

Ref. No.: AUSFB/SEC/2018-19/274

Date: 09th August, 2018

To,

Listing Department National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra. Scrip code: AUBANK	Department of Corporate Services, BSE Limited, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. Scrip Code: 540611
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SUB: VOTING RESULTS OF 23RD ANNUAL ORDINARY GENERAL MEETING (“AGM”) OF AU SMALL FINANCE BANK LIMITED (“THE BANK”) HELD ON 07TH AUGUST, 2018.

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

Dear Sir/Madam,

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 23rd Annual General Meeting (“AGM”) of the Shareholders of the Bank held on Tuesday, 07th June, 2018 at Chancellor Hall, Hotel Holiday Inn, Sardar Patel Marg, 22 Godam Circle, C - Scheme, Jaipur – 302001, Rajasthan. The meeting was commenced 03:30 P.M. and concluded at 05:00 P.M.

We hereby submit the below mentioned disclosure(s):

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 & 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.

We hereby inform that resolutions (both Ordinary and Special) have been passed by the Shareholders with requisite majority as mandated under Companies Act, 2013 and other applicable laws.

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
Enclosed: As above

Registered Office
AU SMALL FINANCE BANK LIMITED
19-A Dhuleshwar Garden, Ajmer Road,
Jaipur - 302001, Rajasthan, India
Phone: +91 141 4110060/61, Fax: +91 141 4110090
CIN: L36911RJ1996PLC011381
Formerly known as **Au Financiers (India) Limited**



AU Small Finance Bank Limited- AGM Date 07th August, 2018

Date of the AGM	07th August, 2018
Total number of shareholders on record date	90,648
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	6 116
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A. N.A.

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Resolution required: (Ordinary/ Special)			*Ordinary (1) To consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March, 2018 and the reports of the Board of Directors and the Auditors thereon.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.97%	80,933,491	0	100.00%	0.00%
	Poll	-	-	-				
	Postal Ballot (if applicable)							
	Total	80,954,221	80,933,491	99.97%	80,933,491	0	100.00%	0.00%
Public Institutions	E-Voting	74,535,707	51,312,421	68.84%	51,312,421	0	100.00%	0.00%
	Poll		-	-		0		
	Postal Ballot (if applicable)		-	-				
	Total	74,535,707	51,312,421	68.84%	51,312,421	0	100.00%	0.00%
Public Non Institutions	E-Voting	122,066,883	86,905,021					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,336	70.84%	85,439,336	0	100.00%	0.00%
	Poll	-	310,325	0.26%	310,325	0	100.00%	0.00%
	Postal Ballot (if applicable)		-	0.0000%	-	0		
	Total	120,601,198	85,749,661	71.10%	85,749,661	0	100.00%	0.00%
Total		290,034,061	217,995,573	75.16%	217,995,573	0	100.00%	0.00%

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Resolution required: (Ordinary/ Special)			*Ordinary (2) To declare dividend on equity shares for the financial year ended 31st March 2018.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.97439%	80,933,491	0	100.00000%	0.00000%
	Poll	-	-	-				
	Postal Ballot (if applicable)							
	Total	80,954,221	80,933,491	99.97439%	80,933,491	0	100.00000%	0.00000%
Public Institutions	E-Voting	74,535,707	56,209,214	75.41247%	56,209,214	0	100.00000%	0.00000%
	Poll		-	-		0		
	Postal Ballot (if applicable)		-	-				
	Total	74,535,707	56,209,214	75.41247%	56,209,214		100.00000%	0.00000%
Public Non Institutions	E-Voting	122,066,883	86,904,990					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,305	70.84449%	85,439,292	13	99.99998%	0.00002%
	Poll	-	310,325	0.25732%	310,325	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		-	0.00000%	-	0		
	Total	120,601,198	85,749,630	71.10181%	85,749,617	13	99.99998%	0.00002%
Total		290,034,061	222,892,335	76.85040%	222,892,322	13	99.99999%	0.00001%

