

**Ref. No.: AUSFB/SEC/2017-18/283**

**Date: 28<sup>th</sup> September, 2017**

To,

|                                                                                                                                                                                  |                                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| Listing Department<br>National Stock Exchange of India Limited,<br>Exchange Plaza, BandraKurla Complex,<br>Bandra (East), Mumbai 400051,<br>Maharashtra.<br>Scrip code: - AUBANK | Department of Corporate Services,<br>BSE Limited,<br>PhirozJeejeebhoy Towers,<br>Dalal Street, Mumbai 400001,<br>Maharashtra.<br>Scrip Code: - 540611 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|

**Ref :- AU Small Finance Bank Limited**

**Sub: Voting Results of the 22<sup>nd</sup> Annual General Meeting ("AGM") of AU SMALL FINANCE BANK LIMITED ("the Bank") held on 27<sup>th</sup> September, 2017 pursuant to the 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/Ma'am,

We would like to inform you that the 22<sup>nd</sup> AGM of the Bank was held on Wednesday, 27<sup>th</sup> September 2017 at Suryavanshi Mahal – Ground Floor, ITC Rajputana, Palace Road, Jaipur-302006, Rajasthan. The meeting commenced at 2:00 P.M. and concluded on 4:00 P.M.

Accordingly, we hereby submit the following disclosures:

1. Voting results in the format prescribed under Regulation 44 of the Listing Regulations; and
2. Combined Scrutinizer's Report on Remote E-Voting & Polling process conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended.

You are requested to take the same on your records.

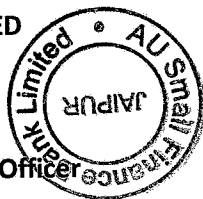
Thanking You.

Yours sincerely,

**For AU SMALL FINANCE BANK LIMITED**

**Manmohan Parnami**

**Company Secretary and Compliance Officer**



**Registered Office**

**AU SMALL FINANCE BANK LIMITED**

19-A Dhuleshwar Garden, Ajmer Road,  
Jaipur - 302001, Rajasthan, India

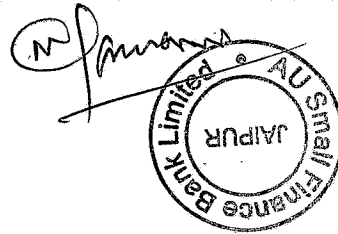
Phone: +91 141 4110060/61, Fax: +91 141 4110090

CIN: L36911RJ1996PLC011381

Formerly known as Au Financiers (India) Limited

**info@aubank.in | www.aubank.in**

| Voting Results                                                                |                               |
|-------------------------------------------------------------------------------|-------------------------------|
| Name of Bank                                                                  | AU Small Finance Bank Limited |
| Date of the AGM                                                               | 27-Sep-17                     |
| Total number of shareholders on record date                                   | 123878                        |
| No. of shareholders present in the meeting either in person or through proxy: | 104                           |
| Promoters and Promoter Group:                                                 | 3                             |
| Public:                                                                       | 101                           |
| No. of Shareholders attended the meeting through Video Conferencing           | Not applicable                |
| Promoters and Promoter Group:                                                 | Not applicable                |
| Public:                                                                       | Not applicable                |

