



Au FINANCIERS (INDIA) LIMITED (CIN: U36911RJ1996PLC011381)
Registered office: 19-A Dhuleshwar Garden, Ajmer Road, Jaipur-302001, Rajasthan
Website: www.aufin.in Email: manmohan.parnami@aufin.in

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 2nd/2016-17 Extraordinary General Meeting of the members of **Au FINANCIERS (INDIA) LIMITED** will be held on Monday, 10th day of October, 2016 at 10 AM at the office of the Company situated at "Flexible Room", B11E, Near CEG Building, Malviya Nagar Industrial Area, Jaipur - 302017, Rajasthan, to transact the following business:

SPECIAL BUSINESSES:

ITEM NO.1: APPROVAL FOR ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and pursuant to the Shareholders' Agreement dated 28th February, 2012, as amended to till date, and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, the consent of shareholders of the Company be and is hereby accorded to alter the existing Articles of Association of the Company by substituting the existing clause (g) of Article 54 and replacing it by the new clause (g) of Article 54 and adding Article 7C and 7D after Article 7B and Article 42(A) after clause (d) to Article 42, more specifically covered in Explanatory Statement, forming part of this notice.

RESOLVED FURTHER THAT Board of Directors 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."

ITEM NO. 2: APPROVAL FOR RECLASSIFICATION OF UNISSUED PORTION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN CLAUSE V OF MEMORANDUM OF ASSOCIATION.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION: -**

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable, and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders be and is hereby accorded that the Authorized Share Capital

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of the Company comprising of 7,81,50,000 (Seven Crores Eighty One Lacs Fifty Thousand) Equity Shares of Rs. 10/- each and 18,85,000 (Eighteen lacs eighty Five thousand) Preference Shares of Rs. 100/- each aggregating to Rs. 97,00,00,000/- (Rupees Ninety Seven Crore Only) **be and is hereby reclassified** by shifting the unissued part of preference share capital as mentioned above into Equity Share Capital

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

- V. The Authorized Share Capital of the Company is Rs. 97,00,00,000/- (Rupees Ninety Seven Crore Only) divided into 9,70,00,000 (Nine Crores Seventy Lacs) Equity Shares of Rs.10/- each (Rupees Ten only).

RESOLVED FURTHER THAT Board of Directors 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.”

ITEM NO. 3: INCREASE IN AUTHORISED CAPITAL AND CONSEQUENT ALTERATION IN CLAUSE V OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

“**RESOLVED THAT** pursuant to Section 13, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders be and is hereby accorded to the Board of Directors of the Company to increase the Authorised Share Capital of the company from Rs. 97,00,00,000/- (Rupees Ninety Seven Crore Only) divided into 9,70,00,000 (Nine Crores Seventy Lacs) Equity Shares of Rs.10/- each (Rupees Ten only) to Rs. 3,50,00,00,000/- (Rupees three hundred fifty Crore Only) divided into 35,00,00,000 (Thirty five Crores) Equity Shares of Rs.10/- each (Rupees Ten only), subject to approval of reclassification of Authorised Share Capital.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

- V. The Authorized Share Capital of the Company is Rs. 3,50,00,00,000/- (Rupees three hundred fifty Crore Only) divided into 35,00,00,000 (Thirty five Crores) Equity Shares of Rs.10/- each (Rupees Ten only).

RESOLVED FURTHER THAT new shares shall rank pari passu to the existing shares in all respect and that all the provisions contained in the Articles of Association of the company with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT Board of Directors 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.”

ITEM NO. 4: ISSUE OF BONUS SHARES

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of Companies Act, 2013 read with Rule 14 of The Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable, the and relevant provisions of Articles of Associations of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders of the company be and is hereby accorded to the Board of Directors of the Company (“the Board” which term shall be deemed to include any committee thereof) for capitalisation of a sum as may be approved by Board, from the securities premium/ and Free reserves of the Company as may be decided by Board in this regard as per the audited accounts of the Company for the Financial Year ended on 31st March , 2016 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of Shares of Rs.10/- (Rupees ten only) each, credited as fully paid up to the holders of equity shares of the Company whose names appear in the Register of Members maintained by the Company or List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL)/& Central Securities Depositories Limited (CDSL) on such date (“Record Date”) as may be fixed in this regard by the Board, in the proportion of 5 (Five) equity share for every 1 (one) existing equity share held by the Members and that the Bonus shares so distributed shall, for all purposes, be treated as an increase in the Nominal amount of Share Capital of the Company held by each such member, and not as income of members.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with fully paid-up Equity Shares of the Company as existing on the Record Date and shall be subject to the terms and conditions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of Bonus shares and the Bonus Shares, issued, shall be credited to the respective beneficiary accounts of the Members held with their respective depository participants.

RESOLVED FURTHER THAT Share Warrants (issued on preferential basis) and the Employee Stock Options as may be created, offered, issued and allotted, convertible to equivalent number of Equity Shares, may be revised with equivalent nos. of shares and price, to give effect of proposed bonus issue subject to the condition that the total number of the Employee Stock Options and warrants and pricing would stand proportionately revised only to the extent as consequence of bonus issue.

RESOLVED FURTHER THAT Board of Directors 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.”

ITEM NO. 5: APPROVAL FOR ISSUANCE 16,50,000 SHARE WARRANTS AT PRICE OF RS. 840 PER WARRANT, CONVERTIBLE INTO EQUAL NO. OF EQUITY SHARES.

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

“**RESOLVED THAT** pursuant to Section 42, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules notified thereunder (including any other statutory modification(s) or re-enactment(s) thereof for time being in force) and enabling provisions of the Articles of Association of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders be and is hereby accorded to create, offer, issue and allot 16,50,000 (Sixteen Lakhs Fifty thousand) Share warrants, convertible into 16,50,000 (Sixteen Lakhs Fifty thousand) equity shares (One Equity Share for one warrant issued) of the face value of Rs. 10/- each and at a premium of Rs. 830/-per share for cash to Promoter and other Senior Management of the Company as specified below.

Sr. NO.	Name of Allotee (s)	Designation	No. of Warrants	Consideration Price per Warrant (in Rs.)
1)	MR. SANJAY AGARWAL	PROMOTER AND MANAGING DIRECTOR	15,00,000	840
2)	UTTAM TIBREWAL	WHOLE TIME DIRECTOR	1,25,000	840
3)	DEEPAK JAIN	CHIEF FINANCIAL OFFICER	25,000	840
TOTAL			16,50,000	

RESOLVED FURTHER THAT subject to approval of Bonus issue, consent of members be and is hereby accorded to create, offer, issue and allot revised number of convertible Share warrants to Promoter & Promoter Group (as stated above) with equivalent nos. of shares at revised price to give effect of proposed bonus issue subject to the condition that the total number of warrants and pricing would stand proportionately revised only to the extent as consequence of bonus issue.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to issue and allot equivalent number of Equity Shares as may be required to be issued and allotted upon exercise of option by Warrant holders.

RESOLVED FURTHER THAT the Equity Shares allotted on conversion of Warrants in terms of this Resolution shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT Board of Directors 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

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resolution and to seek such approval/ consent from the government departments as may be required in this regard.”

ITEM NO. 6: APPROVAL FOR CREATION OF Au FINANCIERS (INDIA) LIMITED- EMPLOYEES STOCK OPTION PLAN 2016 OF 3,50,000 OPTIONS AT THE PRICE OF Rs. 840/- PER OPTION.

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 including any 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, and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, the approval of shareholders be and is hereby accorded to the scheme of “Au FINANCIERS (INDIA) LIMITED-Employees Stock Option Plan 2016”(“**Au ESOP Plan 2016**”) authorizing the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted, or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by this resolution), to grant, offer, issue and allot options exercisable into not more than 3,50,000 (Three Lakh Fifty Thousand) of the equity shares of the Company at the price of Rs. 840/- each (“Equity Share(s)”) under one or more tranches, at any time or from time to time to or for the benefit of the employee(s) of the Company, including any director(s) of the Company, selected on the basis of criteria prescribed by the Board/Committee in accordance with the Companies Act, 2013 (hereinafter referred to as “eligible employees” of the company), except an employee/director who is a promoter or belongs to the promoter group or a director who either himself or through his relative or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company, and the Independent Directors of the Company, on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant authority; each option would be exercisable for one Equity Share of the face value of Rs. 10/- each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT each option shall vest in the hands of the option holder at One year from IPO or 12 month from the date of grant, whichever is later - in accordance with terms of proposed ESOP scheme, whichever is later, determined by the Nomination and Remuneration Committee from time to time subject to the condition mentioned that the option grantee continues to be an employee of the company and the performance or other condition as may be determined by the board from time to time.

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

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RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the “**Au ESOP Plan 2016**” and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the scheme(s) on the stock exchanges in future, where the securities of the Company to be listed in the future as per the provisions of the SEBI (LODR) Regulations, 2015 with the concerned stock exchanges and other applicable guidelines, rules and regulations.