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Resolution required: (Ordinary/ Special)			*Ordinary (3) To appoint a director in place of Mr. Sanjay Agarwal (DIN: 00009526), who retires by rotation and being eligible, has offered himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	93,431,471	93,410,741	-	-	-	-	-
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
Public Institutions	E-Voting	74,535,707	56,209,214	75.4125%	54,192,990	20,16,224	96.4130%	3.5870%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	56,209,214	75.4125%	54,192,990	2016224	96.4130%	3.5870%
Public Non Institutions	E-Voting	122,066,883	86,904,980					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,295	70.8445%	85,439,149	146	99.9998%	0.0002%
	Poll	-	310,325	0.2573%	310,325	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		-	0.0000%	-	0		
	Total	120,601,198	85,749,620	71.1018%	85,749,474	0	99.9998%	0.0000%
Total		290,034,061	222,892,325	76.8504%	220,875,955	2016370	99.0954%	0.9046%

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Resolution required: (Ordinary/ Special)			*Ordinary (4) To ratify the appointment of M/S S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Registration No. 101049W/E300004) as the Statutory Auditors of the Bank.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.9744%	80,933,491	0	100.00000%	0.00000%
	Poll	-	-	-				
	Postal Ballot (if applicable)		-	-				
	Total	80,954,221	80,933,491	99.9744%	80,933,491	0	100.00000%	0.00000%
Public Institutions	E-Voting	74,535,707	56,209,214	75.41247%	56,209,214	0	100.00000%	0.00000%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	56,209,214	75.41247%	56,209,214		100.00000%	0.00000%
Public Non Institutions	E-Voting	122,066,883	86,904,869					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,184	70.84439%	85,439,103	81	99.99991%	0.00009%
	Poll	-	310,325	0.25732%	310,325	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		-	0.00000%	-	0		
	Total	120,601,198	85,749,509	71.10171%	85,749,428	81	99.99991%	0.00009%
Total		290,034,061	222,892,214	76.85036%	222,892,133	81	99.99996%	0.00004%

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Resolution required: (Ordinary/ Special)			*Ordinary (5) To appoint Mr. Raj Vikash Verma (DIN: 03546341) as an Independent Director.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
	Poll	-	-	-				
	Postal Ballot (if applicable)	-	-	-				
	Total	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
Public Institutions	E-Voting	74,535,707	50,170,971	67.3113%	50,170,971	0	100.0000%	0.0000%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	50,170,971	67.3113%	50,170,971		100.0000%	0.0000%
Public Non Institutions	E-Voting	122,066,883	86,903,798					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,438,113	70.8435%	85,437,967	146	99.9998%	0.0002%
	Poll	-	310,325	0.2573%	310,325	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		-	0.0000%	-	0		
	Total	120,601,198	85,748,438	71.1008%	85,748,292	146	99.9998%	0.0002%
Total		290,034,061	216,852,900	74.7681%	216,852,754	146	99.9999%	0.0001%

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Resolution required: (Ordinary/ Special)			*Ordinary (6) To revise the compensation (Profit Linked Commission) payable to Mr. Mannil Venugopalan (DIN:00255575), as the Non-Executive (Part-Time) Chairman.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
	Poll	-	-	-				
	Postal Ballot (if applicable)		-	-				
	Total	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
Public Institutions	E-Voting	74,535,707	50,170,971	67.3113%	50,170,971	0	100.0000%	0.0000%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	50,170,971	67.3113%	50,170,971		100.0000%	0.0000%
Public Non Institutions	E-Voting	122,066,883	86,904,965					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,280	70.8445%	85,438,606	674	99.9992%	0.0008%
	Poll	-	310,325	0.2573%	310,325	0	100.0148%	0.0000%
	Postal Ballot (if applicable)		-	0.0000%	-	0		
	Total	120,601,198	85,749,605	71.1018%	85,748,931	674	99.9993%	0.0008%
Total		290,034,061	216,854,067	74.7685%	216,853,393	674	99.9997%	0.0003%

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Resolution required: (Ordinary/ Special)			*Ordinary (7) To revise the remuneration payable to Mr. Sanjay Agarwal (DIN 00009526), as the Managing Director & CEO.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
	Poll	-	-	-				
	Postal Ballot (if applicable)		-	-				
	Total	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
Public Institutions	E-Voting	74,535,707	50,170,971	67.3113%	50,170,971	0	100.0000%	0.0000%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	50,170,971	67.3113%	50,170,971		100.0000%	0.0000%
Public Non Institutions	E-Voting	122,066,883	86,904,890					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,205	70.8444%	85,438,283	922	99.9989%	0.0011%
	Poll	-	310,325	0.2573%	310,284	41	99.9868%	0.0132%
	Postal Ballot (if applicable)		-	0.0000%	-	0		
	Total	120,601,198	85,749,530	71.1017%	85,748,567	963	99.9989%	0.0011%
Total		290,034,061	216,853,992	74.7685%	216,853,029	963	99.9996%	0.0004%

