

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP

This is an abridged prospectus containing salient features of the Red Herring Prospectus dated June 14, 2017 ("RHP").

You are encouraged to read greater details available in the RHP.

THE DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND SIX PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus and the General Information Document ("GID") for investing in public issues before applying in the Offer. You may obtain a physical copy of the Bid-cum-Application Form and the RHP from Stock Exchanges, members of the Syndicate, Registered Brokers, Collecting Depository Participants ("CDPs"), Registrar and Share Transfer Agents ("RTAs"), Registrar to the Offer, Underwriters, Escrow Bank, Investors' Associations or Self Certified Syndicate Banks ("SCSBs"). You may also download the RHP from the websites of the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges") where the Equity Shares are proposed to be listed and Book Running Lead Managers ("BRLMs") i.e. www.sebi.gov.in; www.bseindia.com; www.nseindia.com; www.icicisecurities.com; www.motilaloswalgroup.com; www.hdfcbank.com; www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.



AU SMALL FINANCE BANK LIMITED

Registered Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur - 302 001, Rajasthan, India

Corporate Office: 5th Floor, E-Wing, Kanakia Zillion, Junction of CST Road and L.B.S. Marg, Kurla (West), Mumbai - 400 070, Maharashtra, India

Contact Person: Mr. Manmohan Parnami, Company Secretary and Compliance Officer; Tel: +91 141 4110060; Fax: +91 141 4110090

E-mail: ipo@aubank.in; Website: www.aubank.in; Corporate Identification Number: L36911RJ1996PLC011381

OUR PROMOTERS: MR. SANJAY AGARWAL, MS. JYOTI AGARWAL, MS. SHAKUNTALA AGARWAL AND MR. CHIRANJI LAL AGARWAL

OFFER DETAILS, LISTING AND PROCEDURE

INITIAL PUBLIC OFFERING OF 53,422,169 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF AU SMALL FINANCE BANK LIMITED ("COMPANY") AND SUCH EQUITY SHARES OF OUR COMPANY, THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹ [●] MILLION (THE "OFFER") THROUGH AN OFFER FOR SALE OF UP TO 2,494,769 EQUITY SHARES BY MR. SANJAY AGARWAL, 2,363,712 EQUITY SHARES BY MS. JYOTI AGARWAL, 2,274,326 EQUITY SHARES BY MS. SHAKUNTALA AGARWAL, 1,290,449 EQUITY SHARES BY MR. CHIRANJI LAL AGARWAL (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS"), 576,744 EQUITY SHARES BY MYS HOLDINGS PRIVATE LIMITED ("MYS") AND "PROMOTER GROUP SELLING SHAREHOLDER", 14,800,000 EQUITY SHARES BY REDWOOD INVESTMENT LTD ("REDWOOD"), 7,572,169 EQUITY SHARES BY INTERNATIONAL FINANCE CORPORATION ("IFC"), 11,250,000 EQUITY SHARES BY LABH INVESTMENTS LIMITED ("LABH"), 10,365,368 EQUITY SHARES BY OUREA HOLDINGS LIMITED ("OUREA"), AND UP TO 434,632 EQUITY SHARES BY KEDAARA CAPITAL ALTERNATIVE INVESTMENT FUND - KEDAARA CAPITAL AIF 1 ("KEDAARA"), TOGETHER WITH REDWOOD, IFC, LABH, OUREA, AND KEDAARA THE "INVESTOR SELLING SHAREHOLDERS", (PROMOTER SELLING SHAREHOLDERS, PROMOTER GROUP SELLING SHAREHOLDER, AND INVESTOR SELLING SHAREHOLDERS, COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS") AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES") (THE "OFFER FOR SALE"/"OFFER"). THE OFFER WOULD CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL. THE OFFER INCLUDES A RESERVATION OF UP TO 1,000,000 EQUITY SHARES, AGGREGATING UP TO [●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) NOT EXCEEDING 5% OF OUR POST-OFFER PAID UP EQUITY SHARE CAPITAL (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THESE EQUITY SHARES ARE PROPOSED TO BE LISTED ON THE NSE (DESIGNATED STOCK EXCHANGE) AND BSE.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE PRICE BAND WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL CHRONICLE (A WIDELY CIRCULATED ENGLISH NATIONAL NEWSPAPER) AND ALL EDITIONS OF RASHTRIYA SAHARA (A WIDELY CIRCULATED HINDI NATIONAL NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE IN THE PLACE WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE, AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITES.

PROCEDURE:

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the GID from the BRLMs or download it from the websites of the BSE and NSE at www.bseindia.com and www.nseindia.com and the BRLMs at www.icicisecurities.com; www.hdfcbank.com; www.motilaloswalgroup.com and <http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm>.

ELIGIBILITY FOR THE OFFER- Regulation 26(1) of SEBI ICDR Regulations

Whether the Company is compulsorily required to allot at least 75% of the Net Offer to public, to QIBs - No

INDICATIVE TIMELINE

Bid/Offer Opening Date	Wednesday, June 28, 2017	Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Accounts	On or about July 6, 2017
Bid/Offer Closing Date	Friday, June 30, 2017	Credit of Equity Shares to demat accounts of Allottees	On or about July 7, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about July 5, 2017	Commencement of trading of Equity Shares on the Stock Exchanges	On or about July 10, 2017

* Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date. i.e. on June 27, 2017.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to the Section "Risk Factors" on page 19 of the RHP.

PRICE INFORMATION OF BRLMs[§]

Sr. No.	Issue Name	Name of Merchant Banker	+/- % change in closing price, [+/- % change in closing benchmark]		
			30th calendar days from listing#	90th calendar days from listing#	180th calendar days from listing#
1	PSP Projects Limited	Motilal	NA	NA	NA
2	Housing and Urban Development Corporation Limited	ICICI Securities	NA	NA	NA
3	Shankara Building Products Limited	HDFC	51.04%	NA	NA
4	Avenue Supermarts Limited	ICICI Securities, HDFC, Motilal	145.08%	NA	NA
5	Music Broadcast Limited	ICICI Securities	4.58%	NA	NA
6	BSE Limited	Motilal	10.51%	24.21%	NA
7	Laurus Labs Limited	CITI	11.44%	23.97%	NA
8	Sheela Foam Limited	ICICI Securities	30.23%	48.39%	86.65%
9	Endurance Technologies Limited	CITI	16.06%	23.78%	76.32%
10	HPL Electric & Power Limited	ICICI Securities	-14.75%	-51.19%	-37.77%
11	ICICI Prudential Life Insurance Company Limited	ICICI Securities	-7.60%	-11.54%	12.31%
12	RBL Bank Limited	ICICI Securities, CITI, HDFC	27.07%	56.98%	107.91%
13	S.P. Apparels Limited	Motilal	27.33%	17.09%	51.94%
14	L&T Infotech Ltd	CITI	-6.39%	-12.44%	-4.21%
15	Mahanagar Gas Ltd.	CITI	20.86%	57.15%	83.71%
16	Parag Milk Foods Limited	Motilal	17.07%	48.67%	38.93%
17	Precision Camshafts Limited	HDFC	-14.57%	-20.32%	-20.11%
18	Dr. Lal Pathlabs Limited	CITI	32.54%	66.95%	63.13%
19	InterGlobe Aviation Limited	CITI	32.39%	9.41%	40.59%
20	Pennar Engineered Building Systems Limited	Motilal	-5.93%	-11.26%	-16.71%
21	Power Mech Projects Limited	Motilal	-9.36%	-4.63%	-10.65%
22	Snowman Logistics Limited	HDFC	79.36%	117.66%	79.79%

[§]Source: www.nseindia.com # Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available and 30th, 90th, 180th calendar day from listed days have been taken by ICICI Securities and HDFC as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case ICICI Securities and HDFC have considered the closing data of the next trading day

