# MANOJ MAHESHWARI

**COMPANY SECRETARY**

**( 2370 954; 93145 04821(M) E-mail: cs@vmandaonline.com**

**403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.**
**"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.**


## Scrutinizer's Report

**To,**
**Managing Director**
**Au Financiers (India) Limited**
**19-A, Dhuleshwar Garden**
**Jaipur- 302 001**

**Dear Sir,**

**Sub: Scrutinizer's Report on Passing of Resolution through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **Au FINANCIERS (INDIA) LIMITED** (hereinafter referred to as "Company") on Tuesday, December 20, 2016, I had been appointed as the scrutinizer to receive, process and scrutinize the postal ballot papers along with e-votes in respect of the Resolutions as circulated in the Postal Ballot Notice dated December 20, 2016 in fair and transparent manner and ascertaining the requisite majority in respect of the Resolutions contained in the Postal Ballot Notice.

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

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

The Company through RTA has also uploaded the resolutions in which e-voting is required and for generating E-Voting Event Number (EVEN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the Notice of Postal Ballot and E-voting dated December 20, 2016 sent to all the shareholders by electronic means via e-mail on or before December 23, 2016. The shareholders of the Company as on the cut-off date i.e. Friday, December 16, 2016 were entitled to vote on the resolutions contained in the Postal Ballot Notice. As stated in the Postal Ballot Notice, the Company fixed 5:00 p.m. on Sunday, January 22, 2017 as the last date for receipt of Postal Ballot Forms and remote e-voting.

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The approved notice of Postal Ballot and E-voting contains the following resolutions:

| BUSINESS ITEMS TRANSACTED AT THE AGM | TYPE AND DESCRIPTION OF RESOLUTIONS |
|---|---|
| **1) Special Resolution** Initial Public Offer by Au Financiers (India) Limited | Special Resolution pursuant to Section 28 and other applicable provisions, if any, of the Companies Act 2013, to offer and allot / transfer the equity shares of the company of face value Rs. 10/- each out of the issued and paid-up share capital of the company by way of offer for sale by certain of its existing equity shareholders of the company. |
| **2) Special Resolution** Approval for adoption of New Set of Articles of Association of the Company | Special Resolution under Section 5 and other applicable provisions, if any, of the Companies Act 2013 and Companies (Incorporation) Rules, 2014, to adopt new set of Articles of Association of the Company to the entire exclusion of the existing set of Articles of Association of the Company. |
| **3) Special Resolution** Approval for amendment of Clause I of the Memorandum of Association of the Company | Special Resolution under Section 13 of the Companies Act 2013, to alter Clause I of the Memorandum of Association of the Company, relating to the name clause. |
| **4) Special Resolution** Approval for amendment of Clause III of the Memorandum of Association of the Company | Special Resolution under Section 13 and other applicable provisions, if any, of the Companies Act 2013, to alter Clause III of the Memorandum of Association relating to the objects of the company. |
| **5) Special Resolution** Approval for increase in aggregate investment limit of foreign portfolio investors | Special Resolution under applicable provisions of the Companies Act, 2013, Foreign Exchange Management Act, 1999, Foreign Exchange Management Regulations, 2000 to increase the aggregate investment limit on total holdings of eligible portfolio investors from 25% to 49% of the issued and paid-up equity capital of the Company. |
| **6) Special Resolution** Approval for amendment in Employee Stock Option Plan 2015- PLAN A & PLAN B | Special Resolution under section 62 read with other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI Regulations, to amend the Employee Stock Option Scheme, 2015, PLAN A & PLAN B ("ESOP 2015"). |

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| | |
|---|---|
| **7) Special Resolution** Approval for amendment in Employee Stock Option Plan 2016 | Special Resolution under section 62 read with other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and debentures) Rules, 2014, SEBI Regulations to amend the Employee Stock Option Scheme, 2016 ("ESOP 2016"). |
| **8) Special Resolution** Approval for use of trust route for implementation of Employee Stock Option Plan 2015 and secondary acquisition of the company shares by the trust. | Special Resolution under section 62 read with other applicable provisions if any, of Companies Act, 2013 to acquire, hold, deal in such number of Equity shares of the Company acquired from Secondary Market through Au Financiers Employee Welfare Trust with Equity shares of face value 10/- each. |
| **9) Special Resolution** Approval for use of trust route for implementation of Employee Stock Option Plan 2016 and secondary acquisition of the company shares by the trust. | Special Resolution under section 62 read with other applicable provisions of Companies Act, 2013 to acquire, hold, deal in such number of Equity shares of the Company acquired from Secondary Market through Au Financiers Employee Welfare Trust with Equity shares of face value 10/- each. |

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

1) That the Postal Ballot Notice dated December 20, 2016, under section 101 of the Companies Act, 2013 was dispatched to all shareholders i.e. 228 (Two Hundred and Twenty Eight) as on cut-off date by means of E-mail on or before December 23, 2016.

2) As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the company on December 24, 2016 in "The Financial Express", English newspaper in English language and in "Punjab Kesari" vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot and e-voting Notice, by means of E-mail to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period commenced from Saturday, December 24, 2016 at 09:00 a.m. and concluded on Sunday, January 22, 2017 at 5.00 p.m. The data was scrutinized by me for verification of votes cast in favour and against the resolution. I have downloaded the data of remote E-voting after the E-voting module was disabled by NSDL e-voting platform on January 22, 2017 at 5.00 p.m.

4) I have received nil Postal Ballot Forms from the shareholders during the period starting from Saturday, December 24, 2016 at 09:00 a.m. and ended on Sunday, January 22, 2017 at 5.00 p.m.

5) The total number of fully paid up shares of the company outstanding as on Friday, December 16, 2016 were 27,43,50,906. As on cut-off date, out of 228 (Two Hundred and Twenty Eight) shareholders, 25 (Twenty Five) shareholders have exercised their votes through remote e-voting and nil shareholder has exercised their vote through Postal Ballot.

The details of results for the items placed for consideration by the members are given below:

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

**Item No 1: Special Resolution for Initial Public Offer by Au Financiers (India) Limited.**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 25 | 24,14,05,254 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 25 | 24,14,05,254 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 25 | 24,14,05,254 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| **Promoter/Public** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of votes polled on outstanding shares (3)=[(2)/(1)]*100** | **No. of votes in Favour (4)** | **No. of Votes against (5)** | **% of votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of votes against on votes polled (7)=[(5)/(2)]*100** |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 8,58,73,926 | 100 | 8,58,73,926 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **24,14,05,254** | **87.99** | **24,14,05,254** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 1 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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**Item No 2: Special Resolution for Approval for adoption of New Set of Articles of Association of the Company**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 25 | 24,14,05,254 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 25 | 24,14,05,254 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 25 | 24,14,05,254 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 8,58,73,926 | 100 | 8,58,73,926 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **24,14,05,254** | **87.99** | **24,14,05,254** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 2 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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**Item No 3: Special Resolution for Approval for amendment of Clause I of the Memorandum of Association of the Company**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 25 | 24,14,05,254 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 25 | 24,14,05,254 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 25 | 24,14,05,254 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| **Promoter/Public** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of votes polled on outstanding shares (3)=[(2)/(1)]*100** | **No. of votes in Favour (4)** | **No. of Votes against (5)** | **% of votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of votes against on votes polled (7)=[(5)/(2)]*100** |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 8,58,73,926 | 100 | 8,58,73,926 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **24,14,05,254** | **87.99** | **24,14,05,254** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 3 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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**Item No 4: Special Resolution for Approval amendment of Clause III of the Memorandum of Association of the Company**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 25 | 24,14,05,254 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 25 | 24,14,05,254 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 25 | 24,14,05,254 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| **Promoter/Public** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of votes polled on outstanding shares (3)=[(2)/(1)]*100** | **No. of votes in Favour (4)** | **No. of Votes against (5)** | **% of votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of votes against on votes polled (7)=[(5)/(2)]*100** |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 8,58,73,926 | 100 | 8,58,73,926 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **24,14,05,254** | **87.99** | **24,14,05,254** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 4 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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**Item No 5: Special Resolution for Approval for increase in aggregate investment limit of foreign portfolio investors**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 25 | 24,14,05,254 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 25 | 24,14,05,254 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 25 | 24,14,05,254 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 8,58,73,926 | 100 | 8,58,73,926 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **24,14,05,254** | **87.99** | **24,14,05,254** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 5 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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**Item No 6: Special Resolution for Approval for amendment in Employee Stock Option Plan 2015- Plan A & Plan B**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 24 | 23,32,85,484 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 24 | 23,32,85,484 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 24 | 23,32,85,484 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 7,77,54,156 | 90.54 | 7,77,54,156 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **23,32,85,484** | **85.03** | **23,32,85,484** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 6 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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## COMPANY SECRETARY

