

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF **Au HOUSING FINANCE LIMITED** WILL BE HELD AT 10.00 A.M, ON FRIDAY, 24TH DAY OF JUNE AT 10.00 AT "BOARD ROOM" 201-202, 2ND FLOOR, SOUTHEND SQAURE, MANSAROVAR INDUSTRIAL AREA, JAIPUR-302020, TO TRANSACT THE FOLLOWING AGENDA ITEMS OF SPECIAL BUSINESSES

SPECIAL BUSINESSES

1. ADOPTION OF RESTATED 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 all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and pursuant to the share purchase agreement dated 5th February, 2016 ("**Share Purchase Agreement**") entered into amongst Lake District Holdings Limited, Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1, Partners Group Private Equity Master Fund LLC, Partners Group ESCL Limited (collectively, "**Acquirers**") and Au Financiers (India) Limited, consent of the members be and is hereby accorded, by way of special resolution, to repeal the existing Articles of Association of the Company and substitute them with the restated Articles of Association of the Company which be and is hereby specifically approved, acceptable to the Acquirers, which was placed before the shareholders and initialled by the Chairman for identification purposes.

RESOLVED FURTHER THAT the Company does hereby adopt the restated Articles of Association in place of the existing Articles of Association of the Company, in accordance with the provisions of the Section 14 of the Companies Act, 2013.

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable or expedient for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of all the above resolution be delivered under the signature of any one of the Directors or by the Company Secretary of the Company to any of the Acquirers for their record or to any third party as and when requested."

2. ADOPTION OF RESTATED MEMORANDUM 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 Section 13 of the Companies Act, 2013, read with its applicable rules and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), amendments or re-enactments thereof for the time being in force) and pursuant to the share purchase agreement dated 5th February, 2016 ("**Share Purchase Agreement**") entered into amongst Lake District Holdings Limited, Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1, Partners Group Private Equity Master Fund LLC, Partners Group ESCL Limited (collectively, "**Acquirers**") and Au Financiers (India) Limited, consent of the members be and is hereby accorded, by way of special resolution, to amend and restate the existing Memorandum of Association of the Company and adopt the amended and restated Memorandum of

Au HOUSING FINANCE LIMITED

CIN No. U65922RJ2011PLC034297

Regd. & Corp. Office : 201-202, 2nd Floor, Southend Square, Mansarovar Industrial Area, Jaipur-302020

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Website: www.auhfin.in

Association of the Company, acceptable to the Acquirers, which was placed before the board of directors and initialled by the Chairman for identification purposes.

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable or expedient for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of all the above resolution be delivered under the signature of any one of the Directors or by the Company Secretary of the Company to any of the Acquirers for their record or to any third party as and when requested."

3. APPOINTMENT OF MRS. KALPANA IYER, AS WOMAN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY FOR A PERIOD OF 5 YEARS, WITH EFFECT FROM 23RD JUNE, 2016

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force), and in pursuance of MCA General Circular No.14/2014 dated 09th June, 2014, Mrs. Kalpanalyer (DIN: 01874130), who has submitted consent to act as director and a declaration that she meets the criteria of independence under section 149(6) of the Act, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mrs. Kalpanalyer for the office of Director, consent of the members be and is hereby accorded to appoint Mrs. Kalpanalyer, as Women Independent (Non-Executive) Director, of the Company, with effect from 23rd June, 2016, for a period of 5 years, at a remuneration, excluding out of pocket and other expenses incidental thereto, as may be decided by the Board of Directors of the company, in consultation with Mrs. Kalpanalyer.

RESOLVED FURTHER THAT Board of Directors of the company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be necessary for the appointment of Mrs. Kalpanalyer, as Women Independent (Non-Executive) Director of the Company and file necessary e-forms with the ROC in this regard and take all such steps and action to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified true copy of all the above resolution be delivered under the signature of any one of the Directors or by the Company Secretary of the Company to any of the Acquirers for their record or to any third party as and when requested."

4. REGULARIZATION OF APPOINTMENT OF MR. NISHANT SHARMA AS INVESTOR NOMINEE DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and other applicable provisions of the Companies Act, 2013, read with its applicable rules and Articles of Association of the Company, Mr. Nishant Sharma (holding DIN: 03117012) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 23rd June, 2016 and who holds office up to the date of next General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of

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director, be and is hereby appointed as the Nominee (Non-Executive) Director of the Company (Representing Lake District Holdings Limited and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1, collectively be referred to as “Kedaara”), who shall liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the company be and are hereby severally authorized to do all acts, deeds and things which are necessary for the appointment of Mr. Nishant Sharma as Nominee (Non-Executive) Director of the Company, and file necessary e-forms with Registrar of Companies in this regard and take all steps and actions, as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THATa certified true copy of all the above resolution be delivered under the signature of any one of the Directors or by the Company Secretary of the Company to any of the Acquirers for their record or to any third party as and when requested.”

5. REGULARIZATION OF APPOINTMENT OF MR. MANAS TANDON AS INVESTOR NOMINEE DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and other applicable provisions of the Companies Act, 2013, read with its applicable rules and Articles of Association of the Company, Mr. Manas Tandon (holding DIN: 05254602) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 23rd June, 2016 and who holds office up to the date of next General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of director, be and is hereby appointed as the Nominee (Non-Executive) Director of the Company (Representing Partners Group Private Equity Master Fund LLC and Partners Group ESCL Limited, collectively be referred to as “Partners Group”), who shall liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the company be and are hereby severally authorized to do all acts, deeds and things which are necessary for the appointment of Mr. Manas Tandon as Nominee (Non-Executive) Director of the Company, and file necessary e-forms with Registrar of Companies in this regard and take all steps and actions, as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THATa certified true copy of all the above resolution be delivered under the signature of any one of the Directors or by the Company Secretary of the Company to any of the Acquirers for their record or to any third party as and when requested.”

**PLACE: JAIPUR
23.06.2016**

**BY THE ORDER OF THE BOARD
DATE:
FOR Au HOUSING FINANCE LIMITED**

**Sd/-
SHARAD PATHAK
COMPANY SECRETARY**

Au HOUSING FINANCE LIMITED

CIN No. U65922RJ2011PLC034297

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NOTES:

- A) A member entitled to attend and vote at the extra ordinary general meeting (meeting) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
- B) Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a 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.
- C) The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting.
- D) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item Nos. 1 to 5 is annexed hereto .
- E) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays.
- F) Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting on their behalf.
- G) Members/proxies should bring the attendance slip duly filled in for attending the Meeting. Members holding shares in physical form are requested to write their folio number in the attendances slip and hand it over at the entrance of the meeting hall.
- H) In case you have any query relating to the matters to be transacted, you are requested to send the same at the Registered Office of the Company before the commencement of Meeting so that the information can be made available at the meeting.

**PLACE: JAIPUR
23.06.2016**

**BY THE ORDER OF THE BOARD
DATE: 23.06.2016
FOR Au HOUSING FINANCE LIMITED**

**Sd/-
SHARAD PATHAK
COMPANY SECRETARY**

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

Au Financiers (India) Limited (“**Au Financiers**”), holding company of Au Housing Finance Limited (“**Company**”) has pursuant to the share purchase agreement dated 5th February, 2016 (“**Share Purchase Agreement**”) entered into amongst Lake District Holdings Limited, Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1, Partners Group Private Equity Master Fund LLC, Partners Group ESCL Limited (collectively, “**Acquirers**”) and Au Financiers, has agreed to sell and transfer 89.86% of its stake i.e. [38,483,334 equity shares] held by it in the Company to the Acquirers and in terms of the said Share Purchase Agreement, the Memorandum of Association and the Articles of Association of the Company are required to be amended and restated in a form agreeable to the Acquirers.

Furthermore the existing Memorandum and Articles of Association (“**MOA & AOA**”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

In view of above, Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013 along with the MOA of the company as acceptable to the Acquirers.

