

AUSFB/SEC/2018-19/94

Date: 21st May, 2018

To,

Listing Department National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra Symbol: AUBANK	Department of Corporate Services, The Bombay Stock Exchange Limited, Phiroz Jeejee bhoy Towers, Dalal Street, Mumbai 400001, Maharashtra Scrip Code: 540611
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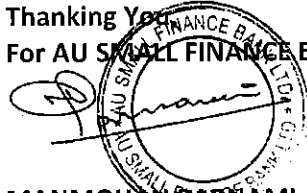
Dear Sir,

Sub: Intimation under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Notice of Extra Ordinary General Meeting ("EOGM") of AU Small Finance Bank Limited

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed notice of the 1st Extra Ordinary General Meeting – 2018-19 of the Bank to be held on Friday, 15th June, 2018 at 4.00 PM at Bank House, Mile 0, Ajmer Road, Jaipur., Rajasthan – 302001.

This is for your information and record.

Thanking You,
For AU SMALL FINANCE BANK LIMITED



MANMOHAN PARNAMI
COMPANY SECRETARY AND COMPLIANCE OFFICER

Registered Office
AU SMALL FINANCE BANK LIMITED
19-A Dhuleshwar Garden, Ajmer Road,
Jaipur - 302001, Rajasthan, India
Phone: +91 141 4110060/61, Fax: +91 141 4110090
CIN: L36911RJ1996PLC011381
Formerly known as Au Financiers (India) Limited

info@aubank.in | www.aubank.in



AU SMALL FINANCE BANK LIMITED

(formerly known as Au Financiers (India) Limited)

Regd. Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur- 302001, Rajasthan, India

CIN: L36911RJ1996PLC011381

E-mail: investorrelations@aubank.in | **Website:** www.aubank.in

Phone: +91 141-4110060

Fax: +91 141-4110090

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that 1st /2018-19 Extraordinary General Meeting of the members of **AU SMALL FINANCE BANK LIMITED (the “Bank” or “Company”)** will be held on Friday, 15th June 2018 at 04:00 PM at Bank House, Mile 0, Ajmer Road, Jaipur - 302001 to transact the following Business:

SPECIAL BUSINESS:

ITEM 1: ISSUANCE OF EQUITY SHARES AND CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

To consider, and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the **Companies Act, 2013** read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Banking Regulation Act, 1949 read with the applicable rules made thereunder, if any and the enabling provisions of the Memorandum of Association and Articles of Association of the Bank, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”), the provisions of the Foreign Exchange Management Act, 1999, (the “**FEMA**”) (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s)/ amendments thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India (the “**GOI**”), the Securities and Exchange Board of India (the “**SEBI**”), The Reserve Bank of India (the “**RBI**”), the Ministry of Corporate Affairs (the “**MCA**”) and the Stock Exchanges where the shares of the Bank are listed (BSE Limited, National Stock Exchange of India Limited) and subject to the receipt of requisite approvals, consents, permissions and/or sanctions, if any, from any other appropriate statutory/regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Bank (the “**Board**”), which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred hereunder) the consent of the Members of the Bank be and is hereby accorded to the Board to create, offer, issue and allot, on a preferential basis, up to:

1. 43,30,441 Equity Shares of face value of Rupees 10/- (Rupees Ten Only) each (“**Equity Shares**”) of the Bank, fully paid-up for cash, at an issue price of Rs. 692.77/- (including premium of Rs. 682.77/-) per Equity Share, aggregating to an amount of Rupees 299,99,99,612 (Rupees Two Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Nine Thousand Six Hundred and Twelve) determined in accordance with the relevant provisions of Chapter VII of the SEBI ICDR Regulations as on the Relevant Date (as defined below), to Camas Investments Pte. Ltd. (also referred as “**Investor**” or “**allottee**”) as a Non-promoter, on such other terms and conditions, as may be approved by the Board;
2. 1,01,04,364 Convertible Warrants to Investor carrying a right to the convertible warrant holder, to apply for, get issued and allotted 1 (one) equity share of the Bank of the face value of Rupees 10/- (Rupees Ten) each (for every Convertible Warrant), for cash, in one or more tranches, at a price of Rupees 692.77/- (including premium of Rupees 682.77/-), aggregating to an amount of Rupees 700,00,00,249 (Rupees Seven Hundred Crore and Two Hundred Forty Nine) (“**Warrants Subscription Consideration**”)

within a period of 18 months from the date of allotment of Convertible Warrants as determined in accordance with the relevant provisions of Chapter VII of the SEBI ICDR Regulations as on the Relevant Date (as defined below) to Investor as a Non-Promoter, on such other terms and conditions, as may be approved by the Board.

