AU SMALL FINANCE BANK LIMITED
CIN: L36911RJ1996PLC011381
Registered Office: 19-A, DHULESHWAR GARDEN, AJMER ROAD, JAIPUR – 302001, RAJASTHAN
Tel: +91 0141 4110060 | Fax: +91 0141 4110090
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Notice of Annual General Meeting

Notice is hereby given that the Twenty Fourth (24th) Annual General Meeting **(AGM)** of the members of **AU SMALL FINANCE BANK LIMITED (Bank)** will be held on Friday, 26th July 2019 at 04:00 p.m. at Suryavanshi Mahal – Ground, Floor, ITC Rajputana, Palace Road, Jaipur-302006, Rajasthan, India to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1: To consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March 2019 and the reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2: To declare dividend of ₹ 0.75 per equity share of ₹ 10 each for the Financial Year 2018-19.

ITEM NO. 3: To appoint a Director in place of Mr. Uttam Tibrewal (DIN: 01024940), who retires by rotation and being eligible, has offered himself for re-appointment.

ITEM NO. 4: To ratify the appointment of M/S S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Registration No. 101049W/E300004) as the Statutory Auditors of the Bank.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Banking Regulation Act, 1949 or re-enactment(s) thereof for the time being in force and the Rules, Circulars and Guidelines issued by the Reserve Bank of India from time to time and pursuant to the resolution passed by the Members at the Twenty Second Annual General Meeting held on 27th September 2017 appointing M/S S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Registration No. 101049W/E300004) as Statutory Auditors of the Bank to hold office for four (4) years from the conclusion of the Twenty Second Annual General Meeting till the conclusion of the Twenty Sixth Annual General Meeting, the appointment of M/S S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), as statutory auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of 25th Annual General Meeting, be and is hereby ratified by the Members of the Bank, subject to approval from Reserve Bank of India and such other regulatory authorities, as may be applicable, and on such terms and conditions, including remuneration, as approved by the Board of Directors of the Bank."

SPECIAL BUSINESS

ITEM NO. 5: To appoint Mr. Narendra Ostawal (DIN: 06530414) as Director (Non-Executive).

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Section 10A (2A) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India, relevant provisions of Article of Association of the Bank, any other applicable laws, and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, Mr. Narendra Ostawal (DIN: 06530414), who was appointed as an Additional Director (Non-Executive) pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 to hold Office up to the date of this AGM and in respect of whom the Bank has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, approval of the Members of the Bank be and is hereby accorded to the appointment of Mr. Narendra Ostawal as a Non-Executive Director of the Bank to hold office for a term of four (4) years commencing from 17th January 2019 and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary and desirable in connection with or incidental thereto but not limited to filing of necessary forms with the Registrar of Companies and delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

ITEM NO. 6: To approve fees or compensation (profit linked commission) payable to Non-Executive Directors, including Independent Directors.

To consider, and if thought fit, to pass, the following Resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, Regulation 17 (6) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the relevant provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory amendment(s) thereto, modification(s)or re-enactment(s) thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India, from time to time and subject to such other approvals, as may be applicable, approval of the members be and is hereby accorded to approve fees or compensation (profit linked commission) paid to Non-Executive Directors including Independent Directors not exceeding one percent (1%) of net profit of the Bank in any Financial Year computed in accordance with Section 198 of the Companies Act, 2013 and considering the performance of the Bank shall be paid to the Non-Executive Directors in such proportion as may be determined by the Board of Directors of the Bank from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute all such documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

ITEM NO. 7: To revise the compensation (Profit Linked Commission) payable to Mr. Mannil Venugopalan (DIN:00255575), as the Independent Director (Part-Time) Chairman.

To consider, and if thought fit, to pass, the following Resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 (7) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the relevant provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory amendment(s) thereto, modification(s)or re-enactment(s) thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India, from time to time and subject to such other approvals, as may be applicable, approval of the members be and is hereby accorded to revise the annual compensation (profit linked commission) to ₹ 25,00,000/- (Rupees Twenty Five Lakhs only) payable exclusive of sitting fees, travelling and other out of pocket expenses for Financial Year 2019-20 and thereafter as applicable to Mr. Mannil Venugopalan (DIN:00255575) Independent Director (Part-Time) Chairman of the Bank, subject to approval of Reserve Bank of India.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to execute all such documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

ITEM NO. 8: To revise the remuneration payable to Mr. Sanjay Agarwal (DIN 00009526), as the Managing Director & CEO.

To consider, and if thought fit, to pass, the following Resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the relevant rules made thereunder and Schedule V of the Companies Act 2013, the relevant provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory amendment(s) thereto, modification(s) or re-enactment(s) thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India, from time to time, approval of the members of the Bank be and is hereby accorded to revise the remuneration with 10% increase in fixed pay for Financial Year 2019-20 to be paid to Mr. Sanjay Agarwal, Managing Director & CEO by way of salary, allowances and perquisites and other amount as detailed herein subject to such terms & conditions as may be approved by Reserve Bank of India in this regard.

Below is the bifurcation of existing and proposed fixed & variable pay (annually) for Mr. Sanjay Agrawal:

Sr. No.	Items	Existing (₹ in lakhs)	Proposed (₹ in lakhs)
1	Salary	67.60	74.38
2	Dearness allowance	-	-
3	House rent allowance	33.80	37.19
4	Conveyance allowance	-	-
5	Entertainment allowance	-	-
6	Other allowances	67.61	74.38
Total		**169.01**	**185.95**
	Perquisites		
1	Free furnished house	Nil	Nil
2	Free use of bank's car -official Purpose -private purpose	Two cars with chauffeur for each -	Two cars with chauffeur for each -
3	Servant allowance	Reimbursement of servant expenses	Reimbursement of servant expenses
4	Variable pay	-	No variable pay proposed for performance of the FY 2018-19.
5	Loans	-	Loan facilities to be provided as per the Bank's policy, at the rate of interest applicable to the other employees.
6	Provident Fund/Gratuity/Pension -Provident fund -Gratuity	As applicable to all employees of bank 0.24 3.25	As applicable to all employees of bank 0.23 3.58
7	Travelling and halting allowances	On Actuals	On Actuals
8	Medical reimbursement	Ceiling of one month's basic salary annually or three months' basic salary over 3 years	Ceiling of one month's basic salary annually or three months' basic salary over 3 years
9	Other benefits: - Insurance	Total of ₹ 5,00,00,000 for health, personal accidental insurance and Group Insurance Scheme, together	Total of ₹ 5,00,00,000 for health, personal accidental insurance and Group Insurance Scheme, together
	-Leave travel concession	For self and family once, a year incurred in accordance with Company rules.	For self and family once, a year incurred in accordance with Company rules.

RESOLVED FURTHER THAT when in any financial year, the Bank has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Sanjay Agarwal in accordance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible under the law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorised to vary or increase the remuneration, including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Bank and Mr. Sanjay Agarwal, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all deeds, things, acts as may deemed necessary, in this regