total Votes cast through Polling at AGM	B	20	87,67,453
Grand Total of remote e-voting / Polling at AGM(A+B)	C	36	3,78,31,961
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	36	3,78,31,961

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	1,26,67,922	1,26,67,922	100	1,26,67,922	0	100	0.00
Public institutional holders	76,26,181	55,54,752	72.84	55,54,752	0	100	0.00
Public-others	2,37,86,649	1,96,09,287	82.44	1,96,09,287	0	100	0.00
<b>Total</b>	<b>440,80,752</b>	<b>3,78,31,961</b>	<b>85.82</b>	<b>3,78,31,961</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

Percentage of Votes cast in favour: 100 | Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 180(1)(a) of the Companies Act, 2013 as set out in the notice of AGM dated 27<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 6: Special Resolution for Alteration in the existing Articles of Association of the Company**

Total No. of Shareholders	224		
Total No. of Shares	4,40,80,752		
Remote E-voting Period	26 <sup>th</sup> August, 2016 to 30 <sup>th</sup> August, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	2,90,64,508
Total Votes cast through Polling at AGM	B	20	87,67,453
Grand Total of remote e-voting / Polling at AGM(A+B)	C	36	3,78,31,961
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	36	3,78,31,961

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	1,26,67,922	1,26,67,922	100	1,26,67,922	0	100	0.00
Public institutional holders	76,26,181	55,54,752	72.84	55,54,752	0	100	0.00
Public-others	2,37,86,649	1,96,09,287	82.44	1,96,09,287	0	100	0.00
<b>Total</b>	<b>440,80,752</b>	<b>3,78,31,961</b>	<b>85.82</b>	<b>3,78,31,961</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

Percentage of Votes cast in favour: 100 | . Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 14 of the Companies Act, 2013 as set out in the notice of AGM dated 27<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

**Item No 7: Ordinary Resolution for revision in the terms of Appointment of Mr. Sanjay Agarwal (DIN: 00009526) - Managing Director**

Total No. of Shareholders	224		
Total No. of Shares	4,40,80,752		
Remote E-voting Period	26 <sup>th</sup> August, 2016 to 30 <sup>th</sup> August, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	2,90,64,508
Total Votes cast through Polling at AGM	B	20	87,67,453
Grand Total of remote e-voting / Polling at AGM(A+B)	C	36	3,78,31,961
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	36	3,78,31,961

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	1,26,67,922	1,26,67,922	100	1,26,67,922	0	100	0.00
Public institutional holders	76,26,181	55,54,752	72.84	55,54,752	0	100	0.00
Public-others	2,37,86,649	1,96,09,287	82.44	1,96,09,287	0	100	0.00
<b>Total</b>	<b>440,80,752</b>	<b>3,78,31,961</b>	<b>85.82</b>	<b>3,78,31,961</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

Percentage of Votes cast in favour: 100 | Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 196, 197, 198 & 203 of the Companies Act, 2013 as set out in the notice of AGM dated 27<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 8: Ordinary Resolution for revision in the terms of Appointment of Mr. Uttam Tibrewal (DIN: 01024940) - Whole time Director**

Total No. of Shareholders	16,323		
Total No. of Shares	4,62,77,600		
Remote E-voting Period	23 <sup>rd</sup> July, 2016 to 26 <sup>th</sup> July, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	2,90,64,508
Total Votes cast through Polling at AGM	B	20	87,67,453
Grand Total of remote e-voting / Polling at AGM(A+B)	C	36	3,78,31,961
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	36	3,78,31,961

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	1,26,67,922	1,26,67,922	100	1,26,67,922	0	100	0.00
Public institutional holders	76,26,181	55,54,752	72.84	55,54,752	0	100	0.00
Public-others	2,37,86,649	1,96,09,287	82.44	1,96,09,287	0	100	0.00
<b>Total</b>	<b>440,80,752</b>	<b>3,78,31,961</b>	<b>85.82</b>	<b>3,78,31,961</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

Percentage of Votes cast in favour: 100 | Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 196, 197, 198 & 203 of the Companies Act, 2013 as set out in the notice of AGM dated 27<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

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I further report that as per the AGM notice dated 27<sup>th</sup> May, 2016, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website [www.aufin.in](http://www.aufin.in) and on the website of NSDL and shall also be communicated to the Stock Exchange(s).

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully



**CS Manoj Maheshwari**  
**Scrutinizer**  
**FCS: 3355**

**Place: Jaipur**  
**Date: 01<sup>st</sup> September, 2016**

**For Au Financiers (India) Limited**

*Sd/-*  
**Sanjay Agarwal**  
**Chairman of the Meeting**  
**DIN: 00009526**