Names of BRLMs and contact details (telephone and email id) of each BRLM			
ICICI Securities Limited Tel : +91 22 2288 2460 Fax : +91 22 2282 6580 E-mail: aufinanciers.ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com	HDFC Bank Limited Tel: +91 22 3395 8019 Fax: +91 22 3078 8584 E-mail: aufin.ipo@hdfcbank.com Investor grievance e-mail: investor.redressal@hdfcbank.com Website: www.hdfcbank.com	Motilal Oswal Investment Advisors Limited* Tel: +91 22 3980 4380 Fax: +91 22 3980 4315 E-mail: au.ipo@motilaloswal.com Investor grievance e-mail: moiaplredressal@motilaloswal.com Website: www.motilaloswalgroup.com <i>*(Formerly Motilal Oswal Investment Advisors Private Limited)</i>	Citigroup Global Markets India Private Limited Tel: +91 22 6175 9999 Fax: +91 22 6175 9961 E-mail: aufinanciers.ipo@citi.com Investor grievance e-mail: investors.cgmib@citi.com Website: http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm
Name of Registrar to the Offer and contact details (telephone and email id)	Link Intime India Private Limited Tel: +91 22 4918 6200; Fax: +91 22 4918 6195 E-mail: aufin.ipo@linkintime.co.in; Investor grievance e-mail: aufin.ipo@linkintime.co.in Website : www.linkintime.co.in		
Names of Syndicate Members	Motilal Oswal Securities Limited and HDFC Securities Limited		
Name of Statutory Auditor	S.R. Batliboi & Associates LLP, Chartered Accountants		
Name of Credit Rating Agency and grading obtained	Not Applicable		
Self-Certified Syndicate Banks			
The list of banks is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes			
Non Syndicate Registered Brokers			

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You can submit Bid-cum-Application Forms to Non Syndicate Registered Brokers at the Non Syndicate Broker Centres. For further details, see section “**Offer Procedure**” beginning on page 366 of the RHP

Details regarding website address(es)/link(s) from which the investor can obtain list of RTAs, CDPs and Registered Brokers who can accept application from Investor

List of RTAs and CDPs who can accept application from Investor can be obtained from below links as updated from time to time:

- <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6>;
- https://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm

List of Registered Brokers who can accept application from Investor can be obtained from below links as updated from time to time:

- <http://www.bseindia.com/Static/Markets/PublicIssues/brokercentres.aspx?expandable=3>;
- http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm

For further details, see section “**Offer Procedure**” beginning on page 366 of the RHP

PROMOTERS OF OUR COMPANY

Mr. Sanjay Agarwal*, aged 46 years, is a Promoter of our Company. He is a resident Indian national. Holds a bachelor’s degree in commerce from the Government College, Ajmer. He qualified as a chartered accountant from the Institute of Chartered Accountants of India and was the all India 39th rank holder.

Ms. Jyoti Agarwal*, aged 41 years, is a Promoter of our Company. She is a resident Indian national. She has completed second year pre-university under the aegis of Education Department of Government of Karnataka.

Ms. Shakuntala Agarwal*, aged 72 years, is a Promoter of our Company. She is a resident Indian national. She discontinued her pursuit in education while receiving primary education.

Mr. Chiranjil Lal Agarwal*, aged 76 years, is a Promoter of our Company. He is a resident Indian national. He completed his bachelor’s in electrical engineering from Jodhpur Engineering College.

** For further details, refer to ‘Our Promoter and Promoter Group’ on page 216 of the RHP.*

Group Companies: Our Company has no Group Company.

BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY**Overview**

We are a small finance bank (“**SFB**”) that has recently transitioned from a prominent, retail focused non-banking finance company (“**NBFC**”), which primarily served low and middle-income individuals and businesses that have limited or no access to formal banking and finance channels. We received a license from the Reserve Bank of India to set up an SFB[@] on December 20, 2016 and we were the only NBFC categorized as an asset finance company to obtain such license. We commenced our SFB operations with effect from April 19, 2017. Prior to such date, our Company was categorized as a “Systemically Important, Non-Deposit Accepting Asset Finance Company” (NBFC-ND-AFC) by the RBI.

Our Competitive Strengths: i) Diversified Product Portfolio and Revenue Streams ii) Customer Centric Organizational Commitment iii) Significant Presence in Rural and Semi-Urban Markets with Focus on Low and Middle Income Customers iv) Robust and Comprehensive Credit Assessment and Risk Management Framework v) Access to Diversified Sources of Funding vi) Experienced Management Team and Qualified Operational Personnel

Our Strategies: i) Leverage Our Existing Capabilities and Customer Base ii) Grow Our Branch Network iii) Provide a Comprehensive Suite of Banking Services iv) Leverage Technology to Grow Our Business v) Enhance Our Brand Presence

[@] A licence authorizing the bank to carry on small finance bank business has been obtained from the Reserve Bank of India in terms of Section 22 of the Banking Regulation Act, 1949. It must be distinctly understood, however, that in issuing the licence, the Reserve Bank of India does not undertake any responsibility for the financial soundness of the bank or for the correctness of any of the statements made or opinion expressed in this connection.