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

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

RESOLVED FURTHER THAT a document Au FINANCIERS (INDIA) LIMITED - EMPLOYEES STOCK OPTION PLAN 2016 titled as “**Au FINANCIERS ESOP Plan 2016**” as tabled at the meeting and initiated by the chairman for identification, be and is hereby approved and the same shall come into effect from the date of passing the shareholders resolution.

RESOLVED FURTHER THAT ESOP pool for 3,50,000 Options be created & ESOP Scheme as recommended by Board, be approved subject to the condition that In the eventuality of any rights issue, bonus issues and other corporate actions, the Nomination and Remuneration Committee be and is hereby authorised to consider and approve such adjustment as to the number of options granted and / or to the exercise price as per the then applicable acts, rules and regulations and on approval of Bonus issue, nos. of ESOP Options & Exercise price shall stand revised to the extent to give effect of bonus issue envisioned above.

RESOLVED FURTHER THAT Board of Directors 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.”

By the order of the Board of Directors

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Place: Jaipur
Date: 23.08.2016

Sd/-
Manmohan Parnami
Company Secretary

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Notes:

1. The relevant Explanatory Statements pursuant to the section 102(1) of the Companies Act, 2013, in respect of the Special Businesses under item no 1 to 6 as set out above and proposed to be transacted at the Extra ordinary General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE FILLED, SIGNED, STAMPED AND DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.

3. Appointment of Authorized Representatives:

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

4. Shareholder Queries

In case you have any query you are requested to send the same to the Company Secretary at the Registered Office of the Company at least three (3) days before the date of Extra-ordinary General Meeting so that the information can be made available at the meeting.

5. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
6. Members are requested to write their DP ID and Client ID in the attendance slip and hand it over at the entrance of the meeting hall.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All the documents referred to in the Notice and explanatory statements, are open for inspection by 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 Extra-Ordinary General Meeting.
9. The Notice of Extra ordinary General Meeting will also be displayed on the website www.aufin.in of the Company and the other requirements as applicable will be duly complied with. Electronic copy of the notice along with attendance sheet and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have

not registered their email address, physical copies of the notice along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company Secretary at manmohan.parnami@aufin.in

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

Place: Jaipur
Date: 23.08.2016

Manmohan Parnami
Company Secretary

Route Map:



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ANNEXURE TO THE NOTICE

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

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

ITEM NO. 1: APPROVAL FOR ALTERATION IN OF ASSOCIATION OF THE COMPANY

Company proposes the Following amendments and alterations in the Existing Articles of Associations of the Company as recommended and approved by Board of Directors in their meeting held on 23rd August, 2016:

- a) **INCLUSION OF MINORITY SHAREHOLDERS' RIGHTS IN ARTICLES OF ASSOCIATION OF COMPANY THROUGH ALTERATION IN**
 - i) **"ARTICLE 54(G)" AND;**
 - ii) **ADDITION OF "ARTICLE 42(A)" IN THE ARTICLE OF ASSOCIATION OF THE COMPANY, SUBJECT TO APPROVAL OF SHAREHOLDERS.**

In order to comply with the Condition of In-principal approval of Reserve Bank of India vide its letter dated October 07th, 2015 ***'the converting entity shall be "owned and controlled by residents" (as per FEMA, 1999) at the time of making application for final banking license itself'***. Company held a Secondary Sale transaction for making majority of resident shareholding. Consequent to such Secondary sale transaction and pursuant to a condition stipulated in the Investment agreement signed between the Company and Incoming Shareholders, it was required to amend the existing Articles of Association of the Company ("AOA") and specify the rights of Shareholders. Thus, a new article 42(A) has been inserted in Existing AOA and Article 54(g) has been amended thereof.