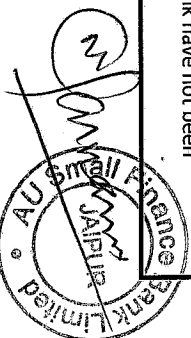


Agenda-wise disclosure

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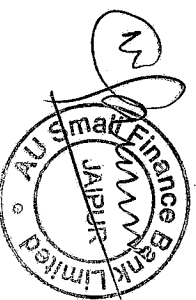
| Resolution No.                                                           | ORDINARY- To Consider and adopt :<br>a) the Audited Standalone Financial Statement of the Bank for the Financial Year ended 31st March, 2017 and the reports of the Board of Directors and the Auditors thereon; and<br>b) the Audited Consolidated Financial Statements of the Bank for the Financial Year ended 31st March, 2017 and the reports of the Auditors thereon. |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
|--------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|--|--|
| Whether Promoter/Promoter group are interested in the agenda/resolution? | NO                                                                                                                                                                                                                                                                                                                                                                          |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Category                                                                 | Mode of Voting                                                                                                                                                                                                                                                                                                                                                              | No. of Shares held (1) | No. of votes polled (2) | % of votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |  |  |
| Promoter and Promoter Group                                              | E-Voting                                                                                                                                                                                                                                                                                                                                                                    | 93426462               | 93334392                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949                                                                                                                                                                                                                                                                                              | 13344723               | 13344723                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | vote considered                                                                                                                                                                                                                                                                                                                                                             | 80081739               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Poll                                                                                                                                                                                                                                                                                                                                                                        |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                               |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Total                                                                                                                                                                                                                                                                                                                                                                       | 93426462               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
| Public Institutions                                                      | E-Voting                                                                                                                                                                                                                                                                                                                                                                    |                        | 16979468                | 36.37                                                     | 16979468                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Poll                                                                                                                                                                                                                                                                                                                                                                        | 45926091               | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                               |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Total                                                                                                                                                                                                                                                                                                                                                                       | 45926091               | 16979468                | 36.37                                                     | 16979468                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | E-Voting                                                                                                                                                                                                                                                                                                                                                                    | 144898353              | 102348930               |                                                           |                            |                          |                                                        |                                                      |  |  |
| Public Non Institutions                                                  | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949                                                                                                                                                                                                                                                                                              | 2333158                | 2333158                 |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | vote considered                                                                                                                                                                                                                                                                                                                                                             | 142565195              | 100015772               | 70.15                                                     | 100015710                  | 62                       | 99.9999                                                | 0.0001                                               |  |  |
|                                                                          | Poll                                                                                                                                                                                                                                                                                                                                                                        |                        | 219267                  | 0.15                                                      | 219267                     | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                               |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Total                                                                                                                                                                                                                                                                                                                                                                       | 144898353              | 100235039               | 70.31                                                     | 100234977                  | 62                       | 99.9999                                                | 0.0001                                               |  |  |
|                                                                          | TOTAL                                                                                                                                                                                                                                                                                                                                                                       | 284250906              | 197204176               | 69.38                                                     | 197204114                  | 62                       | 100.0000                                               | 0.0000                                               |  |  |

Pursuant to section 12(2) of the banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.



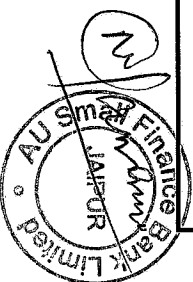
| Resolution No.                                                           | ORDINARY - To appoint a director in place of Mr. Uttam Thirwala (DIN: 01024940), who retires by rotation and being eligible, has offered himself for re-appointment. |                        |                         |                                                           |                            |                          |                                                        |                                                      |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution Required: (Ordinary/Special)                                  |                                                                                                                                                                      |                        |                         |                                                           |                            |                          |                                                        |                                                      |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | NO                                                                                                                                                                   |                        |                         |                                                           |                            |                          |                                                        |                                                      |
| Category                                                                 | Mode of Voting                                                                                                                                                       | No. of Shares held (1) | No. of votes polled (2) | % of votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                              | E-Voting                                                                                                                                                             | 93426462               | 93334392                |                                                           |                            |                          |                                                        |                                                      |
|                                                                          | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949                                                                                       | 13344723               | 13344723                |                                                           |                            |                          |                                                        |                                                      |
|                                                                          | vote considered                                                                                                                                                      | 80081739               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |
|                                                                          | Poll                                                                                                                                                                 |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
|                                                                          | Postal Ballot (if applicable)                                                                                                                                        |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |
|                                                                          | Total                                                                                                                                                                | 93426462               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |
|                                                                          | E-Voting                                                                                                                                                             |                        | 17033477                | 37.09                                                     | 12463405                   | 4570072                  | 73.1701                                                | 26.8299                                              |
|                                                                          | Poll                                                                                                                                                                 | 45926091               | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |
|                                                                          | Postal Ballot (if applicable)                                                                                                                                        |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |
|                                                                          | Total                                                                                                                                                                | 45926091               | 17033477                | 37.09                                                     | 12463405                   | 4570072                  | 73.1701                                                | 26.8299                                              |
| Public-Institutions                                                      | E-Voting                                                                                                                                                             | 144898353              | 102348943               |                                                           |                            |                          |                                                        |                                                      |
|                                                                          | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949                                                                                       | 2333158                | 2333158                 |                                                           |                            |                          |                                                        |                                                      |
|                                                                          | vote considered                                                                                                                                                      | 142565195              | 100015785               | 70.15                                                     | 100015617                  | 168                      | 99.9998                                                | 0.0002                                               |
|                                                                          | Poll                                                                                                                                                                 |                        | 219267                  | 0.15                                                      | 219267                     | 0                        | 100.0000                                               | 0.0000                                               |
|                                                                          | Postal Ballot (if applicable)                                                                                                                                        |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |
|                                                                          | Total                                                                                                                                                                | 144898353              | 100235052               | 70.31                                                     | 100234884                  | 168                      | 99.9998                                                | 0.0002                                               |
|                                                                          |                                                                                                                                                                      | 284250906              | 197258198               | 69.40                                                     | 192687958                  | 4570240                  | 97.6831                                                | 2.3169                                               |
|                                                                          | TOTAL                                                                                                                                                                |                        |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                          |                                                                                                                                                                      |                        |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                          |                                                                                                                                                                      |                        |                         |                                                           |                            |                          |                                                        |                                                      |

Pursuant to section 12(2) of the banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.



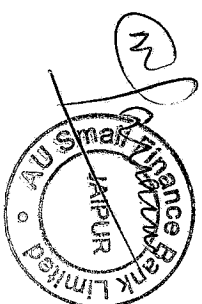
| Resolution No.                                                           | ORDINARY - To re-appoint M/S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, (Registration No. 101049W/E300004) as the Statutory Auditors of the Bank |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|--|--|
| Resolution Required: (Ordinary/ Special)                                 |                                                                                                                                                            |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | NO                                                                                                                                                         |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Category                                                                 | Mode of Voting                                                                                                                                             | No. of Shares held (1) | No. of votes polled (2) | % of votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |  |  |
| Promoter and Promoter Group                                              | E-Voting                                                                                                                                                   | 93426462               | 93334392                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949                                                                             | 13344723               | 13344723                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | vote considered                                                                                                                                            | 80081739               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Poll                                                                                                                                                       |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                                                                                              |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Total                                                                                                                                                      | 93426462               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
| Public-Institutions                                                      | E-Voting                                                                                                                                                   |                        | 17033477                | 37.09                                                     | 17033477                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Poll                                                                                                                                                       | 45926091               | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                                                                                              |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Total                                                                                                                                                      | 45926091               | 17033477                | 37.09                                                     | 17033477                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | E-Voting                                                                                                                                                   | 144898353              | 102348984               |                                                           |                            |                          |                                                        |                                                      |  |  |
| Public-Non Institutions                                                  | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949                                                                             | 2333158                | 2333158                 |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | vote considered                                                                                                                                            | 142565195              | 100015826               | 70.15                                                     | 100015615                  | 211                      | 99.9998                                                | 0.0002                                               |  |  |
|                                                                          | Poll                                                                                                                                                       |                        | 219267                  | 0.15                                                      | 219267                     | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                                                                                              |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Total                                                                                                                                                      | 144898353              | 100235093               | 70.31                                                     | 100234882                  | 211                      | 99.9998                                                | 0.0002                                               |  |  |
|                                                                          | TOTAL                                                                                                                                                      | 284250906              | 197258239               | 69.40                                                     | 197258028                  | 211                      | 99.9999                                                | 0.0001                                               |  |  |

Pursuant to section 12(2) of the banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.



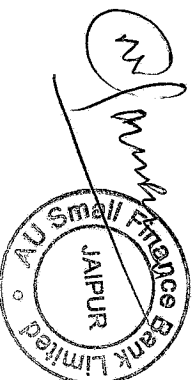
| Resolution No.                                                           | 4                                                                                    |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|--|--|
| Resolution Required: (Ordinary/ Special)                                 | SPECIAL- To confirm/ratify article no. 13(b) of Articles of Association of the bank. |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | NO                                                                                   |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Category                                                                 | Mode of Voting                                                                       | No. of Shares held (1) | No. of votes polled (2) | % of votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |  |  |
| Promoter and Promoter Group                                              | E-Voting                                                                             | 93426462               | 93334392                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949       | 13344723               | 13344723                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | vote considered                                                                      | 80081739               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Poll                                                                                 |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                        |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
| Public-Institutions                                                      | Total                                                                                | 93426462               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | E-Voting                                                                             |                        | 17033477                | 37.09                                                     | 17033477                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Poll                                                                                 | 45926091               | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                        |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Total                                                                                | 45926091               | 17033477                | 37.09                                                     | 17033477                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
| Public-Non Institutions                                                  | E-Voting                                                                             | 144898353              | 102348900               |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949       | 2333158                | 2333158                 |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | vote considered                                                                      | 142565195              | 100015742               | 70.15                                                     | 100015556                  | 186                      | 99.9998                                                | 0.0002                                               |  |  |
|                                                                          | Poll                                                                                 |                        | 219132                  | 0.15                                                      | 219132                     | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                        |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
| TOTAL                                                                    |                                                                                      | 144898353              | 100234674               | 70.31                                                     | 100234688                  | 186                      | 99.9998                                                | 0.0002                                               |  |  |
|                                                                          |                                                                                      | 284250906              | 197258020               | 69.40                                                     | 197257834                  | 186                      | 99.9999                                                | 0.0001                                               |  |  |

Pursuant to section 12(2) of the banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.



