



NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 3rd/2016-17 Extraordinary General Meeting of the members of **Au FINANCIERS (INDIA) LIMITED** will be held on Saturday, 25th day of February, 2017 at 10.00 AM at the office of the Company situated at B11E, Near CEG Building, Malviya Nagar Industrial Area, Jaipur - 302017, Rajasthan, to transact the following business:

SPECIAL BUSINESS:

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

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

“**RESOLVED THAT** pursuant to provisions of Section 42, 71, 179 and 180 of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other provisions of applicable law and the Rules made thereunder, if any, (including any amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) the consent of the shareholders be and is hereby accorded to Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for borrowing from time to time any sum or sums of monies by way of issue of non-convertible debentures (NCDs) in one or more tranches or otherwise upto an amount not exceeding Rs 5000 Crores (Rupees Five thousand Crores Only) on such terms and conditions as the Board may determine for issuance of such NCDs during the financial year 2016-17.

RESOLVED FURTHER that pursuant to Section 180(1)(a) of the Companies Act, 2013 and all other provisions of applicable law, if any, the consent of the shareholders be and is hereby accorded to the Board for the creation of such charges by way of hypothecation, in addition to the existing charges by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of the Lending Agencies or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure such NCDs, wherever required, of an aggregate value not exceeding Rs 5000 Crores (Rupees Five thousand Crores Only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the said issuance of NCDs.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to finalise with the Lending Agencies/ trustees the documents for creating the aforesaid charges and/or hypothecations and to negotiate, modify, finalise and sign the documents, including without limitation the private placement

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Au FINANCIERS (INDIA) LIMITED
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Fax: +91 141 4110090
E-mail : info@aufin.in
CIN: U36911RJ1996PLC011381

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offer letter, debenture trust deed, deed of hypothecation and any other security documents, in connection with the private placement by the Company of such NCDs and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions.

ITEM 2: APPROVAL FOR CANCELLATION OF UNSUBSCRIBED 13,061 ISSUED EQUITY SHARE CAPITAL OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, enabling provisions of the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents approval of Shareholders be and is hereby accorded to cancel the 13,061 (Thirteen Thousand and Sixty One) equity shares of Rs. 10/- (Ten) Each which have not been taken by person to whom so offered from Issued Equity share Capital 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 they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority 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.

RESOLVED FURTHER THAT Mr. Manmohan Parnami, Company Secretary of the Company be and is hereby authorized to take requisite actions including carrying out Corporate Action in this regard.”

By the order of the Board of Directors

Sd/-

**Place: Jaipur
Date: January 24, 2017**

**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.

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8. 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: January 24, 2017

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

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

Item No. 1 Your company has been issuing debentures, which may be referred to as one of the options to borrow for raising money from time to time, for working capital and business requirements, on terms and conditions as are appropriate and in the best interest of the company and in due compliance with the applicable provisions of the Companies Act, 2013, Debt Listing Agreement, etc. Board at its meeting held on 24th January, 2017, approved such limit of Rs. 5000 Crore.

For this purpose, the Company is required to obtain shareholder's approval in accordance with the provisions regarding issue of debentures on private placement basis in terms of the provisions of the Companies Act, 2013, read with aforesaid rules. Therefore the Board recommends the resolution as set out in the Notice for your approval.

The special resolution if passed shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures by way of special resolution upto 31st March, 2017 and this resolution is proposed to be passed in revision to earlier limit approved on 31st Mar-2016.

Further, the company would be issuing debentures in tranches, terms of each issue would be decided by the Board/Executive Committee in this regard.

None of the Promoters, Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 1 of the Notice.

Item No 2

Pursuant to the approval accorded by the Members of the Company vide resolution passed at the EGM held on March, 28, 2014 the Company had undertaken preferential offer of issue of Equity Shares whereby among others it sought to allot equity shares (then bearing face value of 10/- each) to existing shareholders of the Company at a price of Rs 345/- per Equity shares. However, four of such shareholders did not subscribe to the shares in the manner as stated below:

Name of Shareholder	No. of Shares
Au Financiers Employee Welfare Trust	780
Mr. Indrajeet Kumar	895
Mr. Manoj Tibrewal	11,191
Mr. Dinesh Lalwani	195
Total	13,061

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Company seeks approval from its shareholders pursuant to applicable provisions of Companies Act, 2013 and the existing Articles of Association of the Company, to cancel such unissued part of capital that is reflected in the issued capital of the company to 28,42,50,906 (Twenty Eight Crores Forty Two Lacs fifty thousand nine hundred and six only) Equity shares of Rs. 10/- (ten) each.

None of the Promoters, Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 2 of the Notice.

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

**Place: Jaipur
Date: January 24, 2017**

**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 3rd/2016-17 EXTRA ORDINARY GENERAL MEETING of Au FINANCIERS (INDIA) LIMITED on Saturday, 25th day of February, 2017 at 10.00 AM at the office of the Company situated at 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 3RD/2016- 17 Extra Ordinary General Meeting of the company, to be held on Saturday, 25th day of February, 2017 at 10.00 AM at the office of the Company situated at 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 ISSUANCE OF NON-CONVERTIBLE DEBENTURES, IN ONE OR MORE TRanches FOR THE FINANCIAL YEAR 2016-17, i.e. UPTO 31ST MARCH, 2017		
2.	APPROVAL FOR CANCELLATION OF UNSUBSCRIBED 13,061 ISSUED EQUITY SHARE CAPITAL OF THE COMPANY		

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Signed this _____ day of _____ 2017

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

***It is optional to put a (√) 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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