RESOLVED FURTHER THAT the Relevant Date, as per the relevant provisions of Chapter VII of the SEBI ICDR Regulations, for determination of the said issue price of Equity Shares and Convertible Warrants is Wednesday, 16th May 2018 (the “**Relevant Date**”) i.e., 30 days prior to the date of this Extraordinary General Meeting to be held on Friday, 15th June 2018. The issue price of Rs. 692.77 (Rupees Six Hundred Ninety two and Seventy seven Paise) for each Equity Share and Convertible Warrant is determined in accordance with the relevant provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares and the resultant Equity Shares to be allotted on conversion of Convertible Warrants shall rank pari passu with the existing Equity Shares of the Bank in all respects (including with respect to dividend and voting powers) and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Bank.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- a) The Investor shall be required to bring in 100% of the consideration for the Equity Shares to be allotted by the Bank on or before the date of allotment thereof.
- b) The said consideration for allotment of Equity Shares shall be received from the bank accounts of allottee.
- c) The Equity Shares to be allotted to Investor shall be under lock-in for such period as prescribed under the SEBI ICDR Regulations and the Equity Shares so issued and allotted will be listed subject to the receipt of necessary regulatory and statutory permissions.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this resolution. Where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity Shares shall be made only in dematerialized form.

RESOLVED FURTHER THAT the aforesaid issue of Convertible Warrants, shall be subject to the following terms and conditions:

- a) The Convertible Warrants to be offered, issued and allotted shall be subject to the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company
- b) An amount equivalent to at least 25% (Twenty Five per cent) of the Warrants Subscription Consideration, shall become payable on or before the date of allotment of the Convertible Warrants and the balance 75% (Seventy Five per cent) of the Warrants Subscription Consideration shall be paid at the time of exercise of the Convertible Warrants by Investor pursuant to which Investor shall be issued and allotted Equity Shares (in the ratio of one (1) Equity Shares of Rupees 10/- (Rupees Ten only) each of the Bank for one (1) Convertible Warrant. The amount paid against the allotment of Convertible Warrants shall be adjusted against the Total Warrants Subscription Consideration payable for the resultant equity shares issued on conversion of the Convertible Warrants. The said consideration shall be received from the bank account of allottee.
- c) The Warrant Holder(s) shall be entitled to exercise the option of conversion of any or all of the Convertible Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Convertible Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder(s);

- d) In the event that the Company completes any form of capital restructuring prior to the conversion of the Convertible Warrants, then the number of Equity Shares that each Convertible Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, such that the Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- e) Upon exercise by Warrant Holder the option of conversion of any or all of the Convertible Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
- f) The Convertible Warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company;
- g) In the event Investor does not exercise Convertible Warrants within 18 (eighteen) months from the date of allotment, the Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Bank.
- h) The Convertible Warrants shall be converted in 1 (one) or more tranche. Investor shall be entitled to exercise any or all of the Convertible Warrants by issuance of a written notice to the Company ("**Exercise Notice**") no later than 15 (fifteen) days prior to the expiry of the 18 Months. The Exercise Notice shall set out the number of Convertible Warrants proposed to be exercised by Investor together with the aggregate amount payable to the Bank.
- i) The Convertible Warrants and Equity Shares allotted pursuant to conversion of such Convertible Warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve the terms and conditions of the issue of above Equity shares and Convertible Warrants or to vary, modify or alter any of the terms and conditions, including size of the issue, as it may in its sole and absolute discretion deem fit and expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares and Convertible Warrants, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or expedient including application to the Stock Exchange(s) for obtaining in-principle approval, for listing of Equity Shares, filing of requisite documents/making declarations with the MCA, RBI, SEBI or filing necessary e-forms with registrar of companies or to give intimation/ filing/submission to/with Stock Exchange(s) or Depositories or Registrar and Share Transfer Agent or any other regulatory authorities in the manner as prescribed and any other statutory authority including filing of form FC-GPR, and any other deed, document, declaration as may be required under the applicable laws, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares and Convertible Warrants, utilisation of issue proceeds, signing of all deeds and documents, as may be required, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Bank and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and regulatory authorities and execution of any deeds and documents for and on behalf of the Bank and to represent the Bank before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, to give effect to the aforesaid resolution."

**By the order of the Board of Directors
For AU SMALL FINANCE BANK LIMITED**

**Place: Jaipur
Date: 19th May 2018**

**Manmohan Parnami
Company Secretary
ACS16586**

NOTES:

1. The relevant Explanatory Statement pursuant to the section 102 (1) of the Companies Act, 2013, in respect of the Special Business item as stated 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 BANK. PROXY FORM, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE FILLED, SIGNED, STAMPED AND DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to section 105 of 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 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (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.
4. 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.
5. Shareholder Queries: In case shareholder has any query, shareholder is requested to send the same to the Company Secretary at the Registered Office of the Bank at least three (3) days before the date of Extraordinary General Meeting so that the information can be made available at the meeting.
6. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
7. Attendance at the meeting will be regulated through the attendance slip and will be verified with the records maintained with the Bank. The Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the attendance slip to facilitate their identification at the meeting.
8. 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.
9. The Notice of Extra Ordinary General Meeting will be displayed on the website www.aubank.in of the Bank and at www.evoting.nsdl.com 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 Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. We, request you to register your email ID with your DP (in case of electronic shareholding) mentioning your demat account / Folio no(s), in case you have not updated the same till date.
10. 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 investorrelations@aubank.in
11. The route map of the venue of the Meeting is given in the Notice.

THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Bank is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting (referred as “EOGM”) by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extraordinary General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the Extraordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, 12th June 2018 (9:00 am) and ends on Thursday 14th June 2018 (5:00 pm). During this period, shareholders of the Bank, holding shares in dematerialized form, as on the cut-off date of Friday, 8th June 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. Bank has appointed Mr. Manoj Maheshwari, Practicing Company Secretary, (FCS 3355, CP 1971) Or failing him, Mr. Vikas Mehta, Practicing Company Secretary (ACS 28964, CP 12789) as the Scrutinizer to scrutinize the e-voting process & polling process in a fair and transparent manner.
- VI. A person who is not a member as on the cut-off date should treat this Notice of the EOGM for information purpose only.

- VII. The details of process and manner for remote e-voting are explained as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Instructions for E-Voting are as under:

Step 1

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of AU SMALL FINANCE BANK LIMITED – 108375 for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authorisation etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vmanda@gmail.com with a CC marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: investorrelations@aubank.in or contact at telephone no. 0141-4110060.
 - a. Polling papers will be available for shareholders at the venue of the general meeting and only those shareholders who have not exercised their right of voting through e-voting will be eligible for voting through Polling paper.
 - b. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date i.e. 8th June, 2018.
4. A person who has acquired shares & become a member of the company after the dispatch of notice of EOGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at evoting@nsdl.co.in. However, if the person is already registered with the NSDL for remote e-voting then the existing user ID & password can be used for casting vote
5. Documents referred to in this Notice and Statement setting out material facts in respect of the items set out in this Notice are open for inspection by the Members at the Registered Office of the Bank from 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, from the date hereof up to the date of the Meeting.

**By the order of the Board of Directors
For AU SMALL FINANCE BANK LIMITED**

**Place: Jaipur
Date: 19th May 2018**

**Manmohan Parnami
Company Secretary
ACS16586**

ANNEXURE TO NOTICE - STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

The following explanatory statement contains all material facts relating to the Special Business, as set out in this Notice.

Item No. 1

1. The Bank has witnessed and continues to expect a sustainable demand for credit in the Retail banking segment, Small and Mid-Corporate segment and other segments and to meet the capital requirement for expanding business, the bank is required to raise capital for sustained growth. The growth of the lending business, expansion of business verticals in terms of size, reach and to explore new digital and other initiatives, it is imperative that Bank remains well-capitalized, with a strong capital base. Given the current economic environment and regulatory framework, maintaining a higher level of Common Equity Tier I will reflect balance sheet's strength of the Bank.
2. The plan to raise capital is in line with Bank's desired capitalization level for strong recalibrated growth on the banking platform and for potentially attractive growth opportunities. Therefore, in order to continue to meet the capital requirement while supporting the growth plans, the Bank proposes to raise equity capital of Rupees 1,000 crores.
3. The Board of Directors at its meeting held on 19th May 2018, after considering the various sources for raising equity capital for the aforementioned purposes, deemed it appropriate to create, issue, offer and allot the following securities on a preferential basis:
 - a. 43,30,441 Equity Shares of face value of Rupees 10/- (Rupees Ten Only) each of the Bank, fully paid-up for cash, ("**Equity Shares**") at an issue price of Rupees 692.77/- (including premium of Rupees 682.77/-) per Equity Share, aggregating to an amount of Rupees 299,99,99,612 (Rupees Two Hundred, Ninety Nine Crore, Ninety Nine Lakhs, Ninety Nine Thousand, Six Hundred and Twelve) determined in accordance with the relevant provisions of Chapter VII of the SEBI ICDR Regulations as on the Relevant Date (as defined below), to Investor, as a Non-promoter, on such other terms and conditions, as may be approved by the Board;
 - b. 1,01,04,364 Convertible Warrants carrying a right to the convertible warrant holder to apply for, get issued and allotted one (1) Equity Share of the Bank of the face value of Rupees 10/- (Rupees Ten only) each (for every Convertible Warrant), for cash, at a price of Rupees 692.77/- (including premium of Rupees 682.77/-) per Equity Share, at aggregate amount of Rupees 700,00,00,249 (Rupees Seven Hundred Crore and Two Hundred Forty Nine Only), determined in accordance with the relevant provisions of Chapter VII of the SEBI ICDR Regulations as on the Relevant Date (as defined below), to Investor as a Non-Promoter, on such other terms and conditions, as may be approved by the Board;
4. Camas Investments Pte. Ltd. is an indirect wholly-owned subsidiary of Temasek Holdings (Private) Limited (referred as "**Temasek**"). Temasek is a globally diversified investment company headquartered in Singapore. Temasek has a long term investment horizon and because it invests from its own balance sheet, it is not constrained by 'fund life'. As an owner investor it has full flexibility to invest across different asset classes, geographies, or sectors. Its investment activities are guided by four investment themes and the long-term trends they represent – 1) Transforming Economies, 2) Growing Middle Income Population, 3) Deepening Comparative Advantages, 4) Emerging Champions. Its global portfolio spans a broad spectrum of industries: financial services; telecommunications, media & technology; transportation & industrials; consumer & real estate; life sciences & agribusiness; as well as energy & resources. As on 31st March 2017, its net portfolio value was S\$275 billion.

The following matters are contained in this Notice in accordance with the requirements of the relevant provisions of Chapter VII of the SEBI ICDR Regulations and the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debenture) Rules, 2014:

- a) **Objects of the Issue:** The objects of the issue have been covered in points 1 to 4 above.
- b) **Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer:**
The Promoters, the Directors and Key Managerial Personnel of the Bank do not intend to subscribe to this offer.
- c) **The total number of securities to be issued:**
1. 43,30,441 Equity Shares of face value of Rupees 10/- (Rupees Ten Only) each of the Bank, fully paid-up for cash, at an issue price of Rs. 692.77/- (including premium of Rs. 682.77/-) per Equity Share to Investor aggregating to Rupees 299,99,99,612 (Rupees Two Hundred Ninety-Nine Crore Ninety-Nine Lakhs Ninety Nine Thousand Six Hundred and Twelve); and
 2. 1,01,04,364 Convertible Warrants carrying a right to the Convertible Warrants holder to apply for, get issued and allotted 1 (one) Equity Share of the Bank of the face value of Rupees 10/- (Rupees Ten) each (for every Convertible Warrant), for cash, at a price of Rupees 692.77/- (including premium of Rupees 682.77/-) to Investor aggregating to Rupees 700,00,00,249 (Rupees Seven Hundred Crore and Two Hundred Forty Nine).
- d) **Issue Price and Relevant Date:** Securities shall be allotted at a price, of Rs. 692.77 per Equity Share/Convertible Warrant which is determined in accordance with the relevant provisions of Chapter VII of the SEBI ICDR Regulations considering the Relevant Date i.e. 16th May 2018 i.e. 30 days prior to the date of this Extraordinary General Meeting i.e. 15th June 2018.
- e) The shareholding pattern of the Bank before and after the preferential issue is presented below:

Sr. No.	Category	Pre-Allotment Shareholding as on 11th May 18		Post Allotment Shareholding (on allotment of Equity Shares)		Post Allotment Shareholding (on allotment of Equity Shares & conversion of Convertible Warrants)	
		No. of Shares	% w.r.t. total paid up capital	No. of Shares	% w.r.t. total paid up capital	No. of Shares	% w.r.t. total paid up capital
	Domestic Shareholders						
	Promoters						
	Promoters	8,64,50,670	30.26%	8,64,50,670	29.81%	8,64,50,670	28.80%
	Bodies Corporate	68,83,722	2.41%	68,83,722	2.37%	68,83,722	2.29%
	Relative of Promoters	93,912	0.03%	93,912	0.03%	93,912	0.03%
	Total Promoter	9,34,28,304	32.70%	9,34,28,304	32.21%	9,34,28,304	31.13%
	Non-Promoter						
	Individuals	3,37,55,244	11.81%	3,37,55,244	11.64%	3,37,55,244	11.25%
	Mutual Funds	1,63,36,263	5.72%	1,63,36,263	5.63%	1,63,36,263	5.44%
	Insurance Companies	1,26,81,602	4.44%	1,26,81,602	4.37%	1,26,81,602	4.23%
	Other Bodies Corporate	1,25,47,448	4.39%	1,25,47,448	4.33%	1,25,47,448	4.18%
	Alternate Investment	26,64,279	0.93%	26,64,279	0.92%	26,64,279	0.89%
	Hindu Undivided Family	4,96,551	0.17%	4,96,551	0.17%	4,96,551	0.17%
	Clearing Members	1,89,834	0.07%	1,89,834	0.07%	1,89,834	0.06%
	Banks / NBFC / FI	1,50,432	0.05%	1,50,432	0.05%	1,50,432	0.05%
	Trusts	55,181	0.02%	55,181	0.02%	55,181	0.02%
	Total Non-Promoter	7,88,76,834	27.61%	7,88,76,834	27.20%	7,88,76,834	26.28%
	Total Domestic Holding	17,23,05,138	60.31%	17,23,05,138	59.41%	17,23,05,138	57.41%
	Foreign Shareholders						
	Foreign Company	8,92,58,529	31.24%	8,92,58,529	30.78%	8,92,58,529	29.74%
	Foreign Portfolio Investors	2,34,24,178	8.20%	2,77,54,619	9.57%	3,78,58,983	12.61%
	Non-Resident Indians	5,00,526	0.18%	5,00,526	0.17%	5,00,526	0.17%
	Foreign Inst. Investor	2,15,249	0.08%	2,15,249	0.07%	2,15,249	0.07%
	Total Foreign Holding (2)	11,33,98,482	39.69%	11,77,28,923	40.59%	12,78,33,287	42.59%
	Total Shareholding (1+2)	28,57,03,620	100.00%	29,00,34,061	100.00%	30,01,38,425	100.00%

- f) **Proposed time within which the preferential allotment shall be completed:** The allotment of Equity Shares and Convertible Warrants shall be completed within stipulated timelines mentioned under SEBI ICDR guidelines Provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory/statutory authority, the allotment would be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- g) **The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Bank consequent to the preferential issue:**

Name of Proposed Allottee	Details of Allottee	Details of the Ultimate Beneficial Owner/Beneficial Ownership
Camas Investments Pte. Ltd.	Camas Investments Pte. Ltd. is a company incorporated in Singapore and registered as a foreign portfolio investor under SEBI (Foreign Portfolio Investors) Regulations 2014 (as amended) Category of investor: Non-Promoter	Camas Investments Pte. Ltd. is an indirect wholly-owned subsidiary of Temasek Holdings (Private) Limited. Note: Temasek Holdings (Private) Limited is a Singapore-based investment company that is wholly owned by the Singapore Ministry of Finance

The no. and percentage of pre and post preferential issue capital that may be held by them:

Proposed Allottee	Pre-Issue Holding %	No. of Equity shares proposed to be allotted (A)	No. of Convertible Warrants into equivalent no. of Equity Shares proposed to be allotted (B)	Total No. of Shares (A+B)	Post Issue Holding % (post conversion of all Convertible Warrants)
Camas Investments Pte. Ltd.	-	43,30,441	1,01,04,364	1,44,34,805	4.81%

- h) Lock-in Period:** Equity shares to be allotted on a preferential basis (including the Equity Shares issued and allotted upon conversion of Convertible Warrants) shall be subject to 'lock-in' for a period of 1 (one) year from the date of trading approval for such Equity Shares, in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- i)** There will be no change in the control or management of the Bank, as a result of the proposed preferential issue of Equity Shares and Convertible Warrants.
- j)** In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:
- a) It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottee.
- k)** The Bank is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchange(s) (the "**Listing Agreement**") where the Equity Shares of the Bank are listed.
- l)** Investor has represented that they have not sold any Equity Shares of the Bank during the 6 (six) months preceding the Relevant Date i.e., Wednesday, 16th May 2018.
- m)** In terms of the SEBI Listing Regulations and the Listing Agreement entered into by the Bank with the Stock Exchange(s) and in terms of Regulation 72 (1) (a) of the SEBI ICDR Regulations, approval of the Shareholders is being sought by way of a Special Resolution for issue of Equity Shares and Convertible Warrants on a preferential basis.
- n)** The certificate from M/s. S. R. Batliboi & Associates, LLP being the Statutory Auditors of the Bank certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be placed in the Extra ordinary general meeting and shall be available for inspection by the Members at the Registered Office of the Bank from 11:00 a.m. to 1:00 p.m. on all the working days except Saturdays, Sundays, Public Holidays and National Holidays, up to the date of the Extraordinary General Meeting.
- o)** The Bank has not made any preferential allotment of Equity Shares/Convertible Warrants during the year.
- p)** Neither the issuer nor its Promoters/Directors are wilful defaulters in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are interested in the passing of the Special Resolution as set out in Item No. 1 of this Notice except to the extent of their Shareholding respectively.

In terms of Sections 42, 62(1)(c) of the Companies Act, 2013 and applicable SEBI ICDR regulations, approval of the Members by way of a Special Resolution is required to issue Equity Shares and Convertible Warrants. Therefore, the Board recommends the passing of the resolution as set out in Item No. 1 by way of a Special Resolution.

**By the order of the Board of Directors
For AU SMALL FINANCE BANK LIMITED**

**Place: Jaipur
Date: 19th May 2018**

**Manmohan Parnami
Company Secretary
ACS16586**

AU SMALL FINANCE BANK LIMITED
(CIN: L36911RJ1996PLC011381)
Registered Office:
19-A, Dhuleshwar Garden, Ajmer Road
Jaipur – 302001, Rajasthan
Phone No.: 0141 4110060
Fax No.: +91 141-4110090
Email address: investorrelations@aubank.in



**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: **L36911RJ1996PLC011381**

Name of the Company: **AU Small Finance Bank Limited**

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

E-mail: investorrelations@aubank.in | Website: www.aubank.in

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

I/We, being the member(s) of AU Small Finance Bank Limited, holding _____ shares of the abovenamed Bank, 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.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st/2018- 19 Extra Ordinary General Meeting of the company, to be held on Friday, 15th June, 2018 at 04:00 PM at, Bank House, Mile 0, Ajmer Road, Jaipur – 302001, Rajasthan and at any adjournment thereof in respect of such resolutions as indicated below:-

S. No.	Resolution*	For	Against
1.	Issuance of Equity Shares and Convertible Warrants on Preferential Basis		

Signed this _____ day of _____ 2018

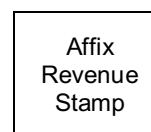
Signature of shareholder _____

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.**



ATTENDANCE SLIP

AU SMALL FINANCE BANK LIMITED

CIN: L36911RJ1996PLC011381

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

E-mail: investorrelations@aubank.in | Website: www.aubank.in

I hereby record my presence at the 1st/2018-19 Extra Ordinary General Meeting of AU Small Finance Bank Limited on Friday, 15th June 2018 at 04:00 pm at Bank House, Mile 0, Ajmer Road, Jaipur – 302001.

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

Name of Member.....

Name of Proxy Holder.....