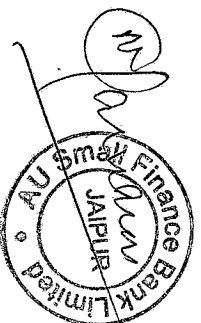
| Resolution No.                                                           | SPECIAL- To Ratify Employee Stock Option Scheme 2015 Of AU SMALL FINANCE BANK LIMITED. |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|--|--|
| Resolution Required:<br>(Ordinary/ Special)                              |                                                                                        |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | NO                                                                                     |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Category                                                                 | Mode of Voting                                                                         | No. of Shares held (1) | No. of votes polled (2) | % of votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |  |  |
| Promoter and Promoter Group                                              | E-Voting                                                                               | 93426462               | 93334392                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949         | 13344723               | 13344723                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | vote considered                                                                        | 80081739               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Poll                                                                                   |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                          |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
| Public-Institutions                                                      | Total                                                                                  | 93426462               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | E-Voting                                                                               |                        | 16968477                | 36.95                                                     | 10432174                   | 6536303                  | 61.4797                                                | 38.5203                                              |  |  |
|                                                                          | Poll                                                                                   | 45926091               | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                          |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                          | Total                                                                                  | 45926091               | 16968477                | 36.95                                                     | 10432174                   | 6536303                  | 61.4797                                                | 38.5203                                              |  |  |
| Public-Non Institutions                                                  | E-Voting                                                                               | 144898353              | 102348977               |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949         | 2333158                | 2333158                 |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                          | vote considered                                                                        | 142565195              | 100015819               | 70.15                                                     | 100015400                  | 419                      | 99.9996                                                | 0.0004                                               |  |  |
|                                                                          | Poll                                                                                   |                        | 219132                  | 0.15                                                      | 219132                     | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                          | Postal Ballot (if applicable)                                                          |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
| TOTAL                                                                    |                                                                                        | 144898353              | 100234951               | 70.31                                                     | 100234532                  | 419                      | 99.9996                                                | 0.0004                                               |  |  |
|                                                                          |                                                                                        | 284250906              | 197193097               | 69.37                                                     | 190656375                  | 6536722                  | 96.6851                                                | 3.3149                                               |  |  |

Pursuant to section 12(2) of the banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.



|                                                                           |                                                                                        |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|--|--|
| Resolution No.                                                            | SPECIAL- To Ratify Employee Stock Option Scheme 2016 of AU SMALL FINANCE BANK LIMITED. |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Resolution Required:<br>(Ordinary/ Special)                               | SPECIAL- To Ratify Employee Stock Option Scheme 2016 of AU SMALL FINANCE BANK LIMITED. |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Whether Promoter/Promoter group are interested in the agenda/ resolution? | NO                                                                                     |                        |                         |                                                           |                            |                          |                                                        |                                                      |  |  |
| Category                                                                  | Mode of Voting                                                                         | No. of Shares held (1) | No. of votes polled (2) | % of votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |  |  |
| Promoter and Promoter Group                                               | E-Voting                                                                               | 93426462               | 93334392                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                           | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949         | 13344723               | 13344723                |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                           | vote considered                                                                        | 80081739               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                           | Poll                                                                                   |                        | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                           | Postal Ballot (if applicable)                                                          |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
| Public-Institutions                                                       | Total                                                                                  | 93426462               | 79989669                | 99.89                                                     | 79989669                   | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                           | E-Voting                                                                               |                        | 16968477                | 36.95                                                     | 10432174                   | 6536303                  | 61.4797                                                | 38.5203                                              |  |  |
|                                                                           | Poll                                                                                   | 45926091               | 0                       | 0.00                                                      | 0                          | 0                        | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                           | Postal Ballot (if applicable)                                                          |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
|                                                                           | Total                                                                                  | 45926091               | 16968477                | 36.95                                                     | 10432174                   | 6536303                  | 61.4797                                                | 38.5203                                              |  |  |
| Public-Non Institutions                                                   | E-Voting                                                                               | 144898353              | 102348956               |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                           | less: not considered pursuant to section 12(2) of Banking Regulation Act, 1949         | 2333158                | 2333158                 |                                                           |                            |                          |                                                        |                                                      |  |  |
|                                                                           | vote considered                                                                        | 142565195              | 100015798               | 70.15                                                     | 100015404                  | 394                      | 99.9996                                                | 0.0004                                               |  |  |
|                                                                           | Poll                                                                                   |                        | 219132                  | 0.15                                                      | 219132                     | 0                        | 100.0000                                               | 0.0000                                               |  |  |
|                                                                           | Postal Ballot (if applicable)                                                          |                        | 0                       | 0.00                                                      | 0                          |                          | 0.0000                                                 | 0.0000                                               |  |  |
| TOTAL                                                                     |                                                                                        | 144898353              | 100234930               | 70.31                                                     | 100234536                  | 394                      | 99.9996                                                | 0.0004                                               |  |  |
|                                                                           |                                                                                        | 284250906              | 197193076               | 69.37                                                     | 190656379                  | 6536697                  | 96.6851                                                | 3.3149                                               |  |  |

