



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 1st/2016-17 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF **Au FINANCIERS (INDIA) LIMITED** WILL BE HELD ON **FRIDAY, 10th JUNE, 2016 AT 10.00 A.M** AT REGISTERED OFFICE OF THE COMPANY AT 19-A DHULESHWAR GARDEN AJMER ROAD, JAIPUR-302001, RAJASTHAN, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

ITEM NO. 1: APPROVAL FOR ALTERATION IN EXISTING 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), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Shareholders’ Agreement dated 26th February, 2012 and amended till date, entered into between the Company, India Business Excellence Fund, India Business Excellence Fund - I, International Finance Corporation, Redwood Investment Ltd, Labh Investments Limited, MYs Holdings Private Limited and Motilal Oswal Securities Limited, Sponsors (as defined therein), and investors joined thereafter, approval of the shareholders be and is hereby accorded for alteration of the existing Articles of Association of the Company by substituting the existing clause (i)(a) and clause (ii)(a) of the Article 38 and clause d of Article 33 with new clause (a) of Article 38 and clause d of Article 33, as defined in the explanatory statement annexed to this notice and that the amended set of Articles of Association of the Company(Articles) as per the copy placed before the meeting and initialled by the Chairman for the purpose of identification be and is hereby adopted.

“RESOLVED FURTHER THAT Mr. Uttam Tibrewal, Whole Time Director; Mr. Deepak Jain, Chief Financial Officer and Mr. Manmohan Parnami, Company Secretary of the Company be and is hereby severally and /or jointly 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.”

ITEM NO. 2: ISSUE OF 16,44,399 CONVERTIBLE WARRANTS/ KEY PERSON WARRANTS TO MR. SANJAY AGARWAL (KEY PERSON)

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

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Memorandum and Articles of Association of the Company and subject to the regulations/rules/guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to such approvals, consents, permissions and sanctions of all other appropriate and / or concerned authorities and departments, if any, and subject to such conditions and modifications as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers conferred by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the shareholders be and is hereby accorded to the Board to create, offer, issue and allot 16,44,399 (Sixteen Lakhs Forty Four Thousand Three Hundred Ninety Nine) convertible warrants i.e., Key Person Warrants to Mr. Sanjay Agarwal (Key Person in terms of the Shareholders' Agreement dated February 26, 2012), to be exercised in accordance with Article 38(a) of the altered Articles of Association of the company and convertible into 16,44,399 (sixteen Lakhs forty four Thousand three hundred ninety nine only) equity shares (One Equity Share for one warrant issued) of the face value of Rs. 10/- each and at a premium of Rs. 190.21/-per share for cash provided that the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with the terms of issue defined under Shareholders Agreement under "ESOP 3 Options" read with Section 4.10 (Key Person Warrants and ESOP 3 Options) dated February 26, 2012 and sub-clause (hhhh) of clause 3 under interpretation of Article of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon exercise of option by Warrant holder or as may be necessary in accordance with the terms of the Issue read with Shareholders Agreement dated February 26, 2012.

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 and the conditions mentioned in Shareholders Agreement dated February 26, 2012.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Mr. Uttam Tibrewal, Whole Time Director; Mr. Deepak Jain, Chief Financial Officer and Mr. Manmohan Parnami, Company Secretary, be and is hereby severally or/and jointly authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the aforesaid converting Warrants on preferential basis and to resolve and settle any questions or difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members."

By the order of the Board of Directors

**Place: Jaipur
Date: 3rd June-16**

**Sd/-
Manmohan Parnami
Company Secretary**

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19A, Dhuleshwar Garden, Ajmer Road
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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 2 as set out above and proposed to be transacted at the Extra ordinary General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE UNDERLYING RULES VIZ. COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Appointment of 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 at the Registered Office of the Company on all working days from 10 AM to 5 PM upto the date of Extra-Ordinary General Meeting.
9. The Notice of Extra ordinary General Meeting will also be displayed on the website www.aufin.in of the Company and the other requirements as applicable will be duly complied with. Electronic copy of the notice along with attendance sheet and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication

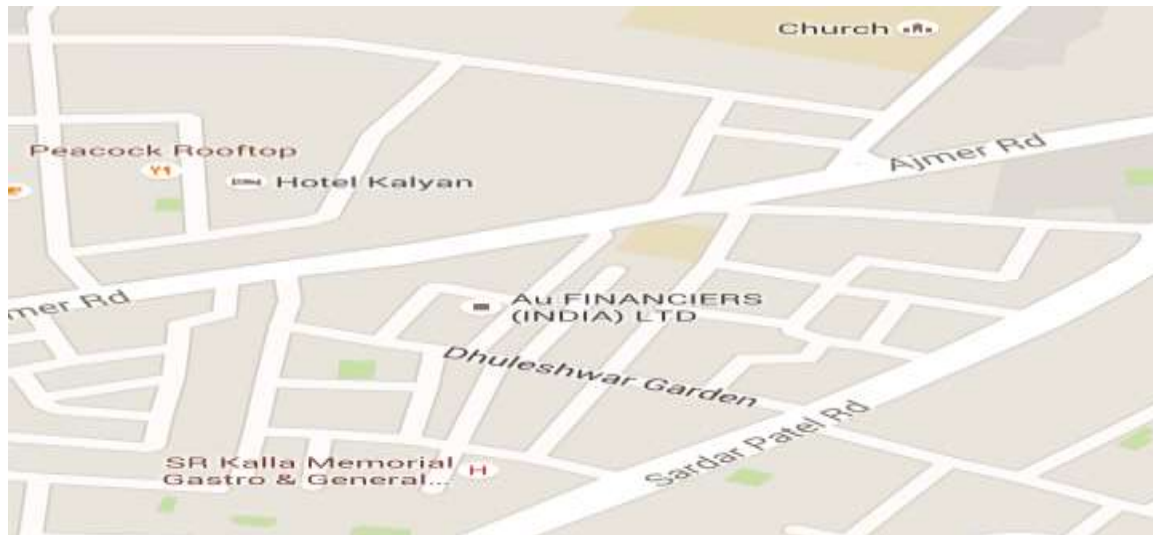
purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that even after registering for e-communication,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

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

**Sd/-
Manmohan Parnami
Company Secretary**

**Place: Jaipur
Date: _____**

Route Map:



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 EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY

a) Substitution of existing clause 38(a)(i) & (ii) with amended clause 38 (a) of Articles of Associations of the company

Company has received "In Principle Approval" vide its letter dated October 07, 2015 from Reserve Bank Of India. As per the aforesaid letter, company has to comply with General terms and conditions of "In Principle" Approval to convert into a Small Finance Bank ("SFB") within a period of eighteen months. Therefore, the company is in the process of complying all corporate structure process & regulatory framework in line with the formation of proposed SFB.

It is also to be noted that during RBI Application for the SFB, company has declared in Chapter IV under Annexure-VIII- "Proposed Structure for Shareholding and Governance- Small Finance Bank" i.e. the main Promoter, Mr. Sanjay Agarwal, pursuant to the terms of the shareholder agreement, is eligible to hold "Key Person" warrants to the tune of 16,44,399 (Sixteen Lakh Forty Four Thousand Three Hundred Ninety Nine). Upon exercise of these warrants, the Promoters shareholding in the small finance bank will proportionately increase which would also result in increase in domestic holding as envisaged by regulators.

Therefore, it is proposed to replace the existing clause 38(a) (i) & (ii) by the amended clause 38 (a) to enable the promoters to exercise the aforesaid warrants.

b) Substitution of existing clause 33 (d) with amended clause 33 (d) of Articles of Associations of the company

In reference to existing clause 33(d) of the Articles of Association of the company and Shareholders Agreement dated 28thFebruary, 2012, as amended till date, executed between Au Financiers (company), India Business Excellence Fund, India Business Excellence Fund - I, International Finance Corporation, Redwood Investment Ltd, Labh Investments Limited, MYs Holdings Private Limited and Motilal Oswal Securities Limited, Sponsors (as defined therein) and investors joined thereafter, the sponsors are permitted to pledge their equity Shares held in name of Company, *provided that* the Sponsors shall ensure that all funds raised through such pledging, shall be infused into the Company.

Further, in reference to the guidelines issued by Reserve Bank of India on 27thNovember, 2014 and letter of intent dated 7thOctober, 2015 issued by Reserve Bank of India to the company granting "In-Principle Approval" for Small Finance Bank, it was stipulated

"the promoter group's shareholding shall be maintained at a minimum of 26% from the date of application to RBI for grant of final licence for small finance bank which shall be locked in for a period of 5 years from the date of commencement of business of the bank"

i.e. taking inward the above regulatory intent, there is a need to provide requisite liberty to transfer/sale other necessary act as and when required in regard to shareholding held by them over and above 26% of the paid up share capital on fully diluted shares, subject to the regulatory approval, if required.

