Ref. No.: AUSFB/SEC/2020-21/140
Date: 22nd July, 2020

To,

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

SUB: VOTING RESULTS & SCRUTINIZER'S REPORT OF 25TH ANNUAL GENERAL MEETING ("AGM") OF AU SMALL FINANCE BANK LIMITED ("THE BANK") HELD ON 21ST JULY, 2020.

Dear Sir/Madam,

Pursuant to **Regulation 44(3)** of Listing Regulations, we hereby submit voting results of 25th Annual General Meeting ("**AGM**") of the Shareholders of the Bank held on Tuesday, 21st July, 2020 through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"). The meeting was commenced at 03:30 P.M. and concluded at 05:15 P.M.

1. Voting results in the format prescribed under Regulation 44(3) of the Listing Regulations; and
2. Scrutinizer's Report on remote e-voting & conducted-voting at 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.

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.

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

AU Small Finance Bank Limited JAIPUR

Manmohan Parnami
Company Secretary and Compliance Officer
Membership No: F9999
Enclosed: As above

AU Small Finance Bank Limited- AGM Dated 21st July, 2020

Date of the AGM	21st July, 2020
Total number of shareholders on record date	1,14,953
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 NOT APPLICABLE NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	 2 205

AU Small Finance Bank Limited
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Resolution required: (Ordinary/ Special)		*Ordinary (1) To adopt the Audited Financial Statements of the Bank for the Financial Year ended on 31st March 2020 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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	10,44,05,383	78.613%	10,44,05,383	0	100.000%	0.000%
	Poll			0.000%	-	-	-	-
	Postal Ballot (if applicable)			0.000%	-	-	-	-
	Total	**13,28,08,653**	**10,44,05,383**	**78.613%**	**10,44,05,383**	**-**	**100.000%**	**0.000%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,85,043	40.360%	3,41,81,271	3,772	99.989%	0.011%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,85,043**	**40.360%**	**3,41,81,271**	**3,772**	**99.989%**	**0.011%**
Total		**30,64,07,631**	**21,66,84,418**	**70.718%**	**21,66,80,646**	**3,772**	**99.998%**	**0.002%**

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

AU Small Finance Bank Limited JAIPUR

AU SMALL FINANCE BANK

Resolution required: (Ordinary/ Special)			*Ordinary (2) 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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.0000%	7,80,93,992	0	100.0000%	0.0000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.0000%**	**7,80,93,992**	**0**	**100.0000%**	**0.0000%**
Public Institutions	E-Voting	13,28,08,653	10,73,83,763	80.8560%	10,73,83,763	0	100.0000%	0.0000%
	Poll		-	0.0000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.0000%	-	-	-	-
	Total	**13,28,08,653**	**10,73,83,763**	**80.8560%**	**10,73,83,763**	**-**	**100.0000%**	**0.0000%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,85,043	40.3603%	3,41,84,392	651	99.9981%	0.0019%
	Poll		-	0.0000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.0000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,85,043**	**40.3603%**	**3,41,84,392**	**651**	**99.9981%**	**0.0019%**
Total		**30,64,07,631**	**21,96,62,798**	**71.6897%**	**21,96,62,147**	**651**	**99.9997%**	**0.0003%**

AU Small Finance Bank Limited
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Resolution required: (Ordinary/ Special)			*Ordinary (3) To appoint Mr. Mankal Shankar Sriram (M S Sriram) (DIN: 00588922) 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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	9,16,72,948	69.026%	9,11,40,498	5,32,450	99.419%	0.581%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**13,28,08,653**	**9,16,72,948**	**69.026%**	**9,11,40,498**	**5,32,450**	**99.419%**	**0.581%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,85,043	40.360%	3,41,80,697	4,346	99.987%	0.013%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,85,043**	**40.360%**	**3,41,80,697**	**4,346**	**99.987%**	**0.013%**
Total		**30,64,07,631**	**20,39,51,983**	**66.562%**	**20,34,15,187**	**5,36,796**	**99.737%**	**0.263%**

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Resolution required: (Ordinary/ Special)	*Ordinary (4) To appoint Mr. Pushpinder Singh (DIN: 08496066) 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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	9,16,72,948	69.026%	9,16,72,948	0	100.000%	0.000%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**13,28,08,653**	**9,16,72,948**	**69.026%**	**9,16,72,948**	**-**	**100.000%**	**0.000%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,85,043	40.360%	3,41,80,697	4,346	99.987%	0.013%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,85,043**	**40.360%**	**3,41,80,697**	**4,346**	**99.987%**	**0.013%**
Total		**30,64,07,631**	**20,39,51,983**	**66.562%**	**20,39,47,637**	**4,346**	**99.998%**	**0.002%**