Pursuant to section 12(2) of the banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.



# **MANOJ MAHESHWARI**

## **COMPANY SECRETARY**

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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

### **SCRUTINIZER'S REPORT**

To,

The Chairman of

22nd Annual General Meeting of the Equity Shareholders of AU Small Finance Bank Limited held on Wednesday, 27th September, 2017 at 02:00 P.M. at Suryavanshi Mahal – Ground Floor, ITC Rajputana, Palace Road, Jaipur-302006, (Rajasthan).

**Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the 22nd AGM of AU Small Finance Bank Limited held on Wednesday, 27th September, 2017 at 02:00 P.M.**

The Board of Directors of AU Small Finance Bank Limited (hereinafter referred to as "Company") at its meeting held on Wednesday, 9<sup>th</sup> August, 2017, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Report on Scrutiny:**

- The Company had appointed National Securities Depository Limited (hereinafter referred to as "NSDL") as the service provider, for the purpose of extending the facility of remote e-voting to the members of the company. Link Intime India Pvt. Ltd. is the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary and Special Business) sought to be transacted in the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company, which was held on Wednesday, 27<sup>th</sup> September, 2017.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 18<sup>th</sup> August, 2017 and as on that date, there were 1,27,759 members of the Company. The RTA of the company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to 1,01,168 members whose email Id was made available by the two Depositories and for those members, holding shares in physical form, who had registered their email-id with the RTA. In respect of 26,591 members, whose Email-Id(s) are not available; notices were sent by courier. In respect of 2,991 cases, where the transmissions through e-mail had failed, the company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by courier. Further, as confirmed by management, there were no such envelopes containing notice of AGM which were returned undelivered.
- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.



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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

- The Cut-off date for the purpose of identifying the members who will be entitled to vote on the resolutions placed for approval of the Members was Wednesday, 20<sup>th</sup> September, 2017.
- The remote e-voting period remained open from Sunday, 24<sup>th</sup> September, 2017 at 09:00 A.M. to Tuesday, 26<sup>th</sup> September, 2017 at 05:00 P.M.
- The Company completed the dispatch of the notices to the members by Saturday, 2<sup>nd</sup> September, 2017.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in "Financial Express", English newspaper in English language and in "Punjab Kesari", vernacular newspaper in vernacular language dated Monday, 4<sup>th</sup> September, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Tuesday, 26<sup>th</sup> September, 2017 at 05:00 P.M., the voting portal of the Service provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number of shares held was obtained from the service provider.
- At the venue of the 22<sup>nd</sup> AGM of the Company held on Wednesday, 27<sup>th</sup> September, 2017, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.
- On 27<sup>th</sup> September, 2017, after counting of the votes conducted at the venue of the AGM through ballot paper, votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a scrutinizer duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

Item No. 1: Ordinary Resolution:

To consider and adopt:

- the Audited Standalone Financial Statements of the Bank for the financial year ended 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Bank for the Financial Year ended 31st March, 2017 and the reports of the Auditors thereon.

|                                                                                                      |                                                                      |                                  |                         |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------|-------------------------|
| Total No. of Shareholders/folios                                                                     | 1,23,878                                                             |                                  |                         |
| Total No. of Shares                                                                                  | 28,42,50,906                                                         |                                  |                         |
| Remote E-voting Period                                                                               | 24 <sup>th</sup> September, 2017 to 26 <sup>th</sup> September, 2017 |                                  |                         |
|                                                                                                      |                                                                      | <b>Number of<br/>Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting                                                             | A                                                                    | 268                              | 21,26,62,790            |
| Total Votes cast through Polling at AGM                                                              | B                                                                    | 60                               | 2,19,267                |
| Grand Total of remote e-voting / Polling at AGM(A+B)                                                 | C                                                                    | 328                              | 21,28,82,057            |
| Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated) | D                                                                    | 0                                | 0                       |
| Net remote e-voting/ Polling at AGM(C-D)                                                             | E                                                                    | 328                              | 21,28,82,057            |

### NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

### SUMMARY OF VOTING

| Promoter/Public             | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter group | Total                  | 9,34,26,462             | 9,33,34,392                                               | --                         | --                       | --                                                     | --                                                   |
|                             | Considered             | 8,00,81,739             | 7,99,89,669                                               | 99.89%                     | 7,99,89,669              | 100%                                                   | --                                                   |
| Public holders              | institutional          | 4,59,26,091             | 1,69,79,468                                               | 36.97%                     | 16,979,468               | 100%                                                   | --                                                   |
| Public-others               | Total                  | 14,48,98,353            | 10,25,68,197                                              | --                         | --                       | --                                                     | --                                                   |
|                             | Considered             | 14,25,65,195            | 10,02,35,039                                              | 70.31%                     | 10,02,34,977             | 99.9999%                                               | 0.0001%                                              |
| Total                       |                        | 28,42,50,906            | 19,72,04,176                                              | 69.38%                     | 19,72,04,114             | 99.9999%                                               | 0.0001%                                              |

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

\*Pursuant to section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.

### RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 9<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI****COMPANY SECRETARY****( 2370 954; 93145 04821 (M) )****E-mail: cs.vmanda@gmail.com****403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.****"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.****Item No. 2: Ordinary Resolution:**

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.

|                                                                                                      |                                                                      |                                  |                         |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------|-------------------------|
| Total No. of Shareholders/Folios                                                                     | 1,23,878                                                             |                                  |                         |
| Total No. of Shares                                                                                  | 28,42,50,906                                                         |                                  |                         |
| Remote E-voting Period                                                                               | 24 <sup>th</sup> September, 2017 to 26 <sup>th</sup> September, 2017 |                                  |                         |
|                                                                                                      |                                                                      | <b>Number of<br/>Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting                                                             | A                                                                    | 272                              | 21,27,16,812            |
| Total Votes cast through Polling at AGM                                                              | B                                                                    | 60                               | 2,19,267                |
| Grand Total of remote e-voting / Polling at AGM(A+B)                                                 | C                                                                    | 332                              | 21,29,36,079            |
| Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated) | D                                                                    | 0                                | 0                       |
| Net remote e-voting/ Polling at AGM(C-D)                                                             | E                                                                    | 332                              | 21,29,36,079            |

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

| Promoter/Public             | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter group | Total                  | 9,34,26,462             | 9,33,34,392                                               | --                         | --                       | --                                                     | --                                                   |
|                             | Considered             | 8,00,81,739             | 7,99,89,669                                               | 99.89%                     | 7,99,89,669              | 100%                                                   | --                                                   |
| Public holders              | institutional          | 4,59,26,091             | 1,70,33,477                                               | 37.09%                     | 1,24,63,405              | 45,70,072                                              | 73.17%                                               |
| Public-others               | Total                  | 14,48,98,353            | 10,25,68,210                                              | --                         | --                       | --                                                     | --                                                   |
|                             | Considered             | 14,25,65,195            | 10,02,35,052                                              | 70.31%                     | 10,02,34,884             | 168                                                    | 99.9999%                                             |
| Total                       |                        | 28,42,50,906            | 19,72,58,198                                              | 69.40%                     | 19,26,87,958             | 45,70,240                                              | 97.68%                                               |

Percentage of Votes cast in favour: 97.68% | Percentage of votes cast against: 2.32%

\*Pursuant to section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 97.68%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 9<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



# MANOJ MAHESHWARI

## COMPANY SECRETARY

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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

### Item No. 3: Ordinary Resolution:

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

|                                                                                                      |                                                                      |                          |                  |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------|------------------|
| Total No. of Shareholders/Folios                                                                     | 1,23,878                                                             |                          |                  |
| Total No. of Shares                                                                                  | 28,42,50,906                                                         |                          |                  |
| Remote E-voting Period                                                                               | 24 <sup>th</sup> September, 2017 to 26 <sup>th</sup> September, 2017 |                          |                  |
|                                                                                                      |                                                                      | Number of<br>Votes/Folio | Number of shares |
| Total votes cast through remote e-voting                                                             | A                                                                    | 273                      | 21,27,16,853     |
| Total Votes cast through Polling at AGM                                                              | B                                                                    | 60                       | 2,19,267         |
| Grand Total of remote e-voting / Polling at AGM(A+B)                                                 | C                                                                    | 333                      | 21,29,36,120     |
| Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated) | D                                                                    | 0                        | 0                |
| Net remote e-voting/ Polling at AGM(C-D)                                                             | E                                                                    | 333                      | 21,29,36,120     |

### NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

### SUMMARY OF VOTING

| Promoter/Public              | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter group  | Total                  | 9,34,26,462             | 9,33,34,392                                               | --                         | --                       | --                                                     | --                                                   |
|                              | Considered             | 8,00,81,739             | 7,99,89,669                                               | 99.89%                     | 7,99,89,669              | 100%                                                   | --                                                   |
| Public institutional holders |                        | 4,59,26,091             | 1,70,33,477                                               | 37.09%                     | 1,70,33,477              | 100%                                                   | --                                                   |
| Public-others                | Total                  | 14,48,98,353            | 10,25,68,251                                              | --                         | --                       | --                                                     | --                                                   |
|                              | Considered             | 14,25,65,195            | 10,02,35,093                                              | 70.31%                     | 10,02,34,882             | 99.9998%                                               | 0.0002%                                              |
| Total                        |                        | 28,42,50,906            | 19,72,58,239                                              | 69.40%                     | 19,72,58,028             | 99.9999%                                               | 0.0001%                                              |

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

\*Pursuant to section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.

### RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the ordinary resolution under section 139 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 5<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No.4: Special Resolution:**

To confirm / ratify Article no. 13(b) of Articles of Association of the bank.

|                                                                                                      |                                                                      |                                  |                         |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------|-------------------------|
| Total No. of Shareholders/Folios                                                                     | 1,23,878                                                             |                                  |                         |
| Total No. of Shares                                                                                  | 28,42,50,906                                                         |                                  |                         |
| Remote E-voting Period                                                                               | 24 <sup>th</sup> September, 2017 to 26 <sup>th</sup> September, 2017 |                                  |                         |
|                                                                                                      |                                                                      | <b>Number of<br/>Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting                                                             | A                                                                    | 270                              | 21,27,16,769            |
| Total Votes cast through Polling at AGM                                                              | B                                                                    | 60                               | 2,19,267                |
| Grand Total of remote e-voting / Polling at AGM(A+B)                                                 | C                                                                    | 330                              | 21,29,36,036            |
| Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated) | D                                                                    | 1                                | 135                     |
| Net remote e-voting/ Polling at AGM(C-D)                                                             | E                                                                    | 329                              | 21,29,35,901            |

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

| Promoter/Public              | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter group  | Total                  | 9,34,26,462             | 9,33,34,392                                               | --                         | --                       | --                                                     | --                                                   |
|                              | Considered             | 8,00,81,739             | 7,99,89,669                                               | 99.89%                     | 7,99,89,669              | 100%                                                   | --                                                   |
| Public institutional holders |                        | 4,59,26,091             | 17,033,477                                                | 37.09%                     | 17,033,477               | 100%                                                   | --                                                   |
| Public-others                | Total                  | 14,48,98,353            | 10,25,68,032                                              | --                         | --                       | --                                                     | --                                                   |
|                              | Considered             | 14,25,65,195            | 10,02,34,874                                              | 70.31%                     | 10,02,34,688             | 99.9998%                                               | 0.0002%                                              |
| <b>Total</b>                 |                        | <b>28,42,50,906</b>     | <b>19,72,58,020</b>                                       | <b>69.40%</b>              | <b>19,72,57,834</b>      | <b>99.9999%</b>                                        | <b>0.0001%</b>                                       |

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

\*Pursuant to section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the special resolution under section 14 of the Companies Act, 2013 as set out in the notice of AGM dated 9<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI****COMPANY SECRETARY**

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403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

**Item No.5: Special Resolution:**

To ratify Employee Stock Option Scheme 2015 of Au Small Finance Bank Limited.

|                                                                                                      |                                                                      |                                  |                         |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------|-------------------------|
| Total No. of Shareholders/Folios                                                                     | 1,23,878                                                             |                                  |                         |
| Total No. of Shares                                                                                  | 28,42,50,906                                                         |                                  |                         |
| Remote E-voting Period                                                                               | 24 <sup>th</sup> September, 2017 to 26 <sup>th</sup> September, 2017 |                                  |                         |
|                                                                                                      |                                                                      | <b>Number of<br/>Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting                                                             | A                                                                    | 271                              | 21,26,51,846            |
| Total Votes cast through Polling at AGM                                                              | B                                                                    | 60                               | 2,19,267                |
| Grand Total of remote e-voting / Polling at AGM(A+B)                                                 | C                                                                    | 331                              | 21,28,71,113            |
| Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated) | D                                                                    | 1                                | 135                     |
| Net remote e-voting/ Polling at AGM(C-D)                                                             | E                                                                    | 330                              | 21,28,70,978            |

