

Ref. No.: AUSFB/SEC/2022-23/308

Date: 24th August 2022

To,

National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra. NSE Symbol: AUBANK	BSE Limited, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. Scrip Code: 540611
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Sub: Proceedings of the 27th Annual General Meeting ("AGM") of AU Small Finance Bank Limited held on 23rd August 2022

Dear Sir/Madam,

This is to inform you that the 27th Annual General Meeting ("AGM") of the members of AU Small Finance Bank Limited ("the Bank") was held on **Tuesday, 23rd August, 2022 at 04:00 P.M. (IST)** through **Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** in compliance with the applicable provisions of the Companies Act, 2013 read with the rules framed there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and various circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars").

Please find enclosed proceedings of AGM as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking You,

Yours faithfully,

For AU SMALL FINANCE BANK LIMITED

Manmohan Parnami
Company Secretary and Compliance Officer
Membership No. F9999
investorrelations@aubank.in
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

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Summary of the proceedings of the 27th Annual General Meeting of members of the AU Small Finance Bank Limited ("the Bank") held on Tuesday, 23rd August 2022 held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

The 27th Annual General Meeting ("AGM/Meeting") of the members of AU Small Finance Bank Limited ("the Bank") was held on **Tuesday, 23rd August 2022** 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").

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

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

1. **Mr. Raj Vikash Verma**, Chairman & Independent Director and Chairman of Stakeholders Relationship Committee, joined over VC from Delhi.
2. **Mr. Krishan Kant Rath**i, Independent Director and Chairman of Audit Committee, joined over VC from Delhi.
3. **Mr. Pushpinder Singh**, Independent Director joined over VC from Mohali.
4. **Mr. V G Kannan**, Independent Director and Chairman of Risk Management Committee joined over VC from Toronto, Canada.
5. **Mr. H R Khan**, Independent Director, joined over VC from Bhuvneshwar.
6. **Mr. Kamlesh Vikamsey**, Independent Director, joined over VC from Mumbai
7. **Mr. Sanjay Agarwal**, Managing Director & CEO (MD & CEO), joined over VC from Jaipur.
8. **Mr. Uttam Tibrewal**, Whole Time Director, joined over VC from Mumbai.
9. **Mr. Vimal Jain**, Chief Financial Officer, joined over VC from Jaipur.
10. **Mr. Manmohan Parnami**, Company Secretary, joined over VC from Jaipur.

Chairman apprised the members that Mr. M S Sriram and Ms. Jyoti Narang, Independent Directors expressed their inability to attend the meeting due to other prior commitments. Further, Mr. M S Sriram being the Chairman of Nomination and Remuneration Committee ("NRC") has authorized Mr. Krishan Kant Rath

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 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 shareholders at the 27th AGM of the Bank.

Thereafter, he welcomed all the Members, Board of Directors, Auditors and other Invitees who joined the meeting. He further addressed the members with a speech outlining robust management processes, dynamic policies, risk mitigation framework, economic outlook and ESG related activities.



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

- FY 2021-22 proved to be a year of opportunities where Bank derived rich learnings from the pandemic that strengthened the Bank, and it is manifested in its good performance and growth. During the year, the Bank balanced the dual priorities of credit and business growth with a focus on sustainability and stability.
- He mentioned that Bank is committed to further improve its business & digital journey by optimizing its risk management processes, governance framework, and grow with deep customers connect, digital-first approach and strengthening its operations.
- Bank enlarged its scope of service and inclusion through a slew of policies and measures aimed at serving the unserved and underserved population and expanded its reach and coverage, keeping the larger cause of financial inclusion as its priority.
- Bank strengthened its Board by addition of Mr. H R Khan – Ex Deputy Governor of RBI, and Mr. Kamlesh Vikamsey - Fellow member of the Institute of Chartered Accountants of India as the Independent Directors of the Bank.
- He further emphasized that the Bank accords a high priority to Environment, Social and Governance (ESG) matters while conducting its business and is in process of integrating ESG as a core priority area, aligned with the best global practices in this new and growing space.

Thereafter, Mr. Sanjay Agarwal, MD & CEO welcomed the shareholders on 75th Independence year and mentioned that there are immense growth opportunities for next 25 years with global competitiveness and environment both being in favour of India. He then addressed the members wherein he apprised that the Bank completed 5 years of Banking journey this year and highlighted that the Bank has recently completed the largest capital raise of Rs. 2,500 Cr.

He further apprised that despite various challenges and headwinds of Global Pandemic, Demonetization, GST, NBFC Crisis, PMC Crisis, Yes Bank Crisis, which have only made the Bank more resilient in the last 5 years, the Bank has been steadfast in its growth and achievement in terms of increased touchpoints, enlarged customer base, strong liabilities franchise, garnered deposits base, scaled asset book, increased profits, strong tech and digital infrastructure and robust governance mechanism. He mentioned that banking is the business of trust, which the Bank envisage to achieve through offering Convenience, Availability, Speed, Security, Flexibility to its customers and always Customer first approach. He highlighted that Bank's Board engagement and their continuance guidance has further helped in strengthening the governance framework and navigating the Bank's way to build a strong and credible organization.