AU Small Finance Bank Limited JAIPUR

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Resolution required: (Ordinary/ Special)		*Ordinary (5) To appoint Mr. Kannan Gopalaraghavan Vellur (V G Kannan) (DIN:03443982) 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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	9,16,72,948	69.026%	9,15,66,526	1,06,422	99.884%	0.116%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**13,28,08,653**	**9,16,72,948**	**69.026%**	**9,15,66,526**	**1,06,422**	**99.884%**	**0.116%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,85,043	40.360%	3,41,84,250	793	99.998%	0.002%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	8,46,99,772	3,41,85,043	40.360%	3,41,84,250	793	99.998%	0.002%
Total		**30,64,07,631**	**20,39,51,983**	**66.562%**	**20,38,44,768**	**1,07,215**	**99.947%**	**0.053%**

AU Small Finance Bank Limited JAIPUR

Resolution required: (Ordinary/ Special)			*Special (6) To issue debt 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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	10,73,83,763	80.856%	10,68,95,022	4,88,741	99.545%	0.455%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**13,28,08,653**	**10,73,83,763**	**80.856%**	**10,68,95,022**	**4,88,741**	**99.545%**	**0.455%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,84,343	40.359%	3,41,83,856	487	99.999%	0.001%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,84,343**	**40.359%**	**3,41,83,856**	**487**	**99.999%**	**0.001%**
Total		**30,64,07,631**	**21,96,62,098**	**71.689%**	**21,91,72,870**	**4,89,228**	**99.777%**	**0.223%**

Resolution required: (Ordinary/ Special)	*Special (7) To approve the amendments in Employee Stock Option Scheme 2015 Plan A & B ("ESOP Scheme 2015").							
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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	10,73,83,763	80.856%	10,56,30,382	17,53,381	98.367%	1.633%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**13,28,08,653**	**10,73,83,763**	**80.856%**	**10,56,30,382**	**17,53,381**	**98.367%**	**1.633%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,84,218	40.359%	3,41,83,098	1,120	99.997%	0.003%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,84,218**	**40.359%**	**3,41,83,098**	**1,120**	**99.997%**	**0.003%**
Total		**30,64,07,631**	**21,96,61,973**	**71.689%**	**21,79,07,472**	**17,54,501**	**99.201%**	**0.799%**

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

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AU Small Finance Bank Limited JAIPUR

Resolution required: (Ordinary/ Special)		*Special (8) To approve the amendments in Employee Stock Option Scheme 2016 ("ESOP Scheme 2016").						
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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	10,73,83,763	80.856%	10,68,28,541	5,55,222	99.483%	0.517%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**13,28,08,653**	**10,73,83,763**	**80.856%**	**10,68,28,541**	**5,55,222**	**99.483%**	**0.517%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,84,543	40.360%	3,41,83,543	1,000	99.997%	0.003%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,84,543**	**40.360%**	**3,41,83,543**	**1,000**	**99.997%**	**0.003%**
Total		**30,64,07,631**	**21,96,62,298**	**71.690%**	**21,91,06,076**	**5,56,222**	**99.747%**	**0.253%**

AU Small Finance Bank Limited JAIPUR

Resolution required: (Ordinary/ Special)	*Special (9) To approve the amendments in Employee Stock Option Scheme 2018 (“ESOP 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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	10,73,83,763	80.856%	10,68,28,541	5,55,222	99.483%	0.517%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**13,28,08,653**	**10,73,83,763**	**80.856%**	**10,68,28,541**	**5,55,222**	**99.483%**	**0.517%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,84,513	40.360%	3,41,79,823	4,690	99.986%	0.014%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,84,513**	**40.360%**	**3,41,79,823**	**4,690**	**99.986%**	**0.014%**
Total		**30,64,07,631**	**21,96,62,268**	**71.690%**	**21,91,02,356**	**5,59,912**	**99.745%**	**0.255%**