BOARD OF DIRECTORS

Sl. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Mannil Venugopalan*	Part-time Chairman and Independent Director	He has over 46 years of experience in the finance and banking industry. Prior to joining our Company, he was associated with Bank of India as the chairman and managing director.
2.	Mr. Sanjay Agarwal*	Managing Director and CEO	Has over 21 years of experience in finance, accounting, strategic planning and credit risk management.
3.	Mr. Uttam Tibrewal*	Whole-time Director	He has over 13 years of experience in the non-banking finance industry.
4.	Mr. Krishan Kant Rathi*	Independent Director	He has over 26 years of experience working with various large corporates in the fields in finance and accounting. Prior to joining our Company, he was associated with, the Future Group as the chief financial officer.
5.	Ms. Jyoti Ishwar Chandra Narang*	Independent Director	She has over 32 years of experience in senior leadership positions in the hospitality industry. Prior to joining our Company, she was associated with the Indian Hotels Company Limited as the chief operating officer.

** For further details, refer to ‘Our Management’ on page 190 of the RHP.*

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and for the Offer for Sale of 53,422,169 Equity Shares. For further details, see the section titled *“The Offer”* on page 63 of the RHP.

Our Company expects that listing of the Equity Shares will enhance our visibility and brand and provide liquidity to its existing shareholders. Listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer. All proceeds from the Offer will go to each of the Selling Shareholders, in proportion to its portion of the Offered Shares.

Shareholding pattern of the Company as on the date of the RHP.

Sl. No.	Particulars	Pre Offer number of shares	% holding of Pre-Offer
1	Promoter and Promoter Group	102,425,826	36.03
2	Public	181,825,080	63.97
	Total	284,250,906	100.00

RESTATED FINANCIAL STATEMENTS (₹ in million except per share data)

Particulars	FY 2017	FY 2016	FY 2015	FY 2014	FY 2013
Revenue from operations (net)	14,169.93	10,469.31	6,870.20	5,655.09	4,106.56
Total Revenue	14,305.21	10,519.50	6,894.08	5,713.20	4,130.84
Profit before exceptional items and tax	5,045.79	3,772.43	2,073.06	1,096.51	1,026.68
Net Profit / (Loss) after tax and extraordinary items	8,427.13	2,471.54	1,394.50	725.40	693.58
Equity Share Capital	2,842.51	440.81	440.81	429.64	404.71
Reserves and Surplus	17,153.09	9,565.85	7,223.70	5,547.89	4,013.93
Net worth	19,995.60	10,006.66	7,664.51	5,977.53	4,418.64
Basic earnings per share (Rs.) (including exceptional item)	30.94	9.34	5.31	2.99	3.40
Diluted earnings per share (Rs.) (including exceptional item)	30.36	9.28	5.31	2.99	2.86
Basic earnings per share (Rs.) (excluding exceptional item)	11.96	9.34	5.31	2.99	3.40
Diluted earnings per share (Rs.) (excluding exceptional item)	11.74	9.28	5.31	2.99	2.86
Return on net worth (%)	42.14%	24.70%	18.19%	12.14%	15.70%
Net asset value per share (Rs.)	70.34	37.83	28.98	23.03	18.20

INTERNAL RISK FACTORS

Below are the top 10 Risk Factors as per the RHP:-

1. Our inability to successfully transition from an NBFC to an SFB may have an adverse effect on our business, results of operations, financial condition and cash flows.
2. As an SFB, we will be unable to access some of the sources of funds that were available to us as an NBFC and our inability to replace such sources of funds in an acceptable and timely manner, or at all, may have an adverse effect on our business, results of operations, financial condition and cash flows.
3. Our inability to comply with laws and regulations applicable to an SFB may have an adverse effect on our business, results of operations, financial condition and cash flows.
4. If our customers default in their repayment obligations, our business, results of operations, financial condition and cash flows may be adversely affected.
5. Our operations are concentrated in western India and any adverse developments in this region could have an adverse effect on our business, results of operations, financial condition and cash flows.
6. We have a substantial amount of outstanding indebtedness, which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire.
7. Any downgrade in our credit ratings could increase our finance costs and adversely affect our business, results of operations, financial condition and cash flows.
8. Our inability to manage interest rate risk may adversely affect our business, results of operations, financial condition and cash flows.
9. We may face asset-liability mismatches, which could affect our liquidity and consequently may adversely affect our operations and profitability.
10. We have introduced several new products and services as an SFB and we cannot assure you that such products and services will be profitable in the future.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved

S. No.	Nature of litigation	Number of cases	Approximate amount involved (in ₹ million)
Litigation against our Company			
1	Criminal	18	-
2	Tax	5	429.41
3	Action taken by statutory and regulatory authorities	1	-
4	Other matters as per our Materiality Policy	-	-

B. Brief details of top 5 material outstanding litigations against the Company and the amount involved

S. No.	Particulars	Litigation filed by	Current status	Amount Involved (In ₹ Million)
1.	Mr. Abhishek Saini filed a criminal complaint against our Company and others before the Metropolitan Magistrate No. 25, Chomu, Jaipur alleging offences under sections 341, 323, 392, 504, 384, 354, 406, 120B of the IPC. Mr. Abhishek Saini alleged wrongful repossession and theft by certain representatives of our Company. For further details, refer to page 324 of the RHP.	Mr. Abhishek Saini	The matter is currently pending before the High Court of Judicature for Rajasthan at Jaipur.	-
2.	Mr. Manish Mohanlal Thakkar has filed a criminal complaint (No. 1173/55 of 2014) before the Chief Metropolitan Magistrate 10 th Court at Andheri, Mumbai against, among other persons, our Company, Mr. Sanjay Agarwal, and Mr. Uttam Tibrewal, under sections 499 and 500 of the IPC. Mr. Manish Mohanlal Thakkar has alleged that the accused have wrongly defamed him by publishing his name as loan defaulter on his CIBIL report and that the accused are allegedly using the same as a tool to threaten the complainant in order to recover undue financial gains. For further details, refer to page 323 of the RHP.	Mr. Manish Mohanlal Thakkar	The matter is currently pending before the Chief Metropolitan Magistrate 10 th Court at Andheri, Mumbai.	-
3.	Mr. Sanjeev Raghuvanshi has filed a criminal complaint (No. 5396 of 2014) before Judicial Magistrate, First Class, Jabalpur, Madhya Pradesh against certain employees of our Company, under sections 294, 506B, 341, 342, 323, 327, 406, 420 and 452 of IPC and section 3(1)(x) of the Scheduled Castes and the Scheduled Tribes (Prevention of Atrocities) Act, 1989. Mr. Sanjeev Raghuvanshi alleged that the accused have forced him to sign on certain documents and have wrongly repossessed the vehicle financed by our Company, basis such signature. For further details, refer to page 323 of the RHP.	Mr. Sanjeev Raghuvanshi	The matter is currently pending before the Judicial Magistrate First Class, Jabalpur.	-
4.	Mr. Muralidhar Saini has filed an FIR (No. 237 of 2015) before Police Station Chomu, Jaipur against, among other persons, Mr. Sanjay Agarwal under sections 420, 467, 471, 468, 469 and 120B of the IPC. Mr. Muralidhar Saini has alleged that the accused have forged his signature to illegally charge certain amount and interest, at the time of granting the loan to him for his vehicle. For further details, refer to page 323 of the RHP.	Mr. Muralidhar Saini	The matter is currently pending before the High Court of Judicature for Rajasthan at Jaipur.	-
5.	Mr. Bhim Raj has filed an FIR (No. 744 of 2016) before Police Station, Sadar, Gurgaon, against certain employees of our Company, under sections 379A, 365, 411 and 34 of the IPC. Mr. Bhim Raj has alleged that the accused have stolen his vehicle, which was financed by our Company. For further details, refer to page 324 of the RHP.	Mr. Bhim Raj	The matter is currently pending before the High Court for the States of Punjab and Haryana at Chandigarh.	-

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/ Group Companies in last 5 financial years including outstanding action, if any -**I. Regulatory Action, if any –**