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

| Promoter/Public              | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter group  | Total                  | 9,34,26,462             | 9,33,34,392                                               | --                         | --                       | --                                                     | --                                                   |
|                              | Considered             | 8,00,81,739             | 7,99,89,669                                               | 99.89%                     | 7,99,89,669              | 100%                                                   | --                                                   |
| Public institutional holders |                        | 45,926,091              | 1,69,68,477                                               | 36.95%                     | 1,04,32,174              | 65,36,303                                              | 61.48%                                               |
| Public-others                | Total                  | 14,48,98,353            | 10,25,68,109                                              | --                         | --                       | --                                                     | --                                                   |
|                              | Considered             | 14,25,65,195            | 10,02,34,951                                              | 70.31%                     | 10,02,34,532             | 419                                                    | 99.9996%                                             |
| <b>Total</b>                 |                        | <b>28,42,50,906</b>     | <b>19,71,93,097</b>                                       | <b>69.37%</b>              | <b>19,06,56,375</b>      | <b>65,36,722</b>                                       | <b>96.69%</b>                                        |

Percentage of Votes cast in favour: 96.69% | Percentage of votes cast against: 3.31%

\*Pursuant to section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 96.69%, I report that the special resolution under Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 and applicable provisions of the Companies Act, 2013 as set out in the notice of AGM dated 9<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI****COMPANY SECRETARY****( 2370 954; 93145 04821 (M) )****E-mail: cs.vmanda@gmail.com****403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.****"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.****Item No.6: Special Resolution:****To ratify Employee Stock Option Scheme 2016 of Au Small Finance Bank Limited.**

|                                                                                                      |                                                                      |                                  |                         |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------|-------------------------|
| Total No. of Shareholders/Folios                                                                     | 1,23,878                                                             |                                  |                         |
| Total No. of Shares                                                                                  | 28,42,50,906                                                         |                                  |                         |
| Remote E-voting Period                                                                               | 24 <sup>th</sup> September, 2017 to 26 <sup>th</sup> September, 2017 |                                  |                         |
|                                                                                                      |                                                                      | <b>Number of<br/>Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting                                                             | A                                                                    | 271                              | 21,26,51,825            |
| Total Votes cast through Polling at AGM                                                              | B                                                                    | 60                               | 2,19,267                |
| Grand Total of remote e-voting / Polling at AGM(A+B)                                                 | C                                                                    | 331                              | 21,28,71,092            |
| Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated) | D                                                                    | 1                                | 135                     |
| Net remote e-voting/ Polling at AGM(C-D)                                                             | E                                                                    | 330                              | 21,28,70,957            |

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

| Promoter/ Public             |            | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter group  | Total      | 9,34,26,462            | 9,33,34,392             | --                                                        | --                         | --                       | --                                                     | --                                                   |
|                              | Considered | 8,00,81,739            | 7,99,89,669             | 99.89%                                                    | 7,99,89,669                | --                       | 100%                                                   | --                                                   |
| Public institutional holders |            | 4,59,26,091            | 1,69,68,477             | 36.95%                                                    | 1,04,32,174                | 65,36,303                | 61.48%                                                 | 38.52%                                               |
| Public-others                | Total      | 14,48,98,353           | 10,25,68,088            | --                                                        | --                         | --                       | --                                                     | --                                                   |
|                              | Considered | 14,25,65,195           | 10,02,34,930            | 70.31%                                                    | 10,02,34,536               | 394                      | 99.9996%                                               | 0.0004%                                              |
| Total                        |            | 28,42,50,906           | 19,71,93,076            | 69.37%                                                    | 19,06,56,379               | 65,36,697                | 96.69%                                                 | 3.31%                                                |

Percentage of Votes cast in favour: 96.69% | Percentage of votes cast against: 3.31%

\*Pursuant to section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the bank have not been considered.

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 96.69%, I report that the special resolution under Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 and applicable provisions of the Companies Act, 2013 as set out in the notice of AGM dated 9<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



# **MANOJ MAHESHWARI**

## **COMPANY SECRETARY**

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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

All the Resolutions mentioned in the AGM Notice dated 9<sup>th</sup> August, 2017 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

A soft copy, containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting and voting conducted at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

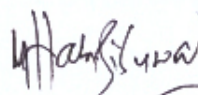
Yours Faithfully



**CS Manoj Maheshwari**  
Scrutinizer  
FCS: 3355  
C.P. No. 1971



**For AU Small Finance Bank Limited**



**Uttam Tibrewal**  
Whole Time Director  
DIN:01024940  
(as authorized by chairman of AGM)

Place: Jaipur

Date: 29th September, 2017