Resolution required: (Ordinary/ Special)	*Special (10) Raising of funds through issue of equity shares and/or any other instruments or securities representing either equity shares and/or convertible securities linked to equity shares including through Qualified Institutions Placement/ preferential allotment or such other permissible mode or combinations thereof.							
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	8,88,99,206	8,88,99,206	-				
	Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949	1,08,05,214	1,08,05,214					
	Vote Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**7,80,93,992**	**7,80,93,992**	**100.000%**	**7,80,93,992**	**0**	**100.000%**	**0.000%**
Public Institutions	E-Voting	13,28,08,653	10,73,83,763	80.856%	10,65,99,320	7,84,443	99.269%	0.731%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**13,28,08,653**	**10,73,83,763**	**80.856%**	**10,65,99,320**	**7,84,443**	**99.269%**	**0.731%**
Public Non Institutions	E-Voting	8,46,99,772	3,41,85,043	40.360%	3,41,80,878	4,165	99.988%	0.012%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot (if applicable)		-	0.000%	-	-	-	-
	Total	**8,46,99,772**	**3,41,85,043**	**40.360%**	**3,41,80,878**	**4,165**	**99.988%**	**0.012%**
Total		**30,64,07,631**	**21,96,62,798**	**71.690%**	**21,88,74,190**	**7,88,608**	**99.641%**	**0.359%**

*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 in above Agenda No. 1 to 10.

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Phone: +91 141 4110060/61, **Fax:** +91 141 4110090
CIN: L36911RJ1996PLC011381
Formerly known as **Au Financiers (India) Limited**

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AU Small Finance Bank Limited
JAIPUR

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SCRUTINIZER'S REPORT

To,
The Chairman of
25th Annual General Meeting ("AGM") of the Shareholders of AU Small Finance Bank Limited held on Tuesday, 21st July, 2020 at 03:30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Sub: Consolidated Scrutinizer's Report on Remote E-Voting & E-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 Saturday, 02nd May, 2020 has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the e-voting conducted at 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.

The management of the Bank is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 25th AGM of the Equity Shareholders dated 30th May, 2020. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the Agency Authorized under the Rules and engaged by the Bank to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

Report on Scrutiny:

- The Bank had appointed National Securities Depository Limited (hereinafter referred to as "**NSDL**" / "**Service Provider**") as the service provider, for the purpose of extending the facility of remote e-voting and e-voting at the AGM 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 of the Service Provider to facilitate their Shareholders to cast their vote through Remote E-Voting and e-voting at the AGM.

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- Pursuant to General Circulars No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), advertisement was published in Financial Express (English newspaper) and Punjab Kesari (vernacular language newspaper), having electronic editions on 18th June, 2020 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email IDs by the members (both physical and demat) who are yet to register their email IDs with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 19th June, 2020 and as on that date, there were 1,18,496 Shareholders of the Bank.

- The Bank informed that in compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Bank and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Service Provider of the Bank completed dispatch of Notice of AGM on 26th June, 2020 by E-mail to 1,06,548 Members who had already registered their email ids with the Bank / Depositories.

- The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.

- 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 more than 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 on Saturday, 27th June, 2020. 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.

- 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, 14th July, 2020.

- The remote e-voting period remained open from Friday, 17th July, 2020 at 9:00 A.M. and ended on Monday, 20th July, 2020 at 05:00 P.M.

- At the end of the voting period on Monday, 20th July, 2020 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.

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- The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

- After declaration of voting at AGM by the Chairman, the shareholders present through VC voted using e-voting facility provided by NSDL / Service Provider. As per the information given by the Bank / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

- After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL / Service Provider (https://www.evoting.nsdl.com) in the presence of two witnesses, who are not in the employment of the Bank as prescribed in Sub Rule 4(xii) of the said Rule 20. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

- Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

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Item No. 1: Ordinary Resolution:
To adopt the Audited Financial Statements of the Bank for the Financial Year ended on 31st March 2020 and the reports of the Board of Directors and the Auditors thereon.

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	471	22,72,18,899
Total Votes cast through e-voting at AGM	B	50	2,70,733
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	521	22,74,89,632
Less: Invalid~~/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	521	22,74,89,632

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional Holders		13,28,08,653	10,44,05,383	78.613%	10,44,05,383	0	100.000%	0.000%
Public- others		8,46,99,772	3,41,85,043	40.360%	3,41,81,271	3772	99.989%	0.011%
Total		**30,64,07,631**	**21,66,84,418**	**70.718%**	**21,66,80,646**	**3,772**	**99.998%**	**0.002%**

Percentage of Votes cast in favour: 99.998%| Percentage of votes cast against: 0.002%

***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 **99.998%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 30th May, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

AU SMALL FINANCE BANK LIMITED JAIPUR

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Item No. 2: 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	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	477	23,01,97,279
Total Votes cast through e-voting at AGM	B	50	2,70,733
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	527	23,04,68,012
Less: Invalid~~/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	527	23,04,68,012

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.

(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.

(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.0000%	7,80,93,992	0	100.0000%	0.0000%
Public- Institutional Holders		13,28,08,653	10,73,83,763	80.8560%	10,73,83,763	0	100.0000%	0.0000%
Public- others		8,46,99,772	3,41,85,043	40.3603%	3,41,84,392	651	99.9981%	0.0019%
Total		**30,64,07,631**	**21,96,62,798**	**71.6897%**	**21,96,62,147**	**651**	**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%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 30th May, 2020 has been passed with 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 Mr. Mankal Shankar Sriram (M S Sriram) (DIN: 00588922) as an Independent Director.

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	460	21,44,86,464
Total Votes cast through e-voting at AGM	B	50	2,70,733
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	510	21,47,57,197
Less: Invalid/~~abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	510	21,47,57,197

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.

(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.

(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional Holders		13,28,08,653	9,16,72,948	69.026%	9,11,40,498	5,32,450	99.419%	0.581%
Public- others		8,46,99,772	3,41,85,043	40.360%	3,41,80,697	4,346	99.987%	0.013%
Total		30,64,07,631	20,39,51,983	66.562%	20,34,15,187	5,36,796	99.737%	0.263%

Percentage of Votes cast in favour: 99.737%| Percentage of votes cast against: 0.263%

***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 **99.737%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 30th May, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

V.M. & ASSOCIATES COMPANY SECRETARIES

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Item No. 4: Ordinary Resolution:
To appoint Mr. Pushpinder Singh (DIN: 08496066) as an Independent Director.

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	460	21,44,86,464
Total Votes cast through e-voting at AGM	B	50	2,70,733
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	510	21,47,57,197
Less: Invalid~~/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	510	21,47,57,197

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional Holders		13,28,08,653	9,16,72,948	69.026%	9,16,72,948	0	100.000%	0.000%
Public- others		8,46,99,772	3,41,85,043	40.360%	3,41,80,697	4,346	99.987%	0.013%
Total		**30,64,07,631**	**20,39,51,983**	**66.562%**	**20,39,47,637**	**4,346**	**99.998%**	**0.002%**

Percentage of Votes cast in favour: 99.998% | Percentage of votes cast against: 0.002%

***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 **99.998%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 30th May, 2020 has been passed with 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. Kannan Gopalaraghavan Vellur (V G Kannan) (DIN:03443982) as an Independent Director.

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	460	21,44,86,464
Total Votes cast through e-voting at AGM	B	50	2,70,733
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	510	21,47,57,197
Less: Invalid~~/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	510	21,47,57,197

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional holders		13,28,08,653	9,16,72,948	69.026%	9,15,66,526	1,06,422	99.884%	0.116%
Public- others		8,46,99,772	3,41,85,043	40.360%	3,41,84,250	793	99.998%	0.002%
Total		30,64,07,631	20,39,51,983	66.562%	20,38,44,768	1,07,215	99.947%	0.053%

Percentage of Votes cast in favour: 99.947%| Percentage of votes cast against: 0.053%

***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 **99.947%**, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 30th May, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No. 6: Special Resolution:
To issue debt securities/bonds/other permissible instruments, in one or more tranches.

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	478	23,01,96,579
Total Votes cast through e-voting at AGM	B	50	2,70,733
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	528	23,04,67,312
Less: Invalid~~/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	528	23,04,67,312

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional Holders		13,28,08,653	10,73,83,763	80.856%	10,68,95,022	4,88,741	99.545%	0.455%
Public- others		8,46,99,772	3,41,84,343	40.359%	3,41,83,856	487	99.999%	0.001%
Total		30,64,07,631	21,96,62,098	71.689%	21,91,72,870	4,89,228	99.777%	0.223%

Percentage of Votes cast in favour: 99.777% | Percentage of votes cast against: 0.223%

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 **99.777%**, Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 30th May, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

V.M. & ASSOCIATES COMPANY SECRETARIES

AU SMALL FINANCE BANK LIMITED JAIPUR

V.M. & ASSOCIATES
COMPANY SECRETARIES

403, Royal World
Sansar Chandra Road, Jaipur- 1
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Email : cs.vmanda@gmail.com

Item No. 7: Special Resolution:

To approve the amendments in Employee Stock Option Scheme 2015 Plan A & B ("ESOP Scheme 2015")

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	476	23,01,96,779
Total Votes cast through e-voting at AGM	B	49	2,70,408
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	525	23,04,67,187
Less: Invalid~~/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	525	23,04,67,187

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.

(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.

(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional holders		13,28,08,653	10,73,83,763	80.856%	10,56,30,382	17,53,381	98.367%	1.633%
Public- others		8,46,99,772	3,41,84,218	40.359%	3,41,83,098	1,120	99.997%	0.003%
Total		**30,64,07,631**	**21,96,61,973**	**71.689%**	**21,79,07,472**	**17,54,501**	**99.201%**	**0.799%**

Percentage of Votes cast in favour: 99.201% | Percentage of votes cast against: 0.799%

***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 **99.201%**, Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 30th May, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

V.M. & ASSOCIATES COMPANY SECRETARIES

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Item No. 8: Special Resolution:
To approve the amendments in Employee Stock Option Scheme 2016 ("ESOP Scheme 2016")

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	476	23,01,96,779
Total Votes cast through e-voting at AGM	B	50	2,70,733
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	526	23,04,67,512
Less: Invalid/~~abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	526	23,04,67,512

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional holders		13,28,08,653	10,73,83,763	80.856%	10,68,28,541	5,55,222	99.483%	0.517%
Public- others		8,46,99,772	3,41,84,543	40.360%	3,41,83,543	1,000	99.997%	0.003%
Total		**30,64,07,631**	**21,96,62,298**	**71.690%**	**21,91,06,076**	**5,56,222**	**99.747%**	**0.253%**

Percentage of Votes cast in favour: 99.747%| Percentage of votes cast against: 0.253%

***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 **99.747%**, Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 30th May, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

V.M. & ASSOCIATES COMPANY SECRETARIES

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Item No. 9: Special Resolution:
To approve the amendments in Employee Stock Option Scheme 2018 ("ESOP Scheme 2018")

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	476	23,01,96,779
Total Votes cast through e-voting at AGM	B	49	2,70,703
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	525	23,04,67,482
Less: Invalid~~/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	525	23,04,67,482

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional Holders		13,28,08,653	10,73,83,763	80.856%	10,68,28,541	5,55,222	99.483%	0.517%
Public- others		8,46,99,772	3,41,84,513	40.360%	3,41,79,823	4,690	99.986%	0.014%
Total		**30,64,07,631**	**21,96,62,268**	**71.690%**	**21,91,02,356**	**5,59,912**	**99.745%**	**0.255%**

Percentage of Votes cast in favour: 99.745% | Percentage of votes cast against: 0.255%

***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 **99.745%**, Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 30th May, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

AU SMALL FINANCE BANK LIMITED JAIPUR

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Item No. 10: Special Resolution:

Raising of funds through issue of equity shares and/or any other instruments or securities representing either equity shares and/or convertible securities linked to equity shares including through Qualified Institutions Placement/ preferential allotment or such other permissible mode or combinations thereof

Total No. of shareholders/ folios	1,14,953		
Total No. of Shares	30,64,07,631		
Remote E-voting Period	17th July, 2020 to 20th July, 2020		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	477	23,01,97,279
Total Votes cast through e-voting at AGM	B	50	2,70,733
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	527	23,04,68,012
Less: Invalid~~/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)~~	D	0	0
Net remote e-voting/ e-voting at AGM (C-D)	E	527	23,04,68,012

NOTES:

(i) There is no case where a shareholder has voted both through remote e-voting and voting at AGM.
(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
(iii) 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 E-voting or the number of shares mentioned in the e-voting 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	8,88,99,206	8,88,99,206	--	--	--	--	--
	Considered	7,80,93,992	7,80,93,992	100.000%	7,80,93,992	0	100.000%	0.000%
Public- Institutional Holders		13,28,08,653	10,73,83,763	80.856%	10,65,99,320	7,84,443	99.269%	0.731%
Public- others		8,46,99,772	3,41,85,043	40.360%	3,41,80,878	4,165	99.988%	0.012%
Total		30,64,07,631	21,96,62,798	71.690%	21,88,74,190	7,88,608	99.641%	0.359%

Percentage of Votes cast in favour: 99.641% | Percentage of votes cast against: 0.359%

***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 **99.641%**, Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 10** of the Notice of the AGM dated 30th May, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

V.M. & ASSOCIATES COMPANY SECRETARIES

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All the Resolutions mentioned in the AGM Notice dated 30th May, 2020 as per the results above stand passed under remote e-voting and e-voting at the AGM 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/voted for lesser shares, for each resolution is being handed over to the Company Secretary.

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid AGM.

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 e-voting at AGM.

Yours Faithfully

CS Manoj Maheshwari
Scrutinizer
M. No.: FCS 3355 | C.P. No. 1971
Partner
V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

Place: Jaipur
Date: July 22, 2020
UDIN: F003355B000488281

Countersigned By:
For AU Small Finance Bank Limited

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