ARTICLE NO.	EXISTING CLAUSE	PROPOSED CLAUSE
54(g)	Upon occurrence of a Listing Default none of the restrictions on assignability stated herein shall be applicable in case of any Transfer by an Investor of Investor Securities to any transferee, including a Competitor, except in case of part Transfer of Investor Securities, the rights under the aforementioned Articles 20– 26, 15 (a) and (b) and Article 14(c), as applicable, shall either be exercised by the Investor or the applicable transferee(s) (to the exclusion of the other), as decided amongst the Investor and transferee at the time of such Transfer and indicated in the Accession Instrument (appropriately modified); provided that in case of part Transfer to any transferee constitutes less than 2% (two percent) of the Equity Share capital on a Fully Diluted Basis, then such transferee shall not be entitled to rights in terms of Article 43 other than the right to receive the annual report of the Company.	Upon occurrence of a Listing Default none of the restrictions on assignability stated herein shall be applicable in case of any Transfer by an Investor of Investor Securities to any transferee, including a Competitor, except in case of part Transfer of Investor Securities, the rights under the aforementioned Articles 20– 26, 15 (a) and (b) and Article 14(c), as applicable, shall either be exercised by the Investor or the applicable transferee(s) (to the exclusion of the other), as decided amongst the Investor and transferee at the time of such Transfer and indicated in the Accession Instrument (appropriately modified); provided that in case of part Transfer to any transferee constitutes less than 2% (two percent) of the Equity Share capital on a Fully Diluted Basis, then such transferee shall not be entitled to rights in terms of Article 43 other than the right set out in Article 42(A).
	NEW ARTICLE	
42(A)	<p>Subject to the other provisions of these Articles, the Company shall furnish to each of its Shareholders the following information:</p> <ul style="list-style-type: none"> (a) within seventy five (75) days after the end of each Financial Year, audited annual financial statements for the company (a balance sheet as of the end of such Financial Year and the related statements of income, shareholders' equity and cash flows for the Financial Year then ended) and audited in accordance with the Accounting Standards and certified by the Auditors; (b) within thirty (30) days after the end of each half Financial Year period, semi-annual unaudited financial statements (a balance sheet as of the end of such quarter and the related statements of income, shareholders' equity and cash flows for the half yearly period then ended, in Summarised Form) for the Company, prepared in accordance with the Accounting Standards; and (c) within thirty (30) days after the end of each quarter of each Financial Year, unaudited quarterly financial statements (a balance sheet as of the end of such quarter and the related statements of income, shareholders' equity and cash flows for the quarter then ended, in Summarised Form) for the Company, prepared in accordance with the Accounting Standards 	

b) ADDITION OF NEW “ARTICLE 7C AND 7D” IN ARTICLE OF ASSOCIATION OF THE COMPANY FOR ENABLING ISSUANCE OF BONUS SHARES.

Also, In reference to the requirement of Companies Act, 2013 AOA should contain Provisions in regard to Bonus issue before making any such issue. Your company is being prudent and in compliance of the provisions of the Companies Act, 2013 it proposes to insert an enabling clause of **CAPITALISATION OF PROFITS/ BONUS ISSUE** in the existing AOA.

NEW ARTICLE	<p>7C (i) The company in general meeting may, upon the recommendation of the Board, resolve— that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(ii)The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained herein below, either in or towards— (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p> <p>7D (i)Whenever such a resolution as aforesaid shall have been passed, the Board shall— make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and generally do all acts and things required to give effect thereto. (ii) The Board shall have power— to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.</p>
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Your Directors recommend passing of the enabling Resolution as set out in Item No. 1 of the Notice by way of Special Resolution.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the company.

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 Extra-Ordinary General Meeting.

ITEM NO. 2: APPROVAL FOR RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN CLAUSE V OF MEMORANDUM OF ASSOCIATION.

The Present Authorised Share Capital of the Company is Rs. 97,00,00,000/- (Rupees Ninety Seven Crores Only) divided into 7,81,50,000 (Seven Crore Eighty One Lac and Fifty Thousand) Equity Shares of Rs. 10/-(Rupee Ten Only) each and 18,85,000 (Eighteen Lac Eighty Five Thousand) Compulsory Convertible Preference Shares of Rs. 100/- (Rupee One Hundred Only) each. Company proposes to amend its Share capital Clause specified in Memorandum of Association of Company by reclassifying the preference share Capital Component of Authorised share capital by shifting the unissued part of preference share capital as mentioned above into Equity Share Capital and reclassify part of Authorised share capital which will be reflected in Clause V of Memorandum of Association of the Company.

Pursuant to provisions of Companies Act 2013 and Articles of Association of the Company, Approval of Shareholders e and is hereby accorded as recommended by Board of directors at their meeting held on 23rd, August, 20116 The comparison of present and the proposed clause is presented below:

CLAUSE NO.	EXISTING CLAUSE	PROPOSED CLAUSE
CLAUSE V	The Authorized Share Capital of the Company is Rs. 97,00,00,000/- (Rupees Ninety Seven Crores Only) divided into 7,81,50,000 (Seven Crore Eighty One Lac and Fifty Thousand) Equity Shares of Rs. 10/-(Rupee Ten Only) each and 18,85,000 (Eighteen Lac Eighty Five Thousand) Compulsory Convertible Preference Shares of Rs. 100/- (Rupee One Hundred Only) each.	The Authorized Share Capital of the Company is Rs. 97,00,00,000/- (Rupees Ninety Seven Crore Only) divided into 9,70,00,000 (Nine Crores Seventy Lacs) Equity Shares of Rs.10/- each (Rupees Ten only).