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**Item No 7: Special Resolution for Approval for amendment in Employee Stock Option Plan 2016**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 25 | 24,14,05,254 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 25 | 24,14,05,254 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 25 | 24,14,05,254 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| **Promoter/Public** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of votes polled on outstanding shares (3)=[(2)/(1)]*100** | **No. of votes in Favour (4)** | **No. of Votes against (5)** | **% of votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of votes against on votes polled (7)=[(5)/(2)]*100** |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 8,58,73,926 | 100 | 8,58,73,926 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **24,14,05,254** | **87.99** | **24,14,05,254** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 7 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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

**( 2370 954; 93145 04821(M)** **E-mail: cs@vmandaonline.com**
**403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.**
**"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.**

**Item No 8: Special Resolution for Approval for use of trust route for implementation of Employee Stock Option Plan 2015 and secondary acquisition of the company shares by the trust.**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 25 | 24,14,05,254 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 25 | 24,14,05,254 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 25 | 24,14,05,254 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| **Promoter/Public** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of votes polled on outstanding shares (3)=[(2)/(1)]*100** | **No. of votes in Favour (4)** | **No. of Votes against (5)** | **% of votes in favour on votes polled (6)=[(4)/(2)]*100** | **% of votes against on votes polled (7)=[(5)/(2)]*100** |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 8,58,73,926 | 100 | 8,58,73,926 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **24,14,05,254** | **87.99** | **24,14,05,254** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 8 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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

**( 2370 954; 93145 04821(M)** **E-mail: cs@vmandaonline.com**
**403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.**
**"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.**

**Item No 9: Special Resolution for Approval for use of trust route for implementation of Employee Stock Option Plan 2016 and secondary acquisition of the company shares by the trust.**

| | | | |
|---|---|---|---|
| Total No. of Shareholders | 228 | | |
| Total No. of Shares | 27,43,50,906 | | |
| Receipt of postal Ballot Forms/e-voting | From December 24, 2016 to January 22, 2017 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 25 | 24,14,05,254 |
| Total Votes cast through Postal Ballot forms received | B | 0 | 0 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 25 | 24,14,05,254 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 25 | 24,14,05,254 |

**NOTES:**
(i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

**SUMMARY OF POSTAL BALLOT**

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter group | 8,58,73,926 | 8,58,73,926 | 100 | 8,58,73,926 | 0 | 100 | 0 |
| Public institutional holders | 4,57,57,086 | 3,70,32,630 | 80.93 | 3,70,32,630 | 0 | 100 | 0 |
| Public-others | 14,27,19,894 | 11,84,98,698 | 83.03 | 11,84,98,698 | 0 | 100 | 0 |
| **Total** | **27,43,50,906** | **24,14,05,254** | **87.99** | **24,14,05,254** | **0** | **100** | **0.00** |

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

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 9 in the notice of postal ballot dated December 20, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. January 22, 2017.

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

**( 2370 954; 93145 04821(M)** **E-mail: cs@vmandaonline.com**
**403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.**
**"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.**

I further report that as per the Postal Ballot Notice dated December 20, 2016 and the Board Resolution dated December 20, 2016, the Managing Director / Company Secretary may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred therein. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.aufin.in and on the website of NSDL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchange(s).

The register of postal ballot received till the close of the working hours of the last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the shareholders, total holding and the nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and mode of voting (postal ballot or e-voting both) in respect of the Resolutions has been maintained.

I further report that the Company has duly complied with Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended) regarding procedure to be followed for conducting business through postal ballot. I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them are in my safe custody which will be handed over to the Managing Director of the Company after he approves and signs the minutes.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully, **FOR Au FINANCIERS (INDIA) LIMITED**

**Sd/-**
**CS Manoj Maheshwari**
**Scrutinizer**
**FCS: 3355**
**C.P. No.: 1971**

**Sd/-**
**Sanjay Agarwal**
**Managing Director**
**DIN: 00009526**

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