AU SMALL FINANCE BANK
A SCHEDULED COMMERCIAL BANK

Ref. No.: AUSFB/SEC/2023-24/138
Date: August 11, 2023

To,

National Stock Exchange of India Ltd.	BSE Limited
Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra.	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra.
NSE Symbol: AUBANK	**Scrip Code: 540611, 958400, 974093, 974094 & 974095**

Dear Sir/Madam,

Sub: Proceedings of the 28th Annual General Meeting of AU Small Finance Bank Limited

Ref: Regulation 30 & 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

We wish to inform you that the 28th Annual General Meeting (AGM) of AU Small Finance Bank Limited ("the Bank") was held on August 10, 2023 at 04:00 P.M. (IST) through Video Conferencing/Other Audio-Visual means.

Pursuant to Regulation 30 & 51 of Listing Regulations, we enclose herewith, the summary of proceedings of the AGM.

Pursuant to Regulation 44 of the Listing Regulations, the Bank will disclose the combined results of e-voting, along with the Scrutinizer's report to the Stock Exchanges separately.

The proceedings may also be accessed on the website of the Bank at the link: https://www.aubank.in/.

This is for your information and records.

Thanking You,
Yours faithfully,
For AU SMALL FINANCE BANK LIMITED

Manmohan Parnami
Digitally signed by Manmohan Parnami
Date: 2023.08.11 00:50:40 +05'30'

Manmohan Parnami
Company Secretary and Compliance Officer
Membership No.: F9999
investorrelations@aubank.in
Encl.: As above

<u>Summary of the proceedings of the 28th Annual General Meeting of members of the AU Small Finance Bank Limited ("the Bank") held on Thursday, August 10, 2023 held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")</u>

The 28th Annual General Meeting ("**AGM/Meeting**") of the members of AU Small Finance Bank Limited ("**the Bank**") was held on **Thursday, August 10, 2023** through **Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")** in compliance with the applicable circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities and Exchange Board of India ("**SEBI**") and as per the applicable provisions of the Companies Act, 2013 read with the rules made thereunder which commenced at 4:00 P.M. The Bank had also provided one-way live webcast of the proceedings of the AGM through National Securities Depositories Limited ("**NSDL**").

The AGM was attended over Video Conferencing from the following locations by Directors & other Key Managerial Personnel of the Bank:

1. Mr. Raj Vikash Verma, Chairman & Independent Director and Chairman of Stakeholders Relationship Committee - Canada.
2. Mr. H R Khan, Independent Director - Delhi.
3. Prof. M S Sriram, Independent Director and Chairman of Nomination and Remuneration Committee - Jaipur.
4. Mr. Pushpinder Singh, Independent Director - Mohali.
5. Mr. Kamlesh Vikamsey, Independent Director and Chairman of Audit Committee - Mumbai.
6. Ms. Malini Thadani, Independent Director - Pune.
7. Ms. Kavita Venugopal, Independent Director - Mumbai.
8. Mr. Sanjay Agarwal, Managing Director & CEO (MD & CEO) - Jaipur.
9. Mr. Uttam Tibrewal, Whole Time Director - Mumbai.
10. Mr. Vimal Jain, Chief Financial Officer - Jaipur.
11. Mr. Manmohan Parnami, Company Secretary - Jaipur.

Mr. Manmohan Parnami, Company Secretary welcomed Members, Honorable Chairman and Board members Auditors and Scrutinizer of the Bank at the 28th AGM of the Bank.

Thereafter, he briefed the members on the process of remote e-voting and informed that remote e-voting for AGM commenced on Sunday, August 6, 2023 (9:00 AM IST) and ended on Wednesday, August 9, 2023 (5:00 PM IST). The members who have not casted their vote earlier through the remote e-voting, were given an opportunity to cast their vote during the AGM through e-voting facility. He informed the members that CS Manoj Maheshwari, Practicing Company Secretary, Jaipur (Membership FCS -3355) has been appointed as a scrutinizer by the Board of Directors of the Bank for scrutinizing remote e-voting process and e-voting during the AGM in a fair and transparent manner.

He then informed that the statutory registers and other documents as required under various laws including certificate from the Secretarial Auditor of the Bank pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 were made available for inspection by the members.

Company Secretary further apprised the members that the notice convening the 28th AGM of the Bank along with the Board's Report & annexures thereto and Auditors' report thereon were circulated to all the members and with the permission of members, the same was taken as read. He also informed the members that Statutory Auditor's Report and Secretarial Auditor's Report does not contain any qualification or adverse remarks.

Mr. Raj Vikash Verma, Chairman & Independent Director of the Bank, Chaired the AGM.

Chairman apprised the members that Mr. V G Kannan, Independent Director expressed his inability to attend the meeting due to other commitments.

Chairman also informed the members that the representatives from M/s Deloitte Haskins & Sells & M/s G. M. Kapadia & Co., Joint Statutory Auditors and M/s V.M. & Associates, Secretarial Auditor, and Scrutinizer of the Bank were also present at the meeting through VC.

The requisite quorum being present, the Chairman called the meeting to order and welcomed the members at the 28th AGM of the Bank.

Thereafter, he welcomed all the Members, Board of Directors, Key Managerial Personnel, Auditors and other Invitees who had joined the meeting. He further conveyed his sincere appreciation for Mr. K K Rathi and Ms. Jyoti Narang, Independent Directors, for their valuable contribution and insights to the Board who had completed their tenure during FY 2022-23. He further addressed the members with a speech outlining performance and philosophy of the Bank, growing retail focus, new opportunities for engaging in foreign exchange transactions, digital innovations, and embedded ESG Principals within the Bank, etc.

Few of the key points highlighted by him were as below:

- During FY2022-23, Bank has delivered stellar performance, amidst complex macro environment, and the Bank has diligently pursued a well-thought-out strategy to foster and reinforce a highly sustainable business model capable of delivering consistent long-term results, given Bank's strong risk management and governance capabilities.
- He mentioned that the Bank has espoused the philosophy of expansion with consolidation, based on the premise of pillars of sustainability, asset quality, good governance & compliance, risk management and digitalization bringing stability and credibility to the Bank.
- He highlighted that Bank's retail deposit base continued to grow high during the year, generating all round confidence and bringing stability. The Bank is aiming to expand its deposit base further and strategically expanding and deepening its reach.
- He empathized that the customer centricity is at the heart of Bank's policies, products, process and people and the Bank recognizes the importance of building and nurturing strong relationships with its customers.
- He mentioned that the Bank believes the future is digital and Bank fully embraces digital as a vital component of its business strategy and the Bank is investing in the state-of-the-art tools to continuously enhance the quality of its services to effectively implement digital initiatives while ensuring cost- effectiveness.
- He delighted expressed that during the year, the Bank has received regulatory approval from the Reserve Bank of India (RBI) to initiate in foreign exchange transactions which shall unlock new opportunities for the Bank.
- He further emphasized that the Bank seamlessly integrate ESG principles into its business model and has embedded them in its products and services, with formal guidelines and policies, guided and supported by a dedicated Board level Sustainability Committee.
- Further, he expressed that with the Bank's Corporate Social Responsibility (CSR) initiatives, a positive impact has been made on numerous lives, and the Bank remain avowedly committed to making a difference in society.

Thereafter, Mr. Sanjay Agarwal, MD & CEO welcomed & thanked all the Members, Directors, Auditors and Scrutinizer present at the meeting and all other stakeholders for their continued support & guidance to the Bank that helped the Bank in ensuring sustainable growth over the last 6 years and for 28 years of its existence.

He updated on key developments to the shareholders for FY 2022-23 and specifically highlighted that AD-I license will further enhance the product offerings for existing customers and shall enable Bank to tap into new customer segments and it shall further create new business opportunities and make product offerings of Bank complete. He expressed heartfelt gratitude to the investors for reposing confidence and infusing Rs. 2000 crores of Tier I Equity Capital & Rs. 500 crores Tier II Debt Capital during FY 2022-23.

He apprised the shareholders about rating upgrade from three marquee rating agencies from CRISIL, India Ratings, and CARE Ratings, deposit growth of 32%, rise in customer base, increase in touchpoints, achieving strong asset quality, taking several employee benefit initiatives.

Further updated the shareholders about stable & committed senior team thereby laying right foundation for future sustainable growth, strengthening of ESG framework by setting up of Board Level Committee, continued focus on social impact initiatives, well diversified product segments, and enhanced offerings using QR Codes, AU 0101, Credit Cards etc. He expressed that the Bank continued to maintain robust asset quality over the years, and the Bank shall keep its focus that the credit led growth is supported by strong underwriting norms.

He highlighted few of the key developments as follows:

- Acquisition of 14 lakhs 'new-to-bank' customers in FY23 of which 42% customers acquired digitally.
- 5 lakhs+ Credit Cards live as end of March 23.
- 2.9 lakhs+ digital savings accounts opened through video banking.
- 10 lakhs+ merchants are using Bank's QR code.
- Bank is strengthening its ESG framework and shall soon be launching Green deposits.

He appreciated the Tech Team's contributions, both on the front-end and backend of operations. Additionally, he mentioned that the Bank remains steadfast in prioritizing a strong framework for Risk Management, Governance, Audit, and Compliance.

