

Ref. No.: AUSFB/SEC/2020-21/322

Date: 24<sup>th</sup> December 2020

To,

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

**SUB: VOTING RESULTS & SCRUTINIZER'S REPORT OF POSTAL BALLOT OF AU SMALL FINANCE BANK LIMITED ("THE BANK")**

**REF: REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")**

Dear Sir/Madam,

In continuation to our letter bearing AUSFB/SEC/2020-21/290, for issue of Postal Ballot notice dated 23<sup>rd</sup> November 2020 pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking of approval of the shareholders of the Bank in respect of the following business items:

| Agenda     | Particulars                                                                                                                                                                 | Type of Resolution  |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| Item No. 1 | To approve the re-appointment of Mr. Raj Vikash Verma as Part-Time Chairman (Independent Director) (Non-Executive) of the Bank subject to approval of Reserve Bank Of India | Ordinary Resolution |
| Item No. 2 | To approve Au Small Finance Bank Limited - Employees Stock Option Plan 2020                                                                                                 | Special Resolution  |

Further, pursuant to Regulation 44(3) of Listing Regulations, we would like to inform that the said Resolutions have been passed by the members of the Bank with the requisite majority.

In this regard, please find enclosed:

1. Voting results in the format prescribed under Regulation 44(3) of the Listing Regulations; and
2. Scrutinizer's Report for Postal Ballot via remote e-voting, pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder.

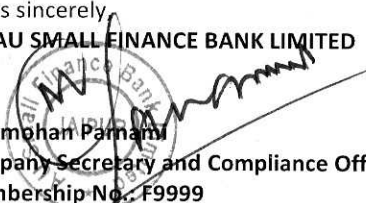
Further, as required voting results will also be submitted in XBRL mode.

Kindly take the same on record.

Thanking You.

Yours sincerely,

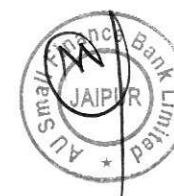
For AU SMALL FINANCE BANK LIMITED

  
Manmohan Parnami  
Company Secretary and Compliance Officer  
Membership No. F9999  
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

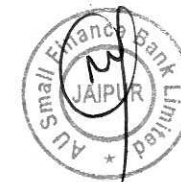
|                                                                                                                                                                                                                                                                                                                |                                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| Date of the Postal Ballot:                                                                                                                                                                                                                                                                                     |                                                                        |
| a) Date of Postal Ballot Notice                                                                                                                                                                                                                                                                                | 28 <sup>th</sup> October 2020                                          |
| b) Date of Declaration of Result of Postal Ballot                                                                                                                                                                                                                                                              | 24 <sup>th</sup> December 2020                                         |
| Last Date of receipt of Postal Ballot Form/ e-voting                                                                                                                                                                                                                                                           | 23 <sup>rd</sup> December 2020                                         |
| Total number of shareholders on record date<br>(cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also reckoning voting rights i.e. cut-off date for Beneficiary Position) | 1,05,442 equity shareholders<br>(as on 20 <sup>th</sup> November 2020) |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:<br>Public:                                                                                                                                                                               | Not Applicable                                                         |
| <b>No. of Shareholders attended the meeting through Video Conferencing:</b><br>Promoters and Promoter Group:<br>Public:                                                                                                                                                                                        | Not Applicable                                                         |



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| Resolution Required : (Ordinary)                                          |                                                                                 |                     | 1 - To approve the re-appointment of Mr. Raj Vikash Verma as Part-Time Chairman (Independent Director) (Non-Executive) of the Bank subject to approval of Reserve Bank of India- Ordinary Resolution |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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         | 88899206                                                                                                                                                                                             | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949 | 1,07,85,398         | 1,07,85,398                                                                                                                                                                                          |                                         |                          |                       |                                      |                                    |
|                                                                           | Vote Considered                                                                 | 7,81,13,808         | 7,81,13,808                                                                                                                                                                                          | 100.00 %                                | 7,81,13,808              | 0                     | 100.00 %                             | 0.00%                              |
|                                                                           | Poll                                                                            | -                   | -                                                                                                                                                                                                    | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | Postal Ballot (if applicable)                                                   | -                   | -                                                                                                                                                                                                    | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | <b>Total</b>                                                                    | <b>7,81,13,808</b>  | <b>7,81,13,808</b>                                                                                                                                                                                   | <b>100.00 %</b>                         | <b>7,81,13,808</b>       | <b>0</b>              | <b>100.00 %</b>                      | <b>0.00 %</b>                      |
| Public Institutions                                                       | E-Voting                                                                        | 14,58,85,622        | 11,55,15,220                                                                                                                                                                                         | 79.182 %                                | 11,54,60,153             | 55,067                | 99.952 %                             | 0.048 %                            |
|                                                                           | Poll                                                                            |                     | -                                                                                                                                                                                                    | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | Postal Ballot (if applicable)                                                   |                     | -                                                                                                                                                                                                    | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | <b>Total</b>                                                                    | <b>14,58,85,622</b> | <b>11,55,15,220</b>                                                                                                                                                                                  | <b>79.182 %</b>                         | <b>11,54,60,153</b>      | <b>55,067</b>         | <b>99.952 %</b>                      | <b>0.048 %</b>                     |
| Public Non Institutions                                                   | E-Voting                                                                        | 7,17,54,913         | 3,07,66,758                                                                                                                                                                                          | 42.878 %                                | 3,07,65,871              | 887                   | 99.997 %                             | 0.003 %                            |
|                                                                           | Poll                                                                            |                     | -                                                                                                                                                                                                    | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | Postal Ballot                                                                   |                     | -                                                                                                                                                                                                    | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | <b>Total</b>                                                                    | <b>7,17,54,913</b>  | <b>3,07,66,758</b>                                                                                                                                                                                   | <b>42.878 %</b>                         | <b>3,07,65,871</b>       | <b>887</b>            | <b>99.997 %</b>                      | <b>0.003 %</b>                     |
| <b>Total</b>                                                              |                                                                                 | <b>30,65,39,741</b> | <b>22,43,95,786</b>                                                                                                                                                                                  | <b>73.203 %</b>                         | <b>22,43,39,832</b>      | <b>55,954</b>         | <b>99.975 %</b>                      | <b>0.025 %</b>                     |