Now, in order to bring into effect the aforesaid parameters, company is proposing to amend its Articles of Association to allow promoters to pledge, transfer, sale or do any other necessary act as and when required in regard to shareholding held by them in excess to 26%.

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

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

Clause No.	Existing Clause	Amended Clause
Substitution of Existing clause 38(a)(i) & (ii) with amended clause 38 (a) of Articles of Associations of the company		
38 (a)(i)	Half of the Key Person Warrants shall become exercisable by the Key Person at the end of each 12 (twelve) month period from the Effective Date over a period of 4 (four) years from the Effective Date in 4 (four) equal instalments constituting one eight of the Key Person Warrants per instalment <i>provided that</i> , if due to Applicable Law, the foregoing right of the Key Person is required to be extinguished due to a Listing, all half of these Key Person Warrants less those Key Person Warrants which have already become exercisable by virtue of this Article 38 (a)(i), shall become exercisable immediately prior to such extinguishment.	Clause38(a) Total of 16,44,399 (sixteen Lakh forty four thousand three hundred ninety nine) of Key Person Warrants shall become immediately exercisable by the Key Person in accordance with Applicable Laws and reference to the clause 3(hhhh) of Article of Associationof the company on receipt of shareholder’s approval. 16,44,399 (sixteen Lakh forty four thousand three hundred ninety nine) Key Person Warrants shall be convertible into equivalent nos. of equity shares at consideration decided thereof in the Article of association of the company and Shareholders Agreement dated 26 th February, 2012 at any point of time on or before the submission of the Application with the RBI for granting the license under section 22 of the Banking Regulation Act 1949 for the proposed “ Small Finance Bank ”.
38 (a)(ii)	Half of the Key Person Warrants shall be exercisable by the Key Person: (aa) immediately prior to the occurrence of any Exit Event as set out in (d) (i) and (ii) below; or (bb) on the expiry of the forty eighth (48th) month from the Effective Date upon the occurrence of Exit Event	

	<p>as stated in (d)(iii) below, <i>provided however</i> that in the event that the Exit Event does not occur, then the Company, Sponsors and Investors shall mutually agree upon a method to reverse the benefit of the Key Person Warrants, in accordance with Applicable Law.</p>	
<p>Substitution of existing clause 33 (d) with amended clause 33 (d) of Articles of Associations of the company</p>		
<p>33 (d)</p>	<p>Subject to compliance with the requirements of Article 33 (a) and Applicable Law, the Sponsors shall be permitted to raise funds in the Holding Company by issuing shares to Persons other than Competitors or by raising debt which may be secured by pledge of shares held by Sponsors in the Holding Company, <i>provided that</i> the Sponsors shall ensure that (aa) neither the dilution of the Sponsors' shareholding in the Holding Company shall exceed twenty five percent (25%) of the paid up share capital of the Holding Company on a Fully Diluted Basis nor shall the number of shares of the Holding Company pledged by the Sponsors exceed twenty five percent (25%) of the fully paid up share capital of the Holding Company on a Fully Diluted Basis; (bb) all such funds raised by the Holding Company shall be infused into the Company; (cc) the Person investing into the Holding Company or providing debt funding to the Holding Company or in favour of whom the shares of the Holding Company are being pledged has no rights in relation to the management or operation (including voting rights) of the Company or its Subsidiaries and has no recourse, direct or indirect, to (i) the Equity Shares or Share Equivalents; and/or (ii) any of the assets of the Company or its Subsidiaries; and (dd) there is no change in Control of the Company or Holding Company as a</p>	<p>Subject to compliance with the requirements of Article 33 (a) and Applicable Law, the Sponsors shall be permitted to raise funds in the Holding Company by issuing shares to Persons other than Competitors or by raising debt which may be secured by pledge of shares held by Sponsors in the Holding Company, <i>provided that</i> the Sponsors shall ensure that (aa) the dilution of the Sponsors' shareholding in the Holding Company shall not exceed twenty five percent (25%) of the paid up share capital of the Holding Company on a Fully Diluted Basis (cc) the Person investing into the Holding Company or providing debt funding to the Holding Company or in favour of whom the shares of the Holding Company are being pledged has no rights in relation to the management or operation (including voting rights) of the Company or its Subsidiaries and has no recourse, direct or indirect, to (i) the Equity Shares or Share Equivalents; and/or (ii) any of the assets of the Company or its Subsidiaries; and (dd) there is no change in Control of the Company or Holding Company as a result of the actions permitted under this Article 33(d). For the purposes of this Article 33(d), a "Holding Company" shall mean a company wholly owned and Controlled by the Sponsors (subject to this Article 33 (d)) through which the Sponsors hold all or part of the</p>