Your Directors recommend passing of the enabling Resolution as set out in Item No. 2 of the Notice by way of Ordinary Resolution.



None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the company.

A copy of the existing of 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 Extra-Ordinary General Meeting.

ITEM NO. 3: INCREASE IN AUTHORISED CAPITAL AND CONSEQUENT ALTERATION IN CLAUSE V OF MEMORANDUM OF ASSOCIATION

The Company forecasting the future prospects and growth objectives proposes to surge the present Authorised Share Capital Base. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Rs 97 Crores to Rs. 350 Crores, consequent to approval of Item No 2 as specified in this Notice of General Meeting, and for that purpose, the Memorandum of Association of the Company are proposed to be suitably altered in pursuant to applicable provisions of Companies Act, 2013 as stated below:

CLAUSE NO.	EXISTING CLAUSE (subject to approval of Item 2 of this notice)	PROPOSED CLAUSE
CLAUSE V	The Authorized Share Capital of the Company is Rs. 97,00,00,000/- (Rupees Ninety Seven Crore Only) divided into 9,70,00,000 (Nine Crores Seventy Lacs) Equity Shares of Rs.10/- each (Rupees Ten only).	The Authorized Share Capital of the Company is Rs. 3,50,00,00,000/- (Rupees three hundred fifty Crore Only) divided into 35,00,00,000 (Thirty five Crores) Equity Shares of Rs.10/- each (Rupees Ten only).

Your Directors recommend passing of the enabling Resolution as set out in Item No. 3 of the Notice by way of Ordinary Resolution.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the company.

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 Extra-Ordinary General Meeting.

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ITEM NO. 4: ISSUE OF BONUS SHARES

In view of the strong financial performance of the Company the Board of Directors of your company proposed to issue bonus shares at their meeting held on August, 23rd, 2016 by increasing its issued, subscribed and paid up share capital of the Company to a sum as may be decided by the Board from the securities premium/ Free reserves of the Company as appropriate, as per the audited accounts of the Company for the Financial Year ended on 31st March , 2016 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of Equity Shares of Rs.10/- (Rupees ten only) each. Board of Directors have recommended Bonus Shares in proportion of 5(Five) equity share for every 1 (One) existing equity share held by the Members as on the Record Date determined by the Board for this purpose.

In order to enable Issuance of Bonus Shares to the members in accordance with the existing provision of the Companies Act 2013 it is proposed to amend Articles of Association of the company. Board of Directors in this regard, vide their resolution dated 23rd August, 2016 approved the amendment to the Articles of Association of the Company. Consequent to the approval of Agenda No. 1& 3 by shareholders consent of members is accorded for issuance of Bonus Shares to the existing members of the Company in the ration of 5:1 (new shares: existing shares)

Your Directors recommend passing of the enabling Resolution as set out in Item No. 4 of the Notice by way of Ordinary Resolution.

Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the company.

ITEM NO. 5: APPROVAL FOR ISSUANCE 16,50,000 SHARE WARRANTS AT PRICE OF RS. 840 PER WARRANT, CONVERTIBLE TO EQUITY SHARES, TO PROMOTER GROUP.

Last year was result of right strategic steps by Management and which resulted in growth and high performance by the Company. Also Considering the following facts Company Proposes to issue Share warrants to Promoter Group of the Company.

- ✓ Mr. Sanjay Agarwal, Promoter & MD ensured to raise capital at right times to instil growth and drive company towards bigger platform as a NBFC.
- ✓ The quality growth (**Asset Growth, Disbursement, Profitability, and Team Build Up**) was ensured in last 6 years.

In view of above points and other key considerations, The company is proposing to issue of **16,50,000** Warrants at a price of **Rs. 840** per warrant, convertible into equal nos. of Equity shares to Promoter Group.

In view of proposed Initial Public Offer ("IPO") of the Company in next few months, it is desirable to set timelines for subscription of abovementioned Share Warrants to give effect on Issued and paid up capital of Company and to have clear capital structure calculated on fully diluted basis. Thus, it is proposed that 16,50,000 Share Warrants, to be subscribed & allotted completely before filing of DRHP or 31st March, 2017, whichever is earlier and above 16,50,000 nos. of warrants to be suitably adjusted



and nos. of warrants shall stand increased proportionately in view of proposed bonus issue in ratio of 5:1 and consequently the price per warrants will be revised accordingly.