Consent of the shareholders by way of a Special Resolution is required in this regard thus Board recommends the resolution as set out in the Notice for your approval of members as 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 resolutions.

The copy of current and altered Memorandum of Association and Articles of Association is available for inspection at the registered office of the company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays.

ITEM NO. 3

Second proviso to Section 149 of the Companies Act, 2013, read with its Rule 3 of Appointment and Qualifications of Directors rules, provides that every listed public company shall have at least one woman Director on its Board.

As the company is listed entity in terms listing of its Non-Convertible Debentures on Bombay stock exchange, therefore the aforesaid provision is being applicable to the company and in order to bring better corporate governance, transparency and effectiveness of “**Board**” it is thought prudent to appoint Independent women director.

Pursuant to Section 160 of the Companies Act, 2013, the company has received notice in writing from a member for appointment of Mrs. Kalpana Iyer, as Women Independent (Non-Executive) Director on the Board of the company.

The application received, was accompanied with the relevant documents declaring that, if appointed, she shall be considered independent for the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under.

Brief profile of Mrs. Kalpana Iyer is given below:

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Mrs. Kalpana Iyer is the former director of Positron Advisory Services. She was also the Sr. Vice President at Citibank where she was in charge of the new initiative in retail banking- women's banking, with the aim to structure products, services and delivery of banking products to cater specifically at women customers. In addition, she also headed the microfinance initiative for consumer banking.

Mrs. Kalpana Iyer has over 24 years of experience in retail banking and finance sector having a wide array of skill sets. She is presently working as a management consultant at IncValue Advisors Pvt Ltd. She is a Bachelor in Commerce and a Chartered Accountant.

The Board has undertaken due diligence of aforesaid persons to determine her eligibility for appointment as Independent Director on the Board, based upon her qualification, expertise, track record integrity etc. and hence recommended her appointment to the shareholders for a period of five years, with effect from 23rd June, 2016.

Further ***"In the opinion of the Board, the woman independent director proposed to be appointed fulfills the conditions specified in the Act and the rules made there under and that the proposed director is independent of management."***

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company except Mrs. Kalpana Iyer may be deemed to be concerned or interested in the said resolution.

Your Directors recommend to pass the above said resolution as ordinary resolution.

ITEM NO. 4

Pursuant to the Clause 4.2 (b) of share holders agreement dated 5th February, 2016 ("**Share Holders Agreement**") entered into amongst Lake District Holdings Limited, Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1, Partners Group Private Equity Master Fund LLC, Partners Group ESCL Limited (collectively, "Acquirers"), Au Financiers (India) Limited ("**Au Financiers**") and Au Housing Finance Limited ("**the company**"), company is required to appoint the certain numbers of Nominee (Non-Executive) Directors as nominated by the Acquirers on their behalf in composition of Board.

Mr. Nishant Sharma (holding DIN: 03117012) who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 23rd June, 2016 who holds office up to the date of this General Meeting of the Company and is eligible for appointment as a Director.

Mr. Nishant Sharma (representing Lake District Holdings Limited and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1, collectively be referred to as "**Kedaara**") is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Nishant Sharma is given below:

Nishant Sharma is a Co-Founder & Managing Director of Kedaara Capital Advisors LLP, an investment advisory firm focused on India.

Prior to Kedaara Mr. Nishant Sharma has served as a Principal at the global private equity firm, General Atlantic, which he joined in 2006. He was a senior member of the India investment team. He has over 10 years of investment advisory experience across financial services (including banking & finance), consumer, information technology and healthcare. He co-led GA's investments in IndusInd Bank, Jubilant Life sciences, IBS Software and Cyient. Previously, he has worked

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with McKinsey and Company, and the Bill and Melinda Gates Foundation. Mr. Nishant Sharma holds an MBA from the Harvard Business School, and a Masters and Bachelors in Biochemical Engineering and Biotechnology from Indian Institute of Technology, Delhi.

