

Ref. No.: AUSFB/SEC/2023-24/319

Date: January 27, 2024

To,

| | |
|--|---|
| National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra. NSE Symbol: AUBANK | BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. Scrip Code: 540611, 958400, 974093, 974094 & 974095 |
|--|---|

Dear Sir/Madam,

Sub: Voting Results & Scrutinizer's Report of the Postal Ballot of AU Small Finance Bank Limited

Ref: Regulation 30, 44(3) & 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In continuation to our letter dated December 27, 2023 regarding Postal Ballot Notice, we would like to inform that the shareholders of the Bank has approved appointment of Mr. Harun Rasid Khan ("Mr. H. R. Khan") (DIN: 07456806), Independent Director (Non-Executive) as Part-Time Chairman of the Bank w.e.f. January 30, 2024.

Pursuant to Regulation 44(3) of Listing Regulations and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the voting results in the format prescribed and Scrutinizer's Report for Postal Ballot via remote e-voting, are enclosed as **Annexure-I** for the below agenda:

| Item No. | Agenda Items | Type of Resolution |
|-----------------|---|---------------------------|
| 1. | Appointment of Mr. Harun Rasid Khan, Independent Director (Non-Executive) as Part-Time Chairman of the Bank | Ordinary Resolution |

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given in the enclosed **Annexure - II**.

It is further confirmed that Mr. H. R. Khan is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

This is for your information and records.

Thanking You,

Yours faithfully,

For AU SMALL FINANCE BANK LIMITED

Manmohan Parnami
Company Secretary and Compliance Officer
Membership No.: F9999
investorrelations@aubank.in
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

AU Small Finance Bank Limited

| | |
|--|-------------------|
| Date of the Postal Ballot: | |
| a) Date of Postal Ballot Notice | December 27, 2023 |
| b) Date of Declaration of Result of Postal Ballot | January 27, 2024 |
| Last Date of receipt of Postal Ballot Form/ e-voting | January 26, 2024 |
| Total number of shareholders on record date (cut-off date for ascertaining the shareholders to whom the notice of Postal Ballot was sent and also reckoning voting rights i.e. cut-off date for Beneficiary Position) | 1,63,356 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public: | Not Applicable |

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| Resolution Required: Ordinary | | | ITEM NO. 1 - APPOINTMENT OF MR. HARUN RASID KHAN, INDEPENDENT DIRECTOR (NON-EXECUTIVE) AS PART-TIME CHAIRMAN OF THE BANK | | | | | |
|---|----------------|---------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 17,02,98,412 | 17,02,98,412 | 100.0000 | 17,02,98,412 | - | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Postal Ballot | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Total | | 17,02,98,412 | 100.0000 | 17,02,98,412 | - | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 41,33,33,196 | 34,59,33,991 | 83.6937 | 34,58,98,208 | 35,783 | 99.9897 | 0.0103 |
| | Poll | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Postal Ballot | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Total | | 34,59,33,991 | 83.6937 | 34,58,98,208 | 35,783 | 99.9897 | 0.0103 |
| Public Non Institutions | E-Voting | 8,49,76,990 | 2,17,61,885 | 25.6092 | 2,17,58,930 | 2,955 | 99.9864 | 0.0136 |
| | Poll | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Postal Ballot | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Total | | 2,17,61,885 | 25.6092 | 2,17,58,930 | 2,955 | 99.9864 | 0.0136 |
| Total | | 66,86,08,598 | 53,79,94,288 | 80.4648 | 53,79,55,550 | 38,738 | 99.9928 | 0.0072 |

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Scrutinizer's Report

To,
The Chairman
AU Small Finance Bank Limited
19-A Dhuleshwar Garden
Jaipur –302001 (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, December 27, 2023 has appointed me as the scrutinizer for scrutinizing the Postal Ballot by way of e-voting pursuant to Sections 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 Sections 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 No. 09/2023 dated September 25, 2023 read along with other connected circulars issued from time to time in this regard ("MCA Circulars"), relating to postal ballot including voting by electronic means for the resolution contained in the Notice of Postal Ballot dated December 27, 2023.

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 December 27, 2023.



- 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, December 22, 2023 and as on that date, there were 1,63,356 (One Lakh Sixty Three Thousand Three Hundred Fifty Six) 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 Wednesday, December 27, 2023 by E-mail to 1,58,025 (One Lakh Fifty Eight Thousand Twenty Five) 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 Thursday, December 28, 2023, 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 resolution contained in the Postal Ballot Notice was Friday, December 22, 2023.
- The remote e-voting period commenced from Thursday, December 28, 2023 at 09:00 A.M. and concluded on Friday, January 26, 2024 at 05:00 P.M.
- At the end of the voting period on Friday, January 26, 2024 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 resolution proposed in the Notice of Postal Ballot are as under:

**Item No. 1: Ordinary Resolution:****Appointment of Mr. Harun Rasid Khan, Independent Director (Non-Executive) as Part-Time Chairman of the Bank.**

| | | | |
|---|--|-----------------------|---------------------|
| Total No. of Shareholders/folios | 1,63,356 | | |
| Total No. of Shares | 66,86,08,598 | | |
| e-voting Period | From 09:00 A.M. on Thursday, December 28, 2023 till 05:00 P.M. on Friday, January 26, 2024 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 1,134 | 53,79,94,288 |
| Total Votes cast through Postal Ballot forms received | B | NA | NA |
| Grand Total of remote e-voting/Postal Ballot Forms (A+B) | C | 1,134 | 53,79,94,288 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted) | D | 0 | 0 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 1,134 | 53,79,94,288 |

NOTE:

There is One (1) folio on which voting has been exercised both in favour and against the resolution and therefore, the folio has been counted twice for counting the total number of folios in the above table.