	<p>result of the actions permitted under this Article 33(d). For the purposes of this Article 33(d), a "Holding Company" shall mean a company wholly owned and Controlled by the Sponsors (subject to this Article 33 (d)) through which the Sponsors hold all or part of the Sponsor Shares.</p>	<p>Sponsor Shares.</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 and Key Managerial Personnel except Mr. Sanjay Agarwal, Managing Director and exercising Key Person warrants and their relatives, if any, is deemed to be concerned or interested, financial or otherwise in the proposed resolution.

ITEM NO. 2: ISSUE OF 16,44,399 CONVERTIBLE WARRANTS/ KEY PERSON WARRANTS TO MR. SANJAY AGARWAL (KEY PERSON)

Company has received "In Principle Approval" vide its letter dated October 07, 2015 from Reserve Bank Of India. As per the aforesaid letter, company has to comply with General terms and conditions of "In Principle" Approval to convert into a small finance Bank within a period of eighteen months. Therefore the company is in the process of complying all corporate structure process & regulatory framework in line with the formation of proposed SFB.

It is also to be noted that during RBI Application for the Small Finance Bank, company has declared in Chapter IV under Annexure-VIII- "Proposed Structure for Shareholding and Governance- Small Finance Bank" i.e. the main Promoter, Mr. Sanjay Agarwal, pursuant to the terms of the shareholder agreement, is eligible to hold "Key Person" warrants to the tune of 16,44,399 (Sixteen Lakh Forty Four Thousand Three Hundred Ninety Nine). Upon exercise of these warrants, the Promoters shareholding in the small finance bank will proportionately increase.

Your Company plans to issue offer & allot convertible warrants on preferential basis to increase the Domestic Equity base of the Company. After conversion of warrants into Equity Shares, the promoter's holding shall increase to 31% from the existing 28.43% of the paid up share Capital of the company.

In view of this, it is proposed to create, offer, issue and allot 16,44,399 (Sixteen Lakhs Forty Four Thousand Three Hundred Ninety Nine Only) convertible warrants on preferential basis (One Equity Share for one warrant issued) for Rs.200.21/- each (Face Value of Rs.10 & Premium of Rs. 190.21/- each) fully paid to the following person on preferential allotment basis:

Sr. No.	Name of the proposed Allottee	No. of Convertible Warrants
1	Promoter & Key Person i. Mr. Sanjay Agarwal, Managing Director	16,44,399
	Total	16,44,399

- a) **Intention of the Promoters/Directors/Key Management persons to subscribe to the offer:**
Mr. Sanjay Agarwal Promoter & Managing Director of the Company is intending to subscribe for the convertible warrants into equity shares on preferential basis.
- b) **Shareholding pattern before and after the date of the conversion of the KMP warrants:**

Au FINANCIERS (INDIA) LIMITED	Share Holding As On 31st Mar-16 (Equity)		KMP WARRANTS TO BE CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS.	POST KMP WARRANTS CONVERSION HOLDING (Equity)	Shareholding HOLDING IN %
	Total No. Of Shares	In %			
Name Of Shareholder					
Promoters (A)	1,25,30,276	28.43%	16,44,399	1,41,74,675	31.00%
Other Resident Holding (B)	29,34,141	6.66%	-	29,34,141	6.42%
Total Resident Holding(A+B)	1,54,64,417	35.08%	16,44,399	1,71,08,816	37.42%
Non Resident Shareholding (C)	2,86,16,335	64.92%		2,86,16,335	62.58%
Grand Total (A+B+C)	4,40,80,752	100.00%	16,44,399	4,57,25,151	100.00%

Notes:

- i) The above table has been prepared on the basis of the shareholding pattern as on March 31, 2016.
- ii) The Post-issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee will subscribe to and will be allotted 16,44,399 convertible warrants to be converted into equity shares on preferential basis from the date of the allotment. In the event of, due to any reason, convertible warrants does not or are unable to subscribe to and/or is not converted to equity shares, the shareholding pattern in the above table would undergo corresponding changes.

c) Proposed time within which the allotment shall be completed.