Above warrants shall be issued on preferential basis under provision of 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 (including any other statutory modification(s) or re-enactment(s) thereof for time being in force), the Memorandum and Articles of Association of the Company,) in one or more tranches, as may deem fit. Certain other conditions pursuant to Section 62 and rules made thereunder have been enclosed herein:

PARTICULARS	DETAILS
OBJECTS OF THE ISSUE	The objective of the issue is to raise funds to strengthen the capital base of the Company and expand its business its activities in order to achieve its growth objective.
TOTAL NUMBER OF SECURITIES TO BE ISSUED	16,50,000 warrants convertible to equivalent number of Equity Shares Such number of warrants are subject to revision as consequent to approval of Bonus shares
PRICE AT WHICH ALLOTMENT IS PROPOSED	It is proposed to issue and allot Share Warrants at price of Rs. 840/- each convertible to equity shares at price of Rs. 840/- each with nominal value of share being Rs. 10/- each and the premium being Rs. 830/- each and same shall be fully paid up. Such price is subject to revision as consequent to approval of Bonus shares
BASIS OF PRICING OF PROPOSED ISSUE	The price has been computed by the M/s Kailash Chand Agarwal & Co., Chartered Accountants, Jaipur (Membership No. 075424)
RELEVANT DATE	1 st August, 2016
PROPOSED ALLOTTEE CLASS	Promoter and the Senior Management
INTENTION OF PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER	Yes directors/key management person of the Company intends to subscribe to this preferential issue authorized by the resolution
PROPOSED TIME WITHIN WHICH ALLOTMENT BE COMPLETED	Allotment of equity shares on preferential basis made pursuant to the special resolution shall be completed within a period of twelve months from the date of passing of the special resolution. Further, the allotment shall be completed within 60 days from the date of receipt of application money, and if company is not able to allot the securities within that period, it shall repay the application money to the subscribers within 15 days from the date of completion of the sixty days and if the company fails to repay the application money within the aforesaid period, it shall be liable to repay that money with interest at the interest rate of 12 per cent per annum from the expiry of the sixtieth day.

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NAMES OF PROPOSED ALLOTTEES	Sr. NO.	Name of Allotees	Designation	No. of Warrants	Consideration Price per Warrant (in Rs.)
	1)	MR. SANJAY AGARWAL	PROMOTER AND MANAGING DIRECTOR	15,00,000	840
	2)	UTTAM TIBREWAL	WHOLE TIME DIRECTOR	1,25,000	840
	3)	DEEPAK JAIN	CHIEF FINANCIAL OFFICER	25,000	840
TOTAL				16,50,000	
PERCENTAGE OF POST PREFERENTIAL OFFER CAPITAL	3.48%				
CHANGE IN CONTROL, if any	No change in control would occur as the proposed and existing shareholders shall be same.				
DETAILS OF PREVIOUS PREFERENTIAL ALLOTMENT DURING THE YEAR	Preferential offer of 16,44,399 Share Warrants convertible to Equivalent Number of Equity Shares, at price of Rs 200.21/- each.				
JUSTIFICATION FOR ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH	N.A.				
PRE AND POST ISSUE CAPITAL OF THE COMPANY	As per the Table below				
Category	Pre Issue*		Post Issue		
	No. Of Shares Held	% of Shareholding	No. Of Shares Held	% of Shareholding	
A. Promoters					
(1) Indian					
a) Individual/HUF	14312321	31.30%	15812321	33.38%	
b) Bodies Corp.	0	0.00%	0	0.00%	
Sub-total (A)(1)	14312321	31.30%	15812321	33.38%	
(2) Foreign promoters	0	0.00%	0	0.00%	
Sub total (A)(2):-	0	0.00%	0	0.00%	
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	14312321	31.30%	15812321	33.38%	

B. Non Promoter Holding				
1. Institutions				
a) Mutual Funds	0	0.00%	0	0.00%
b) Banks / FI	0	0.00%	0	0.00%
c) Central Govt.	0	0.00%	0	0.00%
d) State Govt(s)	0	0.00%	0	0.00%
e) Venture Capital Fund	0	0.00%	0	0.00%
f) Insurance Companies	2430267	5.31%	2430267	5.13%
g) FIs	5048113	11.04%	5048113	10.66%
h) Foreign Venture Capital Funds	0	0.00%	0	0.00%
i) other Public Trust(SEBI registered)	147801	0.32%	147801	0.31%
Sub-total(B)(1):-	7626181	16.68%	7626181	16.10%
2. Non Institutions				
a) Bodies Corp.				
i) Indian	2638122	5.77%	2638122	5.57%
ii) Overseas	17242898	37.71%	17242898	36.40%
b) Individual				
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	433953	0.95%	433953	0.92%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	3086436	6.75%	3236436	6.83%
c) Other (HUF)	14262	0.03%	14262	0.03%
d) other (LLP)	357144	0.78%	357144	0.75%
e) other (Trust)	13834	0.03%	13834	0.03%
Sub-total (B)(2):-	23786649	52.02%	23936649	50.53%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	31412830	68.70%	31562830	66.62%
c. Shares held by Custodian for GDRs & ADRs	0	0.00%	0	0.00%
Grand Total (A+B+C)	45725151*	100.00%	47375151	100.00%

*The Pre Issue Paid Up Capital of the Company includes 16,44,399 Equity Shares at the price of Rs. 200.21/- per share issued on preferential Basis,, the allotment of which should have been completed , before issuance of this notice of 2nd/2016-17 Extra Ordinary General Meeting.