He conveyed his optimism about the growth prospects of the Banking sector in India, attributing it to the favorable recognition our nation is receiving on a global scale, capturing the attention of the international community and thereby making India one of the fastest growing large economies. He expressed that India is well placed on path to becoming a $5 trillion economy, and India's Banking system is poised to embrace tremendous opportunities in the coming decade, therefore, the Bank's systems will have to remain agile, dynamic, automate and ramp up its capabilities in all aspects to the meet these expectations. Further, he mentioned that the Bank shall continue its focus on strengthening the understanding of the customers' expectations, catch their imagination to build right & holistic ecosystem around it.

To achieve above, he underpinned the importance of becoming sharper on compliance, governance, and risk as the Bank gain in scale & size and mentioned that the Bank shall be furthermore proactive, agile, with better understanding of environment to evolve and improve faster.

He highlighted that key focus areas shall be sustainable business model, diversification of businesses, pricing the risk, thrust on deposit led growth of businesses, resilient cybersecurity framework, customer centric approach and building right strategy and execution plan for urban & rural markets basis the different customer needs of these markets.

At the end, he thanked shareholders, customers, government of India, regulators, citizens of India and employees of the Bank for their continuous support.

Thereafter, Company Secretary proceeded with the agenda items as per the Notice of AGM which covered 8 business items as mentioned below. He explained the details of ordinary and special business covered in the notice and explanatory statement thereto and invited members who would like to ask questions or to make their comments, give suggestions and seek clarifications, if any, on the agenda items.

Sr. No.	Type of Resolution	Resolutions
Ordinary Business		
1	Ordinary	To adopt the Audited Financial Statements of the Bank for the Financial Year ended on March 31, 2023 and the reports of the Board of Directors and the Auditors thereon.
2	Ordinary	To declare Dividend of ₹ 1.00 per equity share of ₹ 10 each for the Financial Year 2022-23.
3	Ordinary	To appoint a Director in place of Mr. Uttam Tibrewal (DIN: 01024940) who retires by rotation and being eligible, has offered himself for re-appointment.

Sr. No.	Type of Resolution	Resolutions
Special Business		
4	Ordinary	To approve the remuneration of Mr. Sanjay Agarwal (DIN: 00009526), Managing Director & CEO of the Bank for the Financial Year 2023-24.
5	Ordinary	To approve the remuneration of Mr. Uttam Tibrewal (DIN: 01024940), Whole Time Director of the Bank for the Financial Year 2023-24.
6	Special	To issue Non-convertible debt securities/bonds/other permissible instruments, in one or more tranches.
7	Special	To raise funds through issue of equity shares and/or any other instruments or securities representing either equity shares and/or convertible securities linked to equity shares including through Qualified Institutions Placement or such other permissible mode or combinations thereof.
8	Special	To approve the Alteration of Article of Association of the Bank.

Thereafter, he informed that the Voting results (remote e-voting and e-voting at the AGM) along with the Scrutinizer's report will be communicated to the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE) and E-voting service provider i.e. NSDL within two working days of the conclusion of the meeting i.e. by Monday, August 14, 2023 and the same shall be uploaded on website of the Bank www.aubank.in, BSE, NSE and NSDL as per the statutory provisions and guidelines. The Chairman authorized, Mr. Manmohan Parnami, Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Bank.

The Members thereafter provided with a facility to ask questions or express their views through VC mode. Some of the shareholders expressed their views / asked questions on various issues relating to the business and operations of the Bank and future plans etc. Mr. Sanjay Agarwal, MD & CEO, Mr. Raj Vikash Verma, Chairman of Bank responded to their queries and provided clarifications to the satisfaction the shareholders. Few details being asked by Shareholders, were replied by the Mr. Vimal Jain, CFO and Ms. Malini Thadani, Independent Director responded on the queries raised by a shareholder on ESG related aspects.

Thereafter, Mr. Uttam Tibrewal, Whole Time Director extended a vote of thanks on behalf of the entire Bank to regulators, members and each & every stakeholder for their support and faith in the management and extended his sincere gratitude to the esteemed Board members for their steadfast guidance.

The Chairman informed the shareholders that the Bank is releasing its Sustainability Report for FY 2022-23 as part of Bank's continued commitment of transparent disclosures on Sustainability initiatives.

After the discussion on all the agenda items completed successfully, the Chairman thanked the members, directors and others present at the AGM and declared the meeting concluded at 6:40 P.M.

For AU SMALL FINANCE BANK LIMITED

Manmohan Parnami

Digitally signed by Manmohan Parnami
Date: 2023.08.11 00:51:15 +05'30'

Manmohan Parnami
Company Secretary and Compliance Officer
Membership No: F9999