Therefore the Board recommends the resolution in relation to appointment of Mr. Nishant Sharma as the Nominee (Non-Executive) Director of the Company (representing Lake District Holdings Limited and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1), for the approval by the shareholders of the Company.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel/of the Company except Mr. Nishant Sharma may be deemed to be concerned or interested in the said resolution.

ITEM NO. 5

Pursuant to the Clause 4.2 (b) of share holders agreement dated 5th February, 2016 (“**Share Holders Agreement**”) entered into amongst Lake District Holdings Limited, Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1, Partners Group Private Equity Master Fund LLC, Partners Group ESCL Limited (collectively, “Acquirers”), Au Financiers (India) Limited (“**Au Financiers**”) and Au Housing Finance Limited (“**the company**”), company is required to appoint the certain numbers of Nominee (Non-Executive) Directors as nominated by the Acquirers on their behalf in composition of Board.

Mr. Manas Tandon (holding DIN: 05254602) who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 23rd June, 2016 who holds office up to the date of this General Meeting of the Company and is eligible for appointment as a Director.

Mr. Manas Tandon (holding DIN: 05254602) (Representing Partners Group Private Equity Master Fund LLC and Partners Group ESCL Limited) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Manas Tandon is given below:

Mr. Manas Tandon is Head of Partners Group's Mumbai office and part of the Asian Private Equity business unit. He has 18 years of industry experience. Prior to joining Partners Group, he worked at TPG, Matrix Partners and Cisco Systems. He holds an MBA in finance from the Wharton School of the University of Pennsylvania. He is a member of the Mumbai chapter of the Entrepreneurs' Organization.

Therefore the Board recommends the resolution in relation to appointment of Mr. Vivek Vig as the Nominee (Non-Executive) Director of the Company (Representing Partners Group Private Equity Master Fund LLC and Partners Group ESCL Limited, collectively be referred to as “**Partners Group**”), for the approval by the shareholders of the Company.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel/of the Company except Mr. Manas Tandon may be deemed to be concerned or interested in the said resolution.

**PLACE: JAIPUR
23.06.2016**

**BY THE ORDER OF THE BOARD
DATE: 23.06.2016
FOR Au HOUSING FINANCE LIMITED**

**Sd/-
SHARAD PATHAK
COMPANY SECRETARY**

Au HOUSING FINANCE LIMITED

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Au HOUSING FINANCE LIMITED
Regd. Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur-302001
www.auhfin.in
CIN: U65922RJ2011PLC034297
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]

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

I/We, being the member(s) of Au HOUSING FINANCE LIMITED, holding _____ no. of shares of the above named company, hereby appoint

- | | |
|------------------|---------------------------------|
| 1. Name: _____ | Address: _____ |
| E-mail ID: _____ | Signature _____, or failing him |
| 2. Name: _____ | Address: _____, or failing him |
| E-mail ID: _____ | Signature _____ |
| 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 16th Extra Ordinary General Meeting of the company, to be held on 24th day of June, 2016 at 10:00 a.m. at the registered office of the Company at 201-202, 2nd Floor, Southend Square, Mansarovar Industrial Area, Jaipur-302020 and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.:

1.....2.....3.....4.....5.....

Signed this _____ day of _____ 2016
 Signature of shareholder

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

----- Cut Here -----

Au HOUSING FINANCE LIMITED
Regd. Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur-302001
www.auhfin.in
CIN: U65922RJ2011PLC034297
 ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)
 16th Extra Ordinary General Meeting 24Th day of June, 2016

I hereby record my presence at the 16th EXTRA ORDINARY GENERAL MEETING of the Company at the registered office of the Company at 201-202, 2nd Floor, Southend Square, Mansarovar Industrial Area, Jaipur-302020 on Friday 24th day of June, 2016 at 10:00 a.m.

Full name of the member (In BLOCK LETTERS):
 Folio No. No. of Shares held.....
 Full name of proxy (In BLOCK LETTERS):
 Member's/Proxy's Signature:

Au HOUSING FINANCE LIMITED

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