The RoC, by a show cause notice dated October 5, 2016 requested our Company to provide explanation/ show cause in respect of certain alleged contraventions of Section 135 read with section 134(3)(o) of the Companies Act, 2013 by our Company. The alleged contraventions included, not developing and implementing a policy on CSR as per the format prescribed by the Companies (Corporate Social Responsibility Policy) Rules, 2014 and not including the same as part of the board report to the financial statements of our Company for Financial Year 2014-2015. Our Company filed a reply to the show cause notice on October 10, 2016 stating therein how the relevant provisions of the Companies Act, 2013 have been complied with, and enclosing relevant annexures and supporting documents. Further, our Company has also filed a reply dated November 3, 2016 noting therein, acknowledgment of the RoC of receipt of the reply filed by our Company. Our Company has not received any further communication from the RoC in this regard.

II. Disciplinary action taken by SEBI or stock exchanges against the Promoters/ Group Companies in last 5 financial years including outstanding action, if any - NIL**D. Brief details of outstanding criminal proceedings against Promoters:****Mr. Sanjay Agarwal**

1. Mr. Muralidhar Saini has filed an FIR (No. 237 of 2015) before Police Station Chomu, Jaipur against, among other persons, Mr. Sanjay Agarwal under sections 420, 467, 471, 468, 469 and 120B of the IPC. Mr. Muralidhar Saini has alleged that the accused have forged his signature to illegally charge certain amount and interest, at the time of granting the loan to him for his vehicle. For further details, refer to page 326 of the RHP.
2. Ms. Suman Devi has filed an FIR (No. 04 of 2016) before the Police Station, Pali, Rajasthan against, among other persons, Mr. Sanjay Agarwal, under sections 498-A, 406, 323, 465, 468, 420, 120B and 149 of the IPC. Ms. Suman Devi alleged that the accused have illegally repossessed the vehicle for which the loan was granted by our Company. For further details, refer to page 326 of the RHP.
3. Mr. Manish Mohanlal Thakkar has filed a criminal complaint (No. 1173/55 of 2014) before the Chief Metropolitan Magistrate 10th Court at Andheri, Mumbai against, among other persons, our Company, Mr. Sanjay Agarwal, and Mr. Uttam Tibrewal, under sections 499 and 500 of the IPC. Mr. Manish Mohanlal Thakkar has alleged that the accused have wrongly defamed him by publishing his name as loan defaulter on his CIBIL report and that the accused are allegedly using the same as a tool to threaten the complainant in order to recover undue financial gains. For further details, refer to page 326 of the RHP.
4. Ms. Jaya Chouhan filed an FIR (No. 60 of 2017) before the Police Station, Kardhani against Mr. Sanjay Agarwal and others alleging offences under sections 504, 509 and 354A of the IPC. Ms. Jaya Chouhan alleged that the accused have made abusive and derogatory remarks. For further details, refer to page 326 of the RHP.
5. Mr. Gaurav Saini filed an FIR (No. 197 of 2013) before the Police Station, Vidhayakpuri, Jaipur against Mr. Sanjay Agarwal, Mr. Krishan Kant Rathi, Mr. Mannil Venugopalan, Mr. Uttam Tibrewal, and Mr. Manmohan Parnami, our Company and others, under sections 167, 420, 406, 467, 468, 471, 384, 504 and 120B of the IPC. Mr. Gaurav Saini alleged that the accused colluded with police officials in relation to another pending investigation. For further details, refer to page 327 of the RHP.

Ms. Jyoti Agarwal

NIL

Ms. Shakuntala Agarwal

NIL

Mr. Chiranji Lal Agarwal

NIL

DECLARATION BY THE COMPANY

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, and guidelines, rules, regulations issued by the Government of India and or the regulations or guidelines issued by the SEBI, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR or the SEBI Act, or rules made thereunder or guidelines and regulations issued, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

Each Selling Shareholder hereby confirms that all statements and undertakings specifically made or confirmed by it in the Red Herring Prospectus, about or in relation to itself as a Selling Shareholder and its portion of the Offered Shares, are true and correct. Each Selling Shareholder assumes no responsibility for any other statements including statements made by the Company or any other person(s) in the Red Herring Prospectus.

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