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Resolution required: (Ordinary/ Special)			*Ordinary (8) To Revise the remuneration payable to Mr. Uttam Tibrewal (DIN: 01024940), as the Whole Time Director.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
	Poll	-	-	-				
	Postal Ballot (if applicable)		-	-				
	Total	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
Public Institutions	E-Voting	74,535,707	45,274,178	60.7416%	33,064,846	12,209,332	73.0325%	26.9675%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	45,274,178	60.7416%	33,064,846	12,209,332	73.0325%	26.9675%
Public Non Institutions	E-Voting	122,066,883	86,904,949					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,264	70.8445%	85,438,383	881	99.9990%	0.0010%
	Poll	-	310,325	0.2573%	310,284	41	99.9868%	0.0132%
	Postal Ballot (if applicable)		-	0.0000%	-	0		
	Total	120,601,198	85,749,589	71.1018%	85,748,667	922	99.9989%	0.0011%
Total		290,034,061	211,957,258	73.0801%	199,747,004	12,210,254	94.2393%	5.7607%

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Resolution required: (Ordinary/ Special)			*Special (9) To authorize board to borrow money in excess of paid up capital, free reserves and securities premium of the bank u/s 180(1)(c) of the Companies Act, 2013.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
	Poll	-	-	-				
	Postal Ballot (if applicable)		-	-				
	Total	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
Public Institutions	E-Voting	74,535,707	56,209,214	75.4125%	56,209,214	0	100.0000%	0.0000%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	56,209,214	75.4125%	56,209,214		100.0000%	0.0000%
Public Non Institutions	E-Voting	122,066,883	86,904,980					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,295	70.8445%	85,438,763	532	99.9994%	0.0006%
	Poll	-	310,325	0.2573%	310,325	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		-	0.0000%	-	0		
	Total	120,601,198	85,749,620	71.1018%	85,749,088	532	99.9994%	0.0006%
Total		290,034,061	222,892,325	76.8504%	222,891,793	532	99.9998%	0.0002%

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



Resolution required: (Ordinary/ Special)			*Special (10) To approve issue of securities /bonds/ other permissible instruments, in one or more tranches.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.97439%	80,933,491	0	100.0000%	0.0000%
	Poll	-	-	-				
	Postal Ballot (if applicable)		-	-				
	Total	80,954,221	80,933,491	99.97439%	80,933,491	0	100.0000%	0.0000%
Public Institutions	E-Voting	74,535,707	56,209,214	75.41247%	56,209,214	0	100.0000%	0.0000%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	56,209,214	75.41247%	56,209,214	-	100.0000%	0.0000%
Public Non Institutions	E-Voting	122,066,883	86,904,880					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,195	70.84440%	85,439,139	56	99.99993%	0.0003%
	Poll	-	310,325	0.25732%	310,325	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		-	0.00000%	-	0		
	Total	120,601,198	85,749,520	71.10171%	85,749,464	56	99.99993%	0.00007%
Total		290,034,061	222,892,225	76.85036%	222,892,169	56	99.99997%	0.00003%

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Resolution required: (Ordinary/ Special)			*Special (11) To approve AU Small Finance Bank Limited - Employee Stock Option Scheme 2018.					
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	93,431,471	93,410,741	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	12,477,250	12,477,250					
	Vote Considered	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
	Poll	-	-	-				
	Postal Ballot (if applicable)		-	-				
	Total	80,954,221	80,933,491	99.9744%	80,933,491	0	100.0000%	0.0000%
Public Institutions	E-Voting	74,535,707	44,905,778	60.2473%	22,449,681	22,456,097	49.9929%	50.0071%
	Poll		-	-	-	0		
	Postal Ballot (if applicable)		-	-	-			
	Total	74,535,707	44,905,778	60.2473%	22,449,681	22,456,097	49.9929%	50.0071%
Public Non Institutions	E-Voting	122,066,883	86,904,990					
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,465,685	1,465,685					
	Vote Considered	120,601,198	85,439,305	70.8445%	85,438,733	572	99.9993%	0.0007%
	Poll	-	310,325	0.2573%	310,284	41	99.9868%	0.0132%
	Postal Ballot (if applicable)		-	0.0000%	-	0		
	Total	120,601,198	85,749,630	71.1018%	85,749,017	613	99.9993%	0.0007%
Total		290,034,061	211,588,899	72.9531%	189,132,189	22,456,710	89.3866%	10.6134%

*Pursuant to Section 12(2) of the Banking Regulations Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Bank have not been considered.

