

Ref. No.: AUSFB/SEC/2018-19/264

Date: 08<sup>th</sup> August, 2018

To,

|                                                                                                                                                                                          |                                                                                                                                                               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Listing Department<br>National Stock Exchange of India Limited,<br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra (East), Mumbai 400051,<br>Maharashtra.<br><b>Scrip code: - AUBANK</b> | Department of Corporate Services,<br>BSE Limited,<br>Phiroz Jeejeebhoy Towers,<br>Dalal Street, Mumbai 400001,<br>Maharashtra.<br><b>Scrip Code: - 540611</b> |
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Ref: AU Small Finance Bank Limited

**Sub: Proceedings of the 23<sup>rd</sup> Annual General Meeting ("AGM") of AU SMALL FINANCE BANK LIMITED ("the Bank") held on 07<sup>th</sup> August, 2018 pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/Madam,

Pursuant to **Regulation 30** of Listing Regulations, please find enclosed herewith proceedings of 23<sup>rd</sup> AGM of the Shareholders of the Bank held on Tuesday, 07<sup>th</sup> August, 2018 at Chancellor Hall, Hotel Holiday Inn, Sardar Patel Marg, 22 Godam Circle, C –Scheme, Jaipur- 302001, Rajasthan which commenced at 3:30 P.M. and concluded at 5:00 P.M.

Kindly take the same on record.

Thanking You.

Yours sincerely,

**For AU SMALL FINANCE BANK LIMITED**



**Manmohan Parnami**  
**Company Secretary and Compliance Officer**

Encl: as above

**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

**Summary of the proceedings of the 23<sup>rd</sup> Annual General Meeting (“the AGM” or “the Meeting”) of AU Small Finance Bank Limited (“the Bank”) held on 07<sup>th</sup> August, 2018**

The 23<sup>rd</sup> AGM of the members of the Bank was held on Tuesday, 07<sup>th</sup> August, 2018 at Chancellor Hall, Hotel Holiday Inn, Sardar Patel Marg, 22 Godam Circle, C –Scheme, Jaipur-302001, Rajasthan which commenced at 03:30 P.M. and concluded at 5:00 P.M.

Mr. Mannil Venugopalan, Non-Executive (Independent) Part-time Chairman of the Bank, chaired the proceedings of the meeting.

122 Members (including Proxies) attended the meeting.

**The AGM was attended by the following Directors & Key Managerial Personnel of the Bank:**

1. Mr. Mannil Venugopalan, Non-Executive (Independent) Part-time Chairman of the Board and Chairman of Stakeholders Relationship Committee
2. Mr. Sanjay Agarwal, Managing Director & CEO
3. Mr. Uttam Tibrewal, Executive & Whole Time Director
4. Mr. Krishan Kant Rathi, Independent Director and Chairman of Audit Committee and Nomination & Remuneration Committee
5. Ms. Jyoti Ishwar Chand Narang, Independent Director and Chairperson of Corporate Social Responsibility Committee
6. Mr. Raj Vikash Verma, Independent Director (Additional)
7. Mr. Deepak Jain, Chief Financial Officer
8. Mr. Manmohan Parnami, Company Secretary

The representatives of the Statutory Auditors and Secretarial Auditors and Scrutinizer were also present at the meeting. Mr. Narendra Ostawal, Nominee Director could not attend the AGM due to preoccupation.

After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the Chairman called the meeting to order. The chairman extended a welcome to the members and others present at the meeting. He also informed the members that the registers including proxy register and Documents as required under various laws and the certificate from the Statutory Auditors of the Bank pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 were also available for inspection by members.

The notice convening the 23<sup>rd</sup> AGM of the Bank which was circulated to all the members within the stipulated timeline was taken as read with the consent of the members present.

The Chairman mentioned that Bank has completed one year of its journey and during the year, Bank went through remarkable technology transformation, developed a robust liability franchise and built a strong risk management system with IT security. He also informed that Bank is focusing on customer

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convenience and simplifying banking processes and practices to ensure that we are accessible wherever the customer wants us. We have laid a strong foundation and acquired the knowhow to serve various customer categories.

Mr. Sanjay Agarwal, Managing Director and CEO of the Bank extended a warm welcome to the shareholders present in the meeting. He addressed the shareholders about operational and financial performance for FY17-18, highlighted the ample opportunities available on Banking platform, digital initiatives taken by the Bank for easy accessibility of Banking services in rural, upcoming markets and appreciated the team work of employees. He also apprised the members present that how the Small Finance Bank are impacting the Banking Industry and the role to be played by Small Finance Banks to further financial inclusion

He further told the members present in this Challenging time for other Banks, AU as a new age, nimble & agile bank with no legacy issues and eager to win the hearts of customers by giving them due respect and convenience, providing them with good products and quality services, serving them courteously & striving hard to give them a delightful experience. AU Bank aim to grow on consistent basis.

The Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing regulations**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, the Bank had provided to its members the facility to exercise their right to vote electronically (remote e-voting) through service provided by National Securities Depository Limited (NSDL). The remote e-voting period commenced on Friday, 03<sup>rd</sup> August 2018 (9:00 A.M.) and ended on Monday, 06<sup>th</sup> August, 2018 (5:00 P.M.). During this period, shareholders of the Bank, holding shares as on the cut-off date of Tuesday, 31<sup>st</sup> July 2018, casted their vote by remote e-voting.

CS Manoj Maheshwari, Practicing Company Secretary, Jaipur (Membership FCS -3355) had been appointed as a scrutinizer by the Board for scrutinizing the remote e-voting and physical polling process in a fair and transparent manner.

The members were also informed that the bank had made arrangements for carrying out voting on all resolutions contained in the notice through polling process for the members present at the AGM and who had not cast their vote by remote e-voting facility provided by bank through NSDL. The ballot box was placed in the meeting hall for casting of votes in presence of Scrutinizer.

Company Secretary explained the process for voting through ballot paper to the members.

Thereafter, on the request of the chairman, the Company Secretary proceeded with the Agenda as per Notice of the AGM which had 11 business items. The Company Secretary, with the permission of Chairman, invited questions from members related to the agenda items before the same being put to vote. Queries raised by members were satisfactorily replied by the chairman.

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The following items of business as stated in the notice of 23<sup>rd</sup> AGM of the Bank were taken up for consideration and background and impact of the business items was explained in brief by The Company Secretary:

| Sn. No.                  | Resolutions                                                                                                                                                                                     |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Ordinary Business</b> |                                                                                                                                                                                                 |
| 1                        | To consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31 <sup>st</sup> March 2018 and the reports of the Board of Directors and the Auditors thereon. |
| 2                        | To declare dividend on equity shares for the financial year ended 31 <sup>st</sup> March 2018.                                                                                                  |
| 3                        | To appoint a director in place of Mr. Sanjay Agarwal (DIN: 00009526), who retires by rotation and being eligible, has offered himself for re-appointment.                                       |
| 4                        | To ratify the appointment of M/S S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Registration No. 101049W/E300004) as the Statutory Auditors of the Bank.                                |
| <b>Special Business</b>  |                                                                                                                                                                                                 |
| 5                        | To appoint Mr. Raj Vikash Verma (DIN: 03546341) as an Independent Director.                                                                                                                     |
| 6                        | To revise the compensation (Profit Linked Commission) payable to Mr. Mannil Venugopalan (DIN: 00255575), as the Non-Executive (Part-Time) Chairman.                                             |
| 7                        | To revise the remuneration payable to Mr. Sanjay Agarwal (DIN: 00009526), as the Managing Director & CEO.                                                                                       |
| 8                        | To Revise the remuneration payable to Mr. Uttam Tibrewal (DIN: 01024940), as the Whole Time Director.                                                                                           |
| 9                        | To authorize board to borrow money in excess of paid up capital, free reserves and securities premium of the bank u/s 180(1)(c) of the Companies Act, 2013.                                     |
| 10                       | To approve issue of securities /bonds/ other permissible instruments, in one or more tranches.                                                                                                  |
| 11                       | To approve AU Small Finance Bank Limited - Employee Stock Option Scheme 2018.                                                                                                                   |

Thereafter, the Chairman requested to the members/proxy holders to cast their vote through Ballot Paper for above mentioned resolutions. The members casted their votes and thereafter the Ballot box was closed and sealed.

He further stated that the results along with the consolidated report of Scrutinizer for the polling and Remote E-Voting would be uploaded on the bank's website [www.aubank.in](http://www.aubank.in) and also would be communicated to the Stock Exchanges within 48 hours of the conclusion of the meeting and uploaded on website of service provider.

Mr. Uttam Tibrewal thanked the shareholders for coming in big numbers and he highlighted the vision of making AU Small Finance Bank Limited as retail focused differentiated banking franchise focused to service Rural markets as mandated by RBI. Thereafter, Mr. Uttam Tibrewal, Whole Time Director of the Bank expressed his earnest gratitude to the members, Directors on the dais, Auditors and other dignitaries present at the meeting.

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The Chairman further thanked to all Shareholders for their presence and declared the meeting closed.

The meeting ended with a vote of thanks to the chair.

**For AU SMALL FINANCE BANK LIMITED**



**Manmohan Parnami**  
**Company Secretary & Compliance Officer**

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