The Allotment shall be completed within time period stipulated in Companies Act, 2013 from the date of the Extraordinary General Meeting.

d) Identity of proposed allottee of warrants and the percentage of the post issue capital that may be held by him / her on conversion of the warrants into equity shares on preferential basis:

Sl No.	Name & Address of the proposed Allottee	Ultimate Beneficial owner(s) of the shares	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue capital that may be held by him / her on conversion of the warrants into Equity shares
1	Mr. Sanjay Agarwal D-111 Yashoda path, Shyam Nagar- 302019	Not Applicable	Promoter	31.00

e) Change in the Composition of the Board of Directors and Control of the Company

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment but there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

f) Price at which allotment is proposed

In reference to the pricing of the warrants in accordance with the "ESOP 3 Options" means options exercisable in accordance with Section 4.10 (*Key Person Warrants and ESOP 3 Options*) of the Shareholders Agreement dated February 26, 2012, references given in clause 3(hhhh) of the Article of Association of the company, and valuation report of the Company, of February, 2012 and in reference to aforesaid clause of Shareholders agreement and Articles of associations of the company, Company is proposing to issue convertible warrants at the rate of Rs. 200.21/- per share (i.e. on face value of Rs. 10 and premium of Rs. 190.21 per share).

As per Section 62(1)(C) of the Companies Act, 2013, approval of the shareholders in the General Meeting is required for the issue of the shares by way of preferential allotment as stated in the resolution. Hence consent of the shareholders by way of special resolution is being sought for the conversion of such warrants into equity shares on preferential basis.

None of the Director, Key Managerial Personnel except Mr. Sanjay Agarwal, Managing Director & Allottee to the preferential issue and their relatives, if any, is deemed to be concerned or interested, financial or otherwise in the proposed resolution.



- g) The allotment of securities on a preferential basis made pursuant to the special resolution passed pursuant to sub- rule (2) of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 shall be completed within a period of twelve months from the date of passing of the special resolution.
- h) Where convertible securities or other securities are offered on a preferential basis and the pricing of shares is in reference to the clause 3(hhhh) of the Article of Association (AOA) amended dated March 25, 2013 under the then Companies Act, 1956 with an option to apply for and get equity shares allotted, the price of the resultant shares shall be determined beforehand on the basis of a valuation report of a registered valuer and also complied with the provisions of section 62 of the Companies Act, 2013.

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

None of the Director, Key Managerial Personnel except Mr. Sanjay Agarwal, Managing Director & Allottee to the preferential issue and their relatives, if any, is deemed to be concerned or interested, financial or otherwise in the proposed resolution.

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

**Manmohan Parnami
Company Secretary**

**Place: Jaipur
Date: 3rd June-16**

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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 1st/2016-17 EXTRA ORDINARY GENERAL MEETING of Au FINANCIERS (INDIA) LIMITED on Friday, 10th June, 2016 at 10AM at the registered office of the Company situated at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur – 302001, Rajasthan, India.

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

Name of Member.....

Name of Proxy Holder.....

Number of Shares Held.....

Signature of Member/Proxy

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

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

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

CIN: **U36911RJ1996PLC011381**

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

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

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

company, hereby appoint

- Name:.....Address:.....
E-mail ID:Signature.....or failing him
- Name:.....Address:.....
E-mail ID:Signature.....or failing him
- 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 (1st/2016-17 Extra General Meeting of the company, to be held on Friday, 10th, June, 2016 at 10:00 A.M. at the registered office of the Company situated at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur and at any adjournment thereof in respect of such resolutions as indicated below:-

S. No.	Resolution*	For	Against
1.	APPROVAL FOR ALTERATION IN EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY		
2.	ISSUE OF 16,44,399 CONVERTIBLE WARRANTS/ KEY PERSON WARRANTS TO MR. SANJAY AGARWAL (KEY PERSON)		

Signed this _____ day of _____ 2016

Signature of 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 Bank addressed to the "Company Secretary", not later than 48 hours before the commencement of the Meeting.

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

Affix Rs 1/- Revenue Stamp here

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