

Ref. No.: AUSFB/SEC/2018-19/159
Date: 16th June, 2018

To,

Listing Department National Stock Exchange of India Limited, Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai 400051, Maharashtra. Scrip code: - AUBANK	Department of Corporate Services, BSE Limited, PhirozJeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. Scrip Code: - 540611
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SUB: VOTING RESULTS OF 1ST/2018-19 EXTRA ORDINARY GENERAL MEETING (“EOGM”) OF AU SMALL FINANCE BANK LIMITED (“THE BANK”) HELD ON 15TH JUNE, 2018.

REF: REGULATION 44(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)

Dear Sir/Ma’am,

Pursuant to **Regulation 44(3)** of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, we hereby submit voting results of 1st/2018-19 Extra Ordinary General Meeting (“EOGM”) of the Shareholders of the Bank held on Friday , 15th June, 2018 at Bank House ,Mile 0 ,Ajmer Road, Jaipur, Rajasthan -302001. The meeting was commenced 04:00 P.M. and concluded at 05:00 P.M.

We hereby submit the below mentioned disclosure(s) and pleased to inform that Special resolution have been passed by the Shareholders with requisite majority as mandated under Companies Act, 2013:

1. Voting results in the format prescribed under Regulation 44(3) of the Listing Regulations; and
2. Combined Scrutinizer’s Report on remote e-voting & Pooling process conducted at the EOGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended.

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

Kindly take the same on record and bring it to notice of all concerned.

Thanking You.
Yours sincerely,

For AU SMALL FINANCE BANK LIMITED



Manmohan Parnami
Company Secretary and Compliance Officer

Encl: As above.

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AU Small Finance Bank Limited- EOGM Date 15th June, 2018

Date of the EGM	15 th June 2018
Total number of shareholders on record date	90,056
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	77
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	N.A.
Public:	N.A.

Resolution required: (Ordinary/ Special)			Special (1) ISSUANCE OF EQUITY SHARES AND CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	93,428,304	93,334,392	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	13,126,816	13,126,816					
	Vote Considered	80,301,488	80,207,576	99.8831%	80,207,576	0	100.0000%	0.0000
	Poll		-	-			0	
	Postal Ballot (if applicable)		-	-			0	

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	Total	93,428,304	80,207,576	99.8831%	80,207,576	0	100.0000%	0.0000
Public Institutions	E-Voting	55,346,630	26,678,395		26,678,395	0	100.0000%	0.0000
	Poll		-	-	-	0	0	
	Postal Ballot (if applicable)		-	-	-		0	
	Total	55,346,630	26,678,395	48.2024%	26,678,395		100.0000%	0.0000
Public Non Institutions	E-Voting	136,928,686	107,178,602					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	2,115,251	2,115,251					
	Vote Considered	134,813,435	104,947,490	77.85%	104,947,240	250	99.9998%	0.0002%
	Poll	-	115,861	0.09%	115,859	2	99.9983%	0.0017%
	Postal Ballot (if applicable)		-	0	-		0	
	Total	136,928,686	105,063,351	77.93%	105,063,099	252	99.9998%	0.0002%
Total		285,703,620	211,949,322	74.19%	211,949,070	252	99.9998%	0.0002%



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SCRUTINIZER'S REPORT

To,
The Chairman of
1st/2018-19 Extraordinary General Meeting of the Equity Shareholders of AU Small Finance Bank Limited held on Friday, 15th June, 2018 at 04:00 P.M. at Bank House, Mile 0, Ajmer Road, Jaipur – 302 001 (Rajasthan) ("EOGM").

Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the EOGM

The Board of Directors of AU Small Finance Bank Limited (hereinafter referred to as "the Bank") at its meeting held on Saturday, 19th May, 2018 has appointed CS Manoj Maheshwari as the Scrutinizer and me as the Alternate Scrutinizer to scrutinize in the absence of the scrutinizer 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 EOGM 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. Accordingly, in the absence of the Scrutinizer, I have prepared this Report on Remote E-voting & Voting conducted at the EOGM.

Report on Scrutiny:

- The Bank 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 Bank. Link Intime India Pvt. Ltd. is the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the Bank.
- The Service Provider had provided a system for recording the votes of the Members electronically on the Special Business sought to be transacted at the EOGM of the Bank.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Bank had uploaded the item of the business to be transacted at the EOGM on the website of the Bank 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 EOGM was Friday, 11th May, 2018 and as on that date, there were 91,925 members of the Bank. The RTA of the Bank had sent the Notices of the EOGM along with E-Voting details by email to 74,743 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 17,182 members, whose Email-Id(s) are not available; notices were sent by Registered Post. In respect of 4,775 cases, where the transmissions through e-mail had failed, the company had sent the Notice of the EOGM along with E-voting details through physical mode. Further, as confirmed by the management, there were no such envelopes containing notice of EOGM which were returned undelivered.





- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members for casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purpose of identifying the members who will be entitled to vote on the resolution placed for approval of the Members was Friday, 08th June, 2018.
- The remote e-voting period remained open from Tuesday, 12th June, 2018 at 09:00 A.M. to Thursday, 14th June, 2018 at 05:00 P.M.
- The Bank completed the dispatch of the notices to the members by Monday, 21st May, 2018.
- As prescribed in clause (v) of sub rule 4 of Rule 20 of The Companies (Management and Administration) Rules, 2014, the Bank also released an advertisement, which was published 21 days before the date of the EOGM in "Financial Express", English newspaper in English language and in "Punjab Kesari", vernacular newspaper in vernacular language dated Wednesday, 23rd May, 2018. 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. Further, the Bank has published a corrigendum to the explanatory statement of EOGM Notice in the aforesaid newspapers on 15th June 2018.
- At the end of the voting period on Thursday, 14th June, 2018 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 EOGM of the Bank, 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 15th June, 2018, after counting of the votes conducted at the venue of the EOGM through ballot paper, the votes cast through remote e-voting were unblocked by me in the presence of 2 witnesses who are not in the employment of the Bank as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the EOGM 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 RTA of the Bank and the authorizations/ proxies lodged with the Bank. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I have duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the EOGM by way of Ballot paper, the details of which are as follows:





V.M. & ASSOCIATES
COMPANY SECRETARIES

403, 'Royal World'
Sansar Chandra Road, JAIPUR - 1

Telephone : 0141-2370954
Email : cs.vmanda@gmail.com

Item No. 1: Special Resolution:

To approve the issue of Equity shares and Convertible Warrants on preferential basis.

Total No. of Shareholders/folios	90,056		
Total No. of Shares	28,57,03,620		
Remote E-voting Period	12 th June, 2018 to 14 th June, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	233	22,70,75,528
Total Votes cast through Polling at EOGM	B	53	2,27,844
Grand Total of remote e-voting / Polling at EOGM(A+B)	C	286	22,73,03,372
Less: Invalid/abstain remote e-voting/ Polls at EOGM (On account of for/against option not indicated)	D	5	1,11,983
Net remote e-voting/ Polling at EOGM(C-D)	E	281	22,71,91,389

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at EOGM have been considered invalid.
- 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.

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	9,34,28,304	9,33,34,392	--	--	--	--
	Considered	8,03,01,488	8,02,07,576	99.88%	8,02,07,576	100.00%	--
Public holders	institutional	5,53,46,630	2,66,78,395	48.20%	2,66,78,395	100.00%	--
Public-others	Total	13,69,28,686	10,71,78,602	--	--	--	--
	Considered	13,48,13,435	10,50,63,351	77.93%	10,50,63,099	99.9998%	0.0002%
Total		28,57,03,620	21,19,49,322	74.18%	2,11,94,9070	99.9998%	0.0002%

Percentage of Votes cast In favour: 99.9998% | Percentage of votes cast against: 0.0002%

***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 99.9998%, I report that the special resolution under section 62(1)(c) of the Companies Act, 2013 as set out in the notice of EOGM dated 19th May, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of EOGM.



[Handwritten signature]





The Resolution mentioned in the EOGM Notice dated 19th May, 2018 as per the details above stand passed under Remote E-voting and voting conducted at EOGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the EOGM.

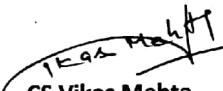
A soft copy, containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Bank separately.

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 EOGM by way of Ballot Papers by the Members of the Bank. 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.

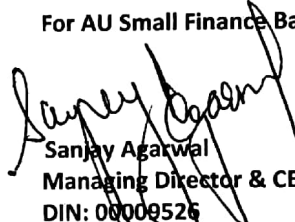
I thank you for the opportunity given to scrutinize the remote e-voting and polling at EOGM.

Yours Faithfully


CS Vikas Mehta
Alternate Scrutinizer
ACS: 28964
C.P. No. 12789



For AU Small Finance Bank Limited


Sanjay Agarwal
Managing Director & CEO
DIN: 00009526
(as authorized by chairman of EOGM)



Place: Jaipur
Date: 16th June, 2018