Your Directors recommend passing of the enabling Resolution as set out in Item No. 5 of the Notice by way of Special Resolution.

None of the Director, Key Managerial Personnel except Mr. Sanjay Agarwal, Managing Director Mr. Uttam Tibrewal, Whole-time Director & Mr. Deepak Jain Allottee(s) to the preferential issue and their relatives, if any, is deemed to be concerned or interested, financial or otherwise, to the extent of their shareholding.

ITEM NO. 6: APPROVAL FOR CREATION OF Au FINANCIERS (INDIA) LIMITED- EMPLOYEES STOCK OPTION PLAN 2016 OF 3,50,000 OPTIONS AT THE PRICE OF Rs. 840/- PER OPTION

With the objective to reward positive contributions, efforts of employees, ESOP has been effective motivating tool as it enables employees to create substantial wealth in journey of growth of the Company.

In view of Shareholder's agreement, certain no. of shares was reserved for ESOP for employees of the company and in order to broaden the coverage of ESOP scheme for employees and to grant additional stock options to eligible employees and further in order to incentivize and retain the right talent under the current market conditions, it is proposed to formulate fresh stock option schemes with varied conditions of vesting and exercise which are beneficial to the employees. Company's no. of manpower has increased immensely in last 3 years and would increase further with hiring of Sr. Team as Au FINANCIERS transit to Banking platform. Accordingly, Company plans to formulate "**Employee Stock Option Scheme 2016**" (ESOP Scheme –2016) with the aggregate shares underlying the stock option scheme for 3,50,000 equity shares of Rs. 840/- each.

The main features of **EMPLOYEE STOCK OPTION PLAN 2016** are as under:

(a) TOTAL NUMBER OF STOCK OPTIONS TO BE GRANTED:

The Options underlying the grant under the scheme shall not exceed 3,50,000 (or such other adjusted figure for any stock splits or consolidations or other re-organization of the capital structure of the Company, as may be applicable from time to time) convertible into one Equity Share of having face value of Rs.10 each for one option.

Proposed Plan Parameters:

Heading	No. of ESOPs* (Option with Equal nos. of Equity shares with Face Value of Rs. 10)	ESOP Option Exercise Price (in Rs.)*
EMPLOYEE STOCK OPTION PLAN 2016	3,50,000	Rs. 840

**Subject to revision, consequent to approval of Item No. 4- issue of Bonus Issue of Equity Shares.*

Note: In the eventuality of any rights issue, bonus issues and other corporate actions, the Nomination and remuneration Committee shall consider and approve such adjustment as to the number of options granted and / or to the exercise price as per the then applicable acts, rules and regulations and it is being put up to shareholders that in view of proposed bonus issue above, when approved the nos. of

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ESOP pool of 350,000 shall stand be increased proportionately with revised Exercise price accordingly proposed above.

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

The EMPLOYEE STOCK OPTION PLAN 2016 shall extend to employees of the Company as may be determined by the Nomination and Remuneration Committee. The scheme shall also be extended to new recruits of the Company, as may be determined by Nomination and Remuneration Committee from time to time.

(c) THE APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES TO THE EMPLOYEES STOCK OPTION SCHEME:

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

(d) REQUIREMENTS FOR VESTING, PERIOD OF VESTING ETC.:

The continuation of employee in the services of the Company shall be the primary requirement of the vesting. The grant of options shall be made as per the Au EMPLOYEE STOCK OPTION PLAN 2016 as placed at the meeting.

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

Plan Parameter	Details	Rationale
Grant / Exercise Price	Option grants shall be made at Rs. 840	<ul style="list-style-type: none"> • Provides impetus to future value growth and hence employees create wealth only if value is created for shareholders • Favorable accounting norms presently under Indian accounting standards
Vesting Period	Below vesting schedule is recommended for consideration and approval. <ul style="list-style-type: none"> ➤ 20% Vesting at One year from IPO or 12 month from the date of grant, whichever is later ➤ 30% Vesting after 2 year from IPO ➤ 50% Vesting after 3 years from IPO 	

(e) EXERCISE PRICE:

The exercise price for Au EMPLOYEE STOCK OPTION PLAN 2016 is Rs. 840 per option convertible into Equivalent no. of Equity Shares.

