

Ref. No.: AUSFB/SEC/2017-18/281

Date: 28th September, 2017

To,

Listing Department National Stock Exchange of India Limited, Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai 400051, Maharashtra. Scrip code: - AUBANK	Department of Corporate Services, BSE Limited, PhirozJeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. Scrip Code: - 540611
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Ref: AU Small Finance Bank Limited

Sub: Proceedings of the 22nd Annual General Meeting ("AGM") of AU SMALL FINANCE BANK LIMITED ("the Bank") (Earlier Known as AU FINANCIERS (INDIA) LIMITED) held on 27th September, 2017 pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Ma'am,

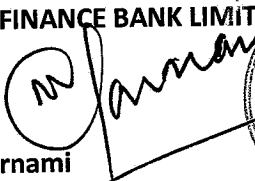
Pursuant to **Regulation 30** of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, please find enclosed herewith proceedings of 22nd AGM of the Shareholders of the Company held on Wednesday, 27th September, 2017 at Suryavanshi Mahal – Ground Floor, ITC Rajputana, Palace Road, Jaipur-302006, Rajasthan which commenced at 2.00 P.M. and concluded at 4:00 P.M.

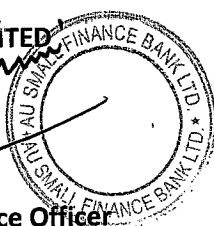
Kindly take the same on record.

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 Twenty Second Annual General Meeting of AU Small Finance Bank Limited held on 27th September, 2017

The **Twenty Second Annual General Meeting** ("the AGM" or "the Meeting") of the members of the Bank was held on Wednesday, 27th September, 2017 which commenced at 2:00 P.M. at Suryavanshi Mahal – Ground Floor, ITC Rajputana, Palace Road, Jaipur-302006, Rajasthan and concluded at 4:00 P.M.

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 Stakeholder 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, Nomination & Remuneration Committee and Corporate Social Responsibility Committee
5. Ms. Jyoti Ishwar Chand Narang, Independent Director
6. Mr. Deepak Jain, Chief Financial Officer
7. Mr. Manmohan Parnami, Company Secretary

Mr. Amit Kabra, on behalf of Statutory Auditors and Mr. Manoj Maheshwari on behalf of Secretarial Auditors and as Scrutiniser of the meeting was present at the meeting.

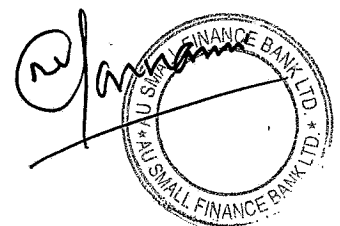
104 Members (including Proxies) attended the meeting.

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

After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the Chairman called the meeting to order. The chairman welcomed and addressed the members, Directors and others present at the meeting. The Chairman informed the members that the Registers and Documents as required under various laws were available for inspection by members.

With the consent of the members present in the meeting the notice convening this AGM was taken as read.

The Chairman mentioned that as an NBFC, AU supported the customers to realise their personal and business aspirations by offering them vehicle finance, micro, small and medium enterprises (MSMEs) loans; and small and medium enterprise (SME) loans. He also appreciated that company has transited well from NBFC platform to Banking platform. He congratulated for untiring efforts by Mr. Sanjay Agarwal – Managing Director and CEO and his team for their dedication, commitment and relentless efforts that have helped AU Financiers transform into AU Small Finance Bank.



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Mr. Sanjay Agarwal, Managing Director & CEO addressed the shareholders about financial performance for FY16-17, transition to Banking platform, appreciated positive energy flowing among team members post conversion to Bank and highlighted the responsibility, trust reposed and opportunities available at Banking platform.

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 Sunday, September 24, 2017 (9:00 A.M.) and ended on Tuesday, September 26, 2017 (5:00 P.M.). During this period, shareholders of the Company, holding shares as on the cut-off date of Wednesday, September 20, 2017, 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, he also apprised the members about the remote E-voting.

On the invitation of the Chairman, members addressed the Meeting, gave their suggestions and raised queries on the remuneration of the Statutory Auditors, which were replied by the Directors present in the meeting.

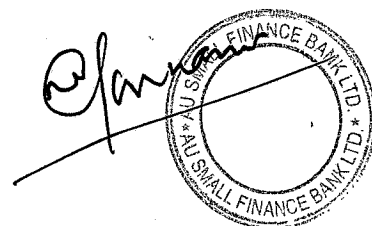
Thereafter, on the request of the chairman, the Company Secretary proceeded with the Agenda items as per Notice of the AGM which had 6 business items.

The following item of business as stated in the notice of AGM Of the Bank were taken up for consideration:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Bank for the Financial Year ended 31st March, 2017 and the reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Bank for the Financial Year ended 31st March, 2017 and the reports of the Auditors thereon.
2. To reappointment of Mr. Uttam Tibrewal (DIN: 01024940), who retires by rotation and being eligible, had offered himself for re-appointment.

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3. To reappointment of M/S S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, (Registration No. 101049W/E300004) as the Statutory Auditors of the Bank.

SPECIAL BUSINESS:

4. To confirm/ratify of Article no. 13(b) of Articles of Association of the bank.
5. To ratify of Employee Stock Option Scheme 2015 of AU SMALL FINANCE BANK LIMITED.
6. To ratify of Employee Stock Option Scheme 2016 of AU SMALL FINANCE BANK LIMITED.

Further, he explained the implications of the resolutions 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 as set out in the Notice of the 22nd AGM.

Queries & Comments from the shareholders were addressed satisfactorily.

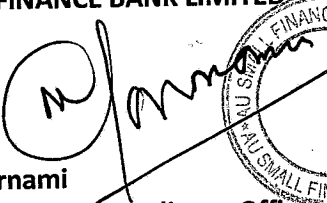
Thereafter, the Chairman requested to the members/proxy holders to cast their vote through Ballot Polling Paper for above mentioned resolutions. The members casted the votes and thereafter the Ballot box was closed and sealed.

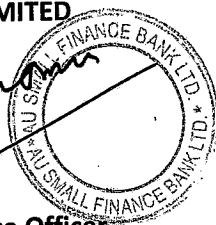
He further stated that the results along with the consolidated report of Scrutinizer for the polling and Remote E-Voting would be uploaded on the bank website www.aubank.in and also would be communicated to the Stock Exchanges within 48 hours of the conclusion of the meeting.

Mr. Uttam Tibrewal, Whole Time Director of the Bank expressed his gratitude to the members, Directors on the dais, Auditors and other dignitaries present at the Annual General Meeting and emphasized the immense opportunities available for future growth.

The Chairman further extended appreciation to all Shareholders for their presence and successfully conducting the meeting and declared the meeting closed.

For AU SMALL FINANCE BANK LIMITED


Manmohan Parnami
Company Secretary & Compliance Officer



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