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| Resolution Required : (Special)                                           |                                                                                 |                     | 2 - To approve Au Small Finance Bank Limited - Employees Stock Option Plan 2020- Special Resolution |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------|---------------------|-----------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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         | 88899206                                                                                            | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | Less: not considered pursuant to Section 12(2) of Banking Regulations Act, 1949 | 1,07,85,398         | 1,07,85,398                                                                                         |                                         |                          |                       |                                      |                                    |
|                                                                           | Vote Considered                                                                 | 7,81,13,808         | 7,81,13,808                                                                                         | 100.00 %                                | 7,81,13,808              | 0                     | 100.00 %                             | 0.00%                              |
|                                                                           | Poll                                                                            | -                   | -                                                                                                   | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | Postal Ballot (if applicable)                                                   | -                   | -                                                                                                   | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | <b>Total</b>                                                                    | <b>7,81,13,808</b>  | <b>7,81,13,808</b>                                                                                  | <b>100.00 %</b>                         | <b>7,81,13,808</b>       | <b>0</b>              | <b>100.00 %</b>                      | <b>0.00 %</b>                      |
| Public Institutions                                                       | E-Voting                                                                        | 14,58,85,622        | 11,74,45,865                                                                                        | 80.505 %                                | 10,55,80,386             | 1,18,65,479           | 89.897 %                             | 10.103 %                           |
|                                                                           | Poll                                                                            |                     | -                                                                                                   | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | Postal Ballot (if applicable)                                                   |                     | -                                                                                                   | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | <b>Total</b>                                                                    | <b>14,58,85,622</b> | <b>11,74,45,865</b>                                                                                 | <b>80.505 %</b>                         | <b>10,55,80,386</b>      | <b>1,18,65,479</b>    | <b>89.897 %</b>                      | <b>10.103 %</b>                    |
| Public Non Institutions                                                   | E-Voting                                                                        | 7,17,54,913         | 3,07,63,289                                                                                         | 42.873 %                                | 3,07,61,910              | 1,379                 | 99.996 %                             | 0.004 %                            |
|                                                                           | Poll                                                                            |                     | -                                                                                                   | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | Postal Ballot                                                                   |                     | -                                                                                                   | -                                       | -                        | -                     | -                                    | -                                  |
|                                                                           | <b>Total</b>                                                                    | <b>7,17,54,913</b>  | <b>3,07,63,289</b>                                                                                  | <b>42.873 %</b>                         | <b>3,07,61,910</b>       | <b>1,379</b>          | <b>99.996 %</b>                      | <b>0.004 %</b>                     |
| <b>Total</b>                                                              |                                                                                 | <b>30,65,39,741</b> | <b>22,63,22,962</b>                                                                                 | <b>73.832 %</b>                         | <b>21,44,56,104</b>      | <b>1,18,66,858</b>    | <b>94.757 %</b>                      | <b>5.243 %</b>                     |

\*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 2.

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### Scrutinizer's Report

To,  
The Chairman  
AU Small Finance Bank Limited  
19-A Dhuleshwar Garden  
Jaipur – 302 001 (Rajasthan)

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot by way of Electronic Voting ("e-voting").**

The Board of Directors of AU Small Finance Bank Limited (hereinafter referred to as "the Bank") at its Meeting held on Wednesday, October 28, 2020 has appointed me as the scrutinizer for scrutinizing the Postal Ballot by way of e-voting pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Bank is responsible to ensure the compliance with the requirements of the relevant provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14, 17, 22 and 33/2020 dated April 8, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 respectively in view of COVID-19 pandemic ("MCA Circulars"), relating to postal ballot including voting by electronic means for the resolutions contained in the Notice of Postal Ballot dated October 28, 2020.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of Postal Ballot, based on the reports generated/data downloaded from the e-voting system provided by National Securities Depository Limited, the Agency Authorized under the Rules and engaged by the Bank to provide e-voting facility.

