

Ref. No.: AUSFB/SEC/2019-20/73

Date: 15<sup>th</sup> May, 2019

To,

|                                                                                                                                                                      |                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Listing Department<br/>National Stock Exchange of India Limited,<br/>Exchange Plaza, Bandra Kurla Complex,<br/>Bandra (East), Mumbai 400051,<br/>Maharashtra.</p> | <p>Department of Corporate Services,<br/>The Bombay Stock Exchange Limited,<br/>Phiroz Jeejee bhoy Towers,<br/>Dalal Street, Mumbai 400001,<br/>Maharashtra.</p> |
| <p>NSE Symbol : <b>AUBANK</b></p>                                                                                                                                    | <p>Scrip Code: <b>540611</b></p>                                                                                                                                 |

Dear Sir/Madam,

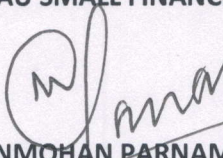
**Sub: Submission of annual secretarial compliance report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In reference to the compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing Ref. No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February 2019, we are submitting herewith the Annual Secretarial Compliance Report issued by M/s. V. M. & Associates, Company Secretaries in Practice, for the financial year ended 31<sup>st</sup> March 2019.

This for your records and appropriate dissemination.

Thanking You

**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





**Secretarial Compliance Report  
of  
AU Small Finance Bank Limited  
For the year ended March 31, 2019**

We M/s V. M. & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **AU Small Finance Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (repealed w.e.f. 9th December, 2018);
- (c) Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations, 2018 notified on 9<sup>th</sup> December, 2018;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (repealed w.e.f. 11<sup>th</sup> September, 2018); **(Not applicable to the Bank during the Review Period)**
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11<sup>th</sup> September, 2018; **(Not applicable to the Bank during the Review Period)**
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;







- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (i) Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Bank during the Review Period)**
- (j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **NOT APPLICABLE being first report after notification of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Place: Jaipur  
Date: April 22, 2019

For V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)



  
CS Manoj Maheshwari  
Partner  
FCS 3355  
C P No. : 1971

# **SEARCHABLE FORMAT**

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**Date: 15<sup>th</sup> May, 2019**

To,

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This for your records and appropriate dissemination.

Thanking You

**For AU SMALL FINANCE BANK LIMITED**

Sd/-

**MANMOHAN PARNAMI**

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Encl: As above**

**Registered Office**

**AU SMALL FINANCE BANK LIMITED**

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