Ref. No.: AUSFB/SEC/2018-19/157

Date: 16th June 2018

To,

Listing Department National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra. Scrip code: - AUBANK	Department of Corporate Services, BSE Limited, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. Scrip Code: - 540611

SUB: PROCEEDINGS/OUTCOME OF THE 1ST/2018-19 EXTRA ORDINARY GENERAL MEETING ("EOGM") OF AU SMALL FINANCE BANK LIMITED ("THE BANK") HELD ON 15TH JUNE,2018.

REF: REGULATION 30 OF THE 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, we hereby submit proceedings of EOGM of the Shareholders of the Bank held on Friday, 15th June, 2018 at Bank House, Mile 0, Ajmer Road, Jaipur, Rajasthan -302001.The meeting commenced at 04:00 P.M. and concluded at 05.00 P.M.

Kindly take the same on record.

Thanking You.
Yours sincerely,
For AU SMALL FINANCE BANK LIMITED

AU Small Finance Bank Limited JAIPUR

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

info@aubank.in | www.aubank.in

PROCEEDINGS OF THE 01ST/2018-19 EXTRA ORDINARY GENERAL MEETING OF AU SMALL FINANCE BANK LIMITED HELD ON 15TH JUNE 2018

The **01st/2018-19 Extra Ordinary General Meeting** ("the **EOGM**" or "**the Meeting**") of the members of the Bank was held on Friday, 15th June 2018 at Bank House, Mile 0, Ajmer Road, Jaipur, Rajasthan - 302001 which commenced at 4.00 P.M. and concluded at 05.00 P.M.

The EOGM 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 and for Audit Committee & Nomination & Remuneration Committee (being authorized representative on behalf of Mr. Krishan Kant Rathi)
2. Mr. Sanjay Agarwal, Managing Director & CEO
3. Mr. Manmohan Parnami, Company Secretary & Compliance Officer

Mr. Mannil Venugopalan, Non-Executive (Independent) Chairman of the Bank, chaired the of the meeting. 78 Members (including Proxies) attended the meeting.

After ascertaining the requisite quorum from Company Secretary, the Chairman called the meeting to order. The chairman welcomed and addressed the members present at the meeting. Further, required registers and documents, as prescribed under the Companies Act, 2013, were also kept open for inspection at the EOGM.

With the consent of shareholders present Statutory Auditors were provided exemption from attending the meeting on their request and CS Vikas Mehta as Alternate Scrutinizer were present at the meeting in absence of CS Manoj Maheshwari who was appointed as Scrutnizer.

With the permission of the members present in the meeting the notice convening this EOGM was taken as read.

The Chairman apprised the members present about issue and allotment of equity shares and convertible warrants on preferential basis to Camas Investments Pte. Ltd. ("**Camas**"), an indirect wholly owned subsidiary of Temasek Holdings (Private) Limited ("**Temasek**").

Chairman welcomed and apprised the members present that CS Vikas Mehta, Practicing Company Secretary (Membership ACS-28964) had been appointed as an alternate scrutinizer by the Board for scrutinizing the remote e-voting and physical polling process in a fair and transparent manner.

The Chairman informed the members present that the Bank had published a corrigendum in today's newspapers (Financial Express and Punjab Kesari). He mentioned that Camas, which holds a valid foreign portfolio investor ("**FPI**") license, was earlier categorized within a single bucket of FPI under the explanatory statement to the EOGM Notice, in compliance with the prevalent RBI guidelines set out under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 dated 7th November 2017, as amended ("**Foreign Investment Regulations**").

However, based on requirements under the Foreign Investment Regulations, together with the SEBI (Foreign Portfolio Investors) Regulations, 2014, it was clarified in the corrigendum that the Convertible Warrants (and the Equity Shares to be issued upon exercise of the Convertible Warrants) to be issued to Camas will be categorized under the bucket of “Foreign Company” under the Post Allotment Shareholding of the Bank (on allotment of Equity Shares and conversion of Convertible Warrants) instead of bucket of FPI. The Chairman clarified that apart from this minor change, there was no change in the terms contained in the explanatory statement or the EOGM notice.

Thereafter, Mr. Sanjay Agarwal, Managing Director and CEO of the Bank extended a warm welcome to the shareholders present in the meeting. He further apprised that in order to continue to meet the capital requirement while supporting the growth plans, the Bank planned to raise equity capital of nearly Rupees 1,000 crores through issuing equity shares and convertible warrants on preferential basis to Camas, an indirect wholly owned subsidiary of Temasek.

Further, Mr. Agarwal explained that as provided in notice of EOGM, the board at its meeting held on 19th May 2018 discussed that there is sustainable demand for credit in the retail banking segment, small and mid-corporate segments and other segments and in order to meet the capital requirement for expanding business, the Bank is required to raise capital. In respect to the same, Bank is raising capital by issuing 43,30,441 Equity Shares of face value of Rupees 10/- each, fully paid-up for cash, (“**Equity Shares**”) at an issue price of Rupees 692.77/- (including premium of Rupees 682.77/) per Equity Share and 1,01,04,364 Convertible Warrants of the face value of Rupees 10/- (Rupees Ten only) each), for cash, at a price of Rupees 692.77/-(including premium of Rupees 682.77/-) carrying a a right to get issued and allotted 1 (one) equity share on a preferential basis to Camas Investments Pte. Ltd.

Further, he explained that the plan to raise capital is in line with Bank's desired capitalization level for strong recalibrated growth on the banking platform and for potentially attractive growth opportunities. Therefore, in order to continue to meet the capital requirements.

Further, Chairman 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 Standards 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 Tuesday, 12th June 2018 (9:00 A.M.) and ended on Thursday 14th June 2018 (5:00 P.M.). During this period, shareholders of the Bank, holding shares as on the cut-off date of Friday, 8th June 2018, casted their vote by remote e-voting.

The members were also informed that the bank had made arrangements for carrying out voting on Special Resolution contained in the notice through polling process for the members present at the EOGM 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.

Queries from the shareholders were addressed satisfactorily.

Thereafter, on the request of the chairman, the Company Secretary proceeded with the Agenda as per Notice of the EOGM which had one special business item.

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

SPECIAL BUSINESS:

1. To consider the issue of equity shares and convertible warrants on Preferential Basis.

Further, objectives, implications of the resolution proposed was explained to the members in detail.

Thereafter, the Chairman requested to the members/proxy holders to cast their vote through Ballot Paper for above mentioned business who have not cast their vote under e-voting process. The members casted their votes and thereafter the Ballot box was closed and sealed.

Chairman 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 and also would be communicated to the Stock Exchanges within 2 days of the conclusion of the meeting.

Chairman of the Bank expressed his gratitude to the members, Directors on the dais, and other dignitaries present at the meeting.

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

For AU SMALL FINANCE BANK LIMITED

AU Small Finance Bank Limited JAIPUR

Manmohan Parnami
Company Secretary & Compliance Officer

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SEARCHABLE FORMAT

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