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 | 17,02,98,412 | 17,02,98,412 | 100.0000 | 17,02,98,412 | 0 | 100.0000 | 0.0000 |
| Public-Institutional Holders | 41,33,33,196 | 34,59,33,991 | 83.6937 | 34,58,98,208 | 35,783 | 99.9897 | 0.0103 |
| Public- others | 8,49,76,990 | 2,17,61,885 | 25.6092 | 2,17,58,930 | 2,955 | 99.9864 | 0.0136 |
| Total | 66,86,08,598 | 53,79,94,288 | 80.4648 | 53,79,55,550 | 38,738 | 99.9928 | 0.0072 |

Percentage of votes cast in favour: 99.9928% | Percentage of votes cast against: 0.0072%

RESULT:-

Since, the number of votes cast in favour of the resolution is **99.9928%**, 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 December 27, 2023 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. January 26, 2024.



V. M. & ASSOCIATES

COMPANY SECRETARIES

**403, ROYAL WORLD
SANSAR CHANDRA ROAD
JAIPUR—302 001 (RAJASTHAN)**

**Phone: 0141 - 4075010
E-mail: cs.vmanda@gmail.com**

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 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

Manoj
Maheshwari

Digitally signed by
Manoj Maheshwari
Date: 2024.01.27
13:57:05 +05'30'

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: January 27, 2024

UDIN: F003355E003316027

Countersigned By:

For AU Small Finance Bank Limited

**MANMOHAN
PARNAMI**

Digitally signed by
MANMOHAN PARNAMI
Date: 2024.01.27 14:27:31
+05'30'

Manmohan Parnami

Company Secretary & Compliance Officer

M. No.: FCS 9999

(As authorized by Chairman of the Bank)

Details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

| Sr. No. | Details of events that need to be provided | Information of such event(s) |
|----------------|--|---|
| 1. | Reason for change viz. appointment, resignation, removal, death or otherwise | Mr. Raj Vikash Verma (DIN: 03546341) Part-Time Chairman & Independent Director (Non-Executive) will complete his tenure as Chairman & Independent Director of the Bank on January 29, 2024. Accordingly, Mr. H. R. Khan (DIN: 07456806) Independent Director (Non-Executive) is appointed as Part-Time Chairman of the Bank w.e.f. January 30, 2024. |
| 2. | Date of Appointment/cessation (as applicable) & Terms of Appointment | From January 30, 2024 to December 27, 2024 i.e. till completion of his first tenure as Independent Director of the Bank at Fixed Remuneration of Rs. 24 Lakhs p.a. in addition to sitting fees and reimbursement of expenses related to attending the Board and Committee meetings of the Bank. |
| 3. | Brief Profile (in case of Appointment) | Please refer profile given below. |
| 4. | Disclosure of relationship between Directors (in case of appointment of Directors) | Mr. H. R. Khan is not related to any Director of the Bank |

Brief Profile covering qualification & experience of Mr. H. R. Khan

Mr. H. R. Khan, a career central banker, has a vast experience of over four decades in the areas of Banking & Finance, Information Technology, Payment and Settlement systems, Economics, Financial Markets, Human Resources, Risk Management and Financial Inclusion and has handled leadership positions as the Deputy Governor and the Executive Director at the Reserve Bank of India.

He has expertise in the field of the finance of over 38 years of experience with the RBI and had handled diversified areas and spearheaded major projects relating to financial markets, foreign exchange management, external investments, banking regulation and supervision, IT transformation, payment and settlement systems, training and HR initiatives, and financial inclusion.

Mr. H. R. Khan holds the Master of Arts from Utkal University, Bhubaneswar, Master of Philosophy from Jawaharlal Nehru University, New Delhi, Diploma in Business Management from Narsee Monjee Institute of Management Studies, Mumbai and he is a Certified Associate of the Indian Institute of Banking and Finance.

He had chaired the Committee on the Rural Credit and Micro finance which focused on expansion of banking network through the Information and Communications Technology enabled business correspondents, the Inter-Regulatory Corporate Debt Working Group which made several important recommendations for development of the Corporate Debt Market in India and the Working Group on the Regulations for the Foreign Portfolio Investors (FPIs) set up for simplification, liberalisation and rationalisation of the portfolio flow regulations set up by the SEBI. He was also the member of the Committees on Digital Payments set up by the Government of India and the RBI He had also chaired the Corporate Bond and Securitisation Committee (CoBoSAC) of the SEBI. Currently, he is a member of the Standing Committee on FPIs of the SEBI.

He was also the director on the Board of Bandhan Bank Limited, Dena Bank, Bank of Maharashtra, Punjab & Sind Bank, Bank of Rajasthan, NABARD, National Housing Board, PTC India Financial Services Limited, Reserve Bank Information Technology Private Limited and the Orissa State Finance Corporation.

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