(f) EXERCISE PERIOD AND THE PROCESS OF EXERCISE:

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

(g) MAXIMUM PERIOD WITHIN WHICH THE OPTIONS SHALL BE VESTED:

Please refer point no. (d) dealing with requirements for vesting and as may be decided by Nomination and Remuneration Committee for later grants from time to time.

(h) MAXIMUM NUMBER OF OPTIONS TO BE GRANTED PER EMPLOYEE:

Maximum number of options to be granted to an eligible employee will be determined by the Nomination and Remuneration Committee on case to case basis

(i) METHOD OF OPTION VALUATION:

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

(j) CONDITIONS UNDER WHICH OPTION VESTED IN EMPLOYEES MAY LAPSE:

The conditions, circumstances under which options vested in an employee may lapse including termination from employment for misconduct or other reasons shall be decided by the Nomination and Remuneration Committee more particularly elaborated under the Employee Stock Option Plan 2016.

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

1. Termination by the Company

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

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

2. Resignation by the Employee

In the event of resignation by the Employee, all Options that have not vested in such Employee shall lapse. All Vested Options shall continue to Vest in the Employee and shall be exercisable in accordance with the terms provided herein *however* that the Employee shall be required to Exercise all his/her



Vested Option within thirty (30) days of the date of his/her resignation or before relieving of Employee, whichever is earlier, failing which the Options exercisable shall lapse.

(l) LOCK-IN PERIOD, IF ANY:

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

(m) DISCLOSURE AND ACCOUNTING POLICIES:

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

Your Directors recommend passing of the enabling Resolution as set out in Item No. 6 of the Notice by way of Special Resolution.

Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the company.

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

**Place: Jaipur
Date: 23.08.2016**

**Sd/-
Manmohan Parnami
Company Secretary**

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ATTENDANCE SLIP
Au FINANCIERS (INDIA) LIMITED
CIN: U36911RJ1996PLC011381

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

I hereby record my presence at the 2nd/2016-17 EXTRA ORDINARY GENERAL MEETING of Au FINANCIERS (INDIA) LIMITED on Monday, 10th day of October, 2016 at 10 AM at the office of the Company situated at "Flexible Room", B11E, Near CEG Building, Malviya Nagar Industrial Area, Jaipur - 302017, Rajasthan.

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

Name of Member.....

Name of Proxy Holder.....

Number of Shares Held.....

**Signature of
Member/Proxy**

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

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**Form No. MGT-11
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U36911RJ1996PLC011381**

Name of the Company: **Au FINANCIERS (INDIA) LIMITED**

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

Name of the member(s):
Registered Address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member(s) of Au FINANCIERS (INDIA) LIMITED, holding _____ shares of the above named company, hereby appoint

1. Name:.....Address:.....
E-mail ID:Signature.....or failing him
2. Name:.....Address:.....
E-mail ID:Signature.....or failing him
3. Name:.....Address:.....
E-mail ID:Signature.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd/2016-17 Extra Ordinary General Meeting of the company, to be held on Monday, 10th day of October, 2016 at 10 AM at the registered office of the Company situated at "Flexible Room", B11E, Near CEG Building, Malviya Nagar Industrial Area, Jaipur - 302017, Rajasthan and at any adjournment thereof in respect of such resolutions as indicated below:-

S. No.	Resolution*	For	Against
1.	APPROVAL FOR ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY		
2.	APPROVAL FOR RECLASSIFICATION OF UNISSUED PORTION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN CLAUSE V OF MEMORANDUM OF ASSOCIATION.		
3.	INCREASE IN AUTHORISED CAPITAL AND CONSEQUENT ALTERATION IN CLAUSE V OF MEMORANDUM OF ASSOCIATION		

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4.	ISSUE OF BONUS SHARES		
5.	APPROVAL FOR ISSUANCE 16,50,000 SHARE WARRANTS AT PRICE OF RS. 840 PER WARRANT, CONVERTIBLE INTO EQUAL NO. OF EQUITY SHARES		
6.	APPROVAL FOR CREATION OF Au FINANCIERS (INDIA) LIMITED-EMPLOYEES STOCK OPTION PLAN 2016 OF 3,50,000 OPTIONS AT THE PRICE OF Rs. 840/- PER OPTION		

Signed this _____ day of _____ 2016

Affix
Rs 1/- Revenue
Stamp here

Signature
shareholder

Signature of Proxy Holder(s)

Notes:

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

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

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