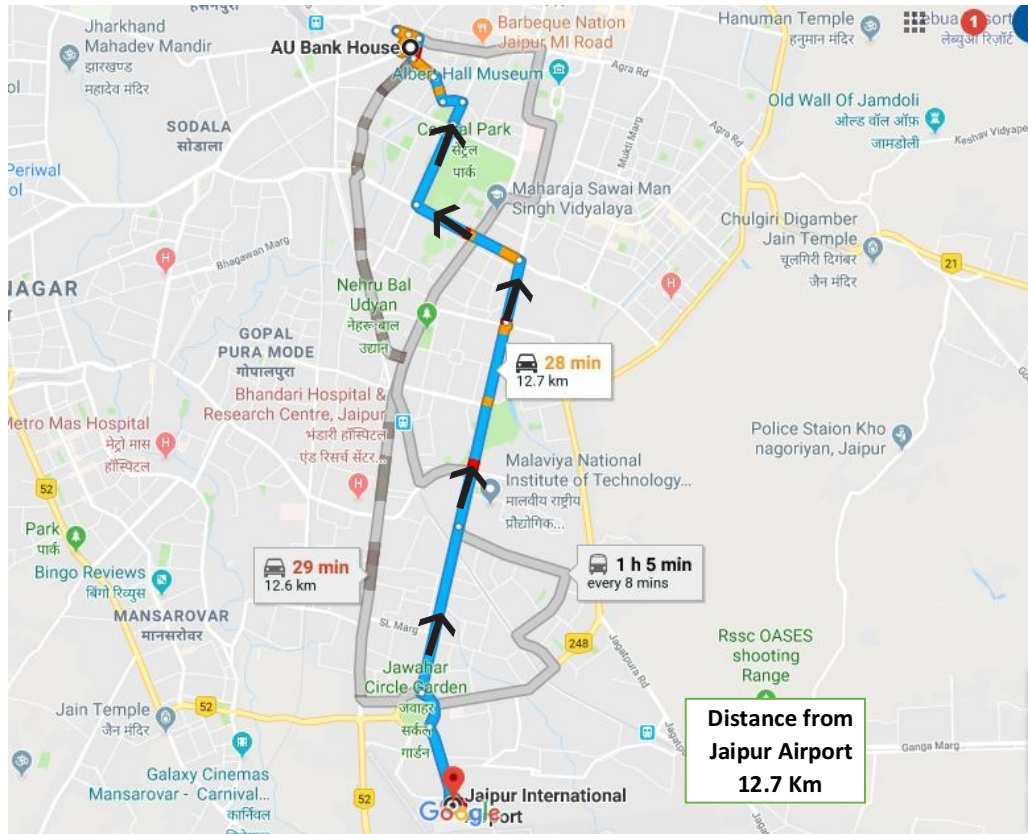
Number of Shares Held.....

**Signature of
Member/Proxy**

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

Route Map for the Venue of Extra Ordinary General Meeting of
AU SMALL FINANCE BANK LIMITED

Venue: Bank House, Mile 0, Ajmer Road, Jaipur - 302001



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AUSFB/SEC/2018-19/94**Date: 21st May, 2018**

To,

Listing Department National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra Symbol: AUBANK	Department of Corporate Services, The Bombay Stock Exchange Limited, Phiroz Jeejee bhoy Towers, Dalal Street, Mumbai 400001, Maharashtra Scrip Code: 540611
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Dear Sir,

Sub: Intimation under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Notice of Extra Ordinary General Meeting ("EOGM") of AU Small Finance Bank Limited

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed notice of the 1st Extra Ordinary General Meeting – 2018-19 of the Bank to be held on Friday, 15th June, 2018 at 4.00 PM at Bank House, Mile 0, Ajmer Road, Jaipur., Rajasthan – 302001.

This is for your information and record.

**Thanking You,
For AU SMALL FINANCE BANK LIMITED****MANMOHAN PARNAMI
COMPANY SECRETARY AND COMPLIANCE OFFICER****Registered Office**

AU SMALL FINANCE BANK LIMITED
19-A Dhuleshwar Garden, Ajmer Road,
Jaipur - 302001, Rajasthan, India
Phone: +91 141 4110060/61, **Fax:** +91 141 4110090
CIN: L36911RJ1996PLC011381
Formerly known as **Au Financiers (India) Limited**