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

SCRUTINIZER'S REPORT

To,

The Chairman of

23rd Annual General Meeting of the Equity Shareholders of AU Small Finance Bank Limited held on Tuesday, 07th August, 2018 at 03:30 P.M. at Chancellor Hall, Hotel Holiday Inn, Sardar Patel Marg, 22 Godam Circle, C –Scheme, Jaipur – 302001 (Rajasthan) ("AGM").

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

The Board of Directors of AU Small Finance Bank Limited (hereinafter referred to as "the Bank") at its meeting held on Thursday, 26th April, 2018 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 Shareholders 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) (hereinafter referred to as "Rule 20") 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 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 shareholders 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 Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM 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 items of the business to be transacted at the AGM on the website of the Bank and also the Service Provider to facilitate their Shareholders to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 29th June, 2018 and as on that date, there were 89,918 Shareholders of the Bank. The RTA of the Bank had sent the Notices of the AGM along with Annual Report and E-Voting details by email to 73,444 Shareholders whose email IDs were made available by the two Depositories. In respect of 16,474 Shareholders whose email-IDs were not available, notices were sent by Courier. In respect of 4,475 cases where transmissions through email had failed, the Bank had sent the Notice of the AGM along with Annual Report and e-voting details through physical form by Courier.

Further, as confirmed by the management, there were 1,405 such envelopes containing notice of AGM which were returned undelivered.

- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.



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- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Tuesday, 31st July, 2018. The remote e-voting period remained open from Friday, 3rd August, 2018 at 9:00 A.M. and ended on Monday, 6th August, 2018 at 05:00 P.M.
- The Bank completed the dispatch of the notices to the Shareholders by Friday, 13th July, 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 AGM in "Financial Express", English newspaper in English language and in "Punjab Kesari", vernacular newspaper in vernacular language dated Saturday, 14th July, 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.
- At the end of the voting period on Monday, 6th August, 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 AGM of the Bank, the facility to vote through ballot paper was provided to facilitate those Shareholders present in the meeting but could not participate in the Remote e-voting to record their votes.
- 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 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.
- On 07th August, 2018, after counting of the votes conducted at the venue of the AGM 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.
- Thereafter, I have duly compiled details of the Remote e-voting carried out by the Shareholders 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 Financial Statements of the Bank for the Financial Year ended 31st March, 2018 and the reports of the Board of Directors and the Auditors thereon

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	304	23,16,28,183
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	358	23,19,38,590
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	356	23,19,38,508

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.97%	8,09,33,491	100.00%	--
Public holders	institutional	7,45,35,707	5,13,12,421	68.84%	5,13,12,421	100.00%	--
Public-others	Total	12,20,66,883	8,72,15,346	--	--	--	--
	Considered	12,06,01,198	8,57,49,661	71.10%	8,57,49,661	100.00%	--
Total		29,00,34,061	21,79,95,573	75.16%	21,79,95,573	100.00%	--

Percentage of Votes cast in favour: 100.00% | Percentage of votes cast against: 0.00%

*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 100.00%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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. 2: Ordinary Resolution:

To declare dividend on equity shares for the financial year ended 31st March, 2018.

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	305	23,65,24,945
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	359	23,68,35,352
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	357	23,68,35,270

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.97439%	8,09,33,491	100.0000%	--
Public holders	institutional	7,45,35,707	5,62,09,214	75.41247%	5,62,09,214	100.00000%	--
Public- others	Total	12,20,66,883	8,72,15,315	--	--	--	--
	Considered	12,06,01,198	8,57,49,630	71.10181%	8,57,49,617	99.99998%	0.00002%
Total		29,00,34,061	22,28,92,335	76.85040%	22,28,92,322	99.99999%	0.00001%

Percentage of Votes cast in favour: 99.99999% | Percentage of votes cast against: 0.00001%

*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 99.99999%, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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. 3: Ordinary Resolution:

To appoint a director in place of Mr. Sanjay Agarwal (DIN: 00009526), who retires by rotation and being eligible, has offered himself for re-appointment.