Few of the key highlights of the last year as apprised by him were as below:

- He welcomed Mr. H R Khan – Ex Deputy Governor of RBI, and Mr. Kamlesh Vikamsey - Fellow member of the Institute of Chartered Accountants of India as the Independent Directors of the Bank and with their induction, the overall board strength has now risen to 10 Directors with 8 being independent Directors.
- Introduction of 10 Strategic Business Units (SBU) with each SBU having its own vertical structure supported by a common horizontal support architecture like MD Office, Control functions, Finance etc.
- Strengthening of Bank's digital character with the launch and scaling of AU 0101 – digital bank, Video Banking, Credit Cards, and UPI QR propositions.
- Bank continued to focus and improve its governance, risk and Compliance framework.
- Bagged the "Great place to work" certification second time in a row and featured amongst the top 30 organizations in BFSI space.



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Thereafter, Mr. Manmohan Parnami, Company Secretary, apprised the members that the notice convening the 27th AGM of the Bank along with the Board's Report and Auditors' report thereon was 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.

He further informed that the statutory registers and other documents as required under various laws including 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 made available for inspection by the members.

Thereafter, he briefed the members on the process of remote e-voting. He informed that remote e-voting for AGM commenced on Friday, 19th August 2022 (9:00 AM IST) and ended on Monday, 22nd August 2022 (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 further 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.

On the request of Managing Director & CEO, the Company Secretary proceeded with the agenda items as per the Notice of AGM which covered 10 business items as mentioned below. He explained the implications of ordinary and special business in detail to the members 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 31 st March 2022 and the reports of the Board of Directors and the Auditors thereon
2	Ordinary	To declare dividend of Rs. 0.50 per equity share of Rs. 10 each for the Financial Year 2021-22
3	Ordinary	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
Special Business		
4	Special	To re-appoint Mr. Mankal Shankar Sriram (DIN: 00588922) for second term of 3 years as an Independent Director
5	Special	To re-appoint Mr. Pushpinder Singh (DIN: 08496066) for second term of 3 years as an Independent Director
6	Special	To re-appoint Mr. Kannan Gopalaraghavan Vellur (DIN: 03443982) for second term of 3 years as an Independent Director
7	Ordinary	To approve the remuneration of Mr. Sanjay Agarwal (DIN: 00009526), Managing Director & CEO of the Bank for the Financial Year 2022-23
8	Ordinary	To approve the remuneration of Mr. Uttam Tibrewal (DIN: 01024940), Whole Time Director of the Bank for the Financial Year 2022-23
9	Special	To issue non-convertible debt securities/bonds/other permissible instruments, in one or more tranches
10	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

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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 and Service Provider within two working days of the conclusion of the meeting i.e., by Thursday, 25th August 2022 and be uploaded on the Bank's website www.aubank.in as per the statutory provisions and guidelines. The Chairman authorized Mr. Manmohan Parnami to declare the voting results, intimate the stock exchanges and place the same on the website of the Bank.

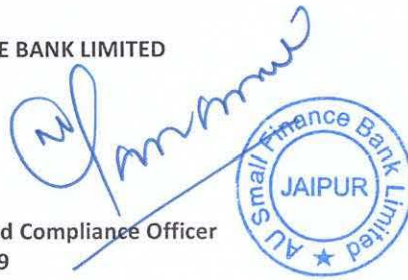
The Shareholders thereafter provided with a facility to ask questions or express their views through VC and audio on the aforesaid resolutions. Some of the shareholders expressed their views / sought clarifications on various issues relating to the business and operations of the Bank and plans for the future etc. After hearing from the speaker shareholders as above, Mr. Sanjay Agarwal, MD & CEO, responded to their queries, provided clarifications and the queries were duly replied upon.

Thereafter, Mr. Uttam Tibrewal, Whole Time Director expressed vote of thanks on behalf of the entire Bank and expressed his gratitude to the Board of Directors for the wisdom, guidance and confidence that they have always bestowed in the Bank's team and each & every stakeholder for their support and faith in the management. Mr. Tibrewal also thanked MD & CEO for his rare & optimistic vision and never-ending dedication to the Bank, which helps the bank sail through the toughest of times with ease.

The Chairman further announced that discussion on all the agenda items have been completed successfully and thanked the members, directors and others present at the meeting and declared the meeting concluded at 06.08 P.M

For AU SMALL FINANCE BANK LIMITED

Manmohan Parnami
Company Secretary and Compliance Officer
Membership No: F9999



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