#### **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 to the Shareholders of the Bank. Link Intime India Private Limited is the Registrar and Share Transfer Agent (hereinafter referred to as "RTA") of the Bank.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on the items of business stated in the Postal Ballot Notice dated October 28, 2020.





- The Service Provider had set up an electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Bank had uploaded the items of business to be transacted through Postal Ballot on the website of 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 Postal Ballot was Friday, November 20, 2020 and as on that date, there were 1,05,442 (One Lakh Five Thousand Four Hundred And Forty Two) Shareholders of the Bank.
- The Bank informed that in compliance with the MCA Circulars 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 completed dispatch of Notice of Postal Ballot along-with e-voting details on November 23, 2020 by E-mail to 96,277 (Ninety Six Thousand Two Hundred And Seventy Seven) shareholders 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 stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the Bank on November 24, 2020, in "Financial Express", English newspaper in English language and in "Nafa Nuksan" Vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot Notice, by means of E-mail to the shareholders along with other related matters mentioned therein.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions contained in the Postal Ballot Notice was Friday, November 20, 2020.
- The remote e-voting period commenced from Tuesday, November 24, 2020 at 09:00 A.M. and concluded on Wednesday, December 23, 2020 at 05:00 P.M.
- At the end of the voting period on Wednesday, December 23, 2020 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith.
- After completion of e-voting, the votes cast by the Shareholders 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 on the resolutions proposed in the Notice of Postal Ballot are as under:



**Item No. 1: Ordinary Resolution:**

**To Approve the Re-appointment of Mr. Raj Vikash Verma as Part-Time Chairman (Independent Director) (Non-Executive) of the Bank subject to approval of Reserve Bank of India**

|                                                                                                                                                  |                                                                           |                              |                         |
|--------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|------------------------------|-------------------------|
| Total No. of Shareholders/folios                                                                                                                 | 1,05,442                                                                  |                              |                         |
| Total No. of Shares                                                                                                                              | 30,65,39,741                                                              |                              |                         |
| e-voting Period                                                                                                                                  | From 09:00 A.M. on November 24, 2020 till 05:00 P.M. on December 23, 2020 |                              |                         |
|                                                                                                                                                  |                                                                           | <b>Number of Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting                                                                                                         | A                                                                         | 686                          | 23,52,05,535            |
| Total Votes cast through Postal Ballot forms received                                                                                            | B                                                                         | NA                           | NA                      |
| Grand Total of remote e-voting/Postal Ballot Forms (A+B)                                                                                         | C                                                                         | 686                          | 23,52,05,535            |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated / abstained / less voted) | D                                                                         | -                            | 24,351                  |
| Net remote e-voting/Postal Ballot Forms (C-D)                                                                                                    | E                                                                         | 686                          | 23,51,81,184            |

## SUMMARY OF VOTING

| Promoter/Public              |            | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of votes in favour<br>(4) | No. of Votes against<br>(5) | % of votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|------------|---------------------------|----------------------------|--------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter and Promoter group  | Total      | 8,88,99,206               | 8,88,99,206                | —                                                            | —                             | —                           | —                                                         | —                                                       |
|                              | Considered | 7,81,13,808               | 7,81,13,808                | 100.000%                                                     | 7,81,13,808                   | 0                           | 100.000%                                                  | 0.000%                                                  |
| Public institutional holders |            | 14,58,85,622              | 11,55,15,220               | 79.182%                                                      | 11,54,60,153                  | 55,067                      | 99.952%                                                   | 0.048%                                                  |
| Public-Others                |            | 7,17,54,913               | 3,07,66,758                | 42.878%                                                      | 3,07,65,871                   | 887                         | 99.997%                                                   | 0.003%                                                  |
| Total                        |            | 30,65,39,741              | 22,43,95,786               | 73.203%                                                      | 22,43,39,832                  | 55,954                      | 99.975%                                                   | 0.025%                                                  |

Percentage of votes cast in favour: 99.975% | Percentage of votes cast against: 0.025%

\*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 **99.975%**; Based on the aforesaid result, I report that the **Ordinary Resolution** as set out at item no. 1 in the notice of postal ballot dated October 28, 2020 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. December 23, 2020.







All the Resolutions mentioned in the Notice of Postal Ballot dated October 28, 2020 as per the result above stand passed under remote e-voting with the requisite majority and deemed to be passed as on the last date specified for the e-voting i.e., December 23, 2020.

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/Report on Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

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: December 24, 2020  
UDIN: F003355B001629716

Countersigned By:  
For AU Small Finance Bank Limited



Manmohan Parnami  
Company Secretary & Compliance Officer  
M. No.: FCS 9999  
(As authorized by Chairman of the Bank)