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	304	23,65,24,935
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	358	23,68,35,342
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	356	23,68,35,260

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.9744%	8,09,33,491	--	100.0000%	--
Public holders	institutional	7,45,35,707	5,62,09,214	75.4125%	5,41,92,990	20,16,224	96.4130%	3.5870
Public-others	Total	12,20,66,883	8,72,15,305	--	--	--	--	--
	Considered	12,06,01,198	8,57,49,620	71.1018%	8,57,49,474	146	99.9998%	0.0002%
Total		29,00,34,061	22,28,92,325	76.8504%	22,08,75,955	20,16,370	99.0954%	0.9046%

Percentage of Votes cast in favour: 99.0954% | Percentage of votes cast against: 0.9046%

*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 99.0954%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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: Ordinary Resolution:

To ratify the appointment of 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	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	304	23,65,24,824
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	358	23,68,35,231
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	356	23,68,35,149

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.9744%	8,09,33,491	100.0000%	--
Public holders	institutional	7,45,35,707	5,62,09,214	75.41247%	5,62,09,214	100.0000%	--
Public-others	Total	12,20,66,883	8,72,15,194	--	--	--	--
	Considered	12,06,01,198	8,57,49,509	71.10171%	8,57,49,428	99.99991%	0.00009%
Total		29,00,34,061	22,28,92,214	76.85036%	22,28,92,133	99.99996%	0.00004%

Percentage of Votes cast in favour: 99.99996% | Percentage of votes cast against: 0.00004%

*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 99.99996%, 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 26th April, 2018 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. 5: Ordinary Resolution:**To appoint Mr. Raj Vikash Verma (DIN: 03546341) as an Independent Director**

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	294	23,04,85,510
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	348	23,07,95,917
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	346	23,07,95,835

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.9744%	8,09,33,491	--	100.0000%	--
Public holders	institutional	7,45,35,707	5,01,70,971	67.3113%	5,01,70,971	--	100.0000%	--
Public-others	Total	12,20,66,883	8,72,14,123					
	Considered	12,06,01,198	8,57,48,438	71.1008%	8,57,48,292	146	99.9998%	0.0002%
Total		29,00,34,061	21,68,52,900	74.7681%	21,68,52,754	146	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 99.9999%, I report that the ordinary resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

Item No. 6: Ordinary Resolution:

To revise the compensation (Profit Linked Commission) payable to Mr. Mannil Venugopalan (DIN:00255575), as the Non-Executive (Part-Time) Chairman.

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	295	23,04,86,677
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	349	23,07,97,084
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	347	23,07,97,002

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.9744%	8,09,33,491	100.0000%	--
Public holders	institutional	7,45,35,707	5,01,70,971	67.3113%	5,01,70,971	100.0000%	--
Public-others	Total	12,20,66,883	8,72,15,290	--	--	--	--
	Considered	12,06,01,198	8,57,49,605	71.1018%	8,57,48,931	99.9992%	0.0008%
Total		29,00,34,061	21,68,54,067	74.7685%	21,68,53,393	99.9997%	0.0003%

Percentage of Votes cast in favour: 99.9997% | Percentage of votes cast against: 0.0003%

*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 **99.9997%**, I report that the ordinary resolution under section 197 of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019

Item No. 7: Ordinary Resolution:

To revise the remuneration payable to Mr. Sanjay Agarwal (DIN 00009526), as the Managing Director & CEO.

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	295	23,04,86,602
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	349	23,07,97,009
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	347	23,07,96,927

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.9744%	8,09,33,491	100.0000%	--
Public holders	institutional	7,45,35,707	5,01,70,971	67.3113%	5,01,70,971	100.0000%	--
Public-others	Total	12,20,66,883	8,72,15,215	--	--	--	--
	Considered	12,06,01,198	8,57,49,530	71.1017%	8,57,48,567	99.9989%	0.0011%
Total		29,00,34,061	21,68,53,992	74.7685%	21,68,53,029	99.9996%	0.0004%

Percentage of Votes cast in favour: 99.9996% | Percentage of votes cast against: 0.0004%

*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 99.9996%, I report that the ordinary resolution under section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019

Item No. 8: Ordinary Resolution:

To Revise the remuneration payable to Mr. Uttam Tibrewal (DIN: 01024940), as the Whole Time Director.

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	294	22,55,89,868
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	348	22,59,00,275
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	346	22,59,00,193

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.9744%	8,09,33,491	--	100.0000%
Public holders	institutional	7,45,35,707	4,52,74,178	60.7416%	3,30,64,846	1,22,09,332	73.0325%
Public-others	Total	12,20,66,883	8,72,15,274	--	--	--	--
	Considered	12,06,01,198	8,57,49,589	71.1018%	8,57,48,667	922	99.9989%
Total		29,00,34,061	21,19,57,258	73.0801%	19,97,47,004	1,22,10,254	94.2393%

Percentage of Votes cast in favour: 94.2393% | Percentage of votes cast against: 5.7607%

*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 94.2393%, I report that the ordinary resolution under section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019

Item No. 9: Special Resolution:

To authorize board to borrow money in excess of paid up capital, free reserves and securities premium of the bank u/s 180(1)(c) of the Companies Act, 2013.

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	304	23,65,24,935
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	358	23,68,35,342
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	356	23,68,35,260

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.9744%	8,09,33,491	100.0000%	--
Public holders	institutional	7,45,35,707	5,62,09,214	75.4125%	5,62,09,214	100.0000%	--
Public- others	Total	12,20,66,883	8,72,15,305	--	--	--	--
	Considered	12,06,01,198	8,57,49,620	71.1018%	8,57,49,088	99.9994%	0.0006%
Total		29,00,34,061	22,28,92,325	76.8504%	22,28,91,793	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 180(1)(c) of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

Item No. 10: Special Resolution:**To approve issue of securities /bonds/ other permissible instruments, in one or more tranches**

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	303	23,65,24,835
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	357	23,68,35,242
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	355	23,68,35,160

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.97439%	8,09,33,491	--	100.0000%	--
Public holders	institutional	7,45,35,707	5,62,09,214	75.41247%	5,62,09,214	--	100.0000%	--
Public-others	Total	12,20,66,883	8,72,15,205	--	--	--	--	--
	Considered	12,06,01,198	8,57,49,520	71.10171%	8,57,49,464	56	99.99993%	0.00007%
Total		29,00,34,061	22,28,92,225	76.85036%	22,28,92,169	56	99.99997%	0.00003%

Percentage of Votes cast in favour: 99.99997% | Percentage of votes cast against: 0.00003%

*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 99.99997%, I report that the special resolution under section 42, 71 and 180 of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

Item No. 11: Special Resolution:**To approve AU Small Finance Bank Limited - Employee Stock Option Scheme 2018.**

Total No. of Shareholders/folios	90,648		
Total No. of Shares	29,00,34,061		
Remote E-voting Period	3 rd August, 2018 to 6 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	294	22,52,21,509
Total Votes cast through Polling at AGM	B	54	3,10,407
Grand Total of remote e-voting / Polling at AGM(A+B)	C	348	22,55,31,916
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	82
Net remote e-voting/ Polling at AGM(C-D)	E	346	22,55,31,834

NOTES:

- The cases where the shareholder have voted both through remote e-voting and polling at AGM 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	9,34,31,471	9,34,10,741	--	--	--	--	--
	Considered	8,09,54,221	8,09,33,491	99.9744%	8,09,33,491	--	100.0000%	--
Public holders	institutional	7,45,35,707	4,49,05,778	60.2473%	2,24,49,681	2,24,56,097	49.9929%	50.0071%
Public-others	Total	12,20,66,883	8,72,15,315	--	--	--	--	--
	Considered	12,06,01,198	8,57,49,630	71.1018%	8,57,49,017	613	99.9993%	00.0007%
Total		29,00,34,061	21,15,88,899	72.9531%	18,91,32,189	2,24,56,710	89.3866%	10.6134%

Percentage of Votes cast in favour: 89.3866% | Percentage of votes cast against: 10.6134%

*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 89.3866%, I report that the special resolution under section 62(1)(b) of the Companies Act, 2013 as set out in the notice of AGM dated 26th April, 2018 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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All the Resolutions mentioned in the AGM Notice dated 26th April, 2018 as per the results 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 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 AGM by way of Ballot Papers by the Shareholders 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 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



Sanjay Agarwal
Managing Director & CEO
DIN: 00009526

(as authorized by chairman of AGM)

Place: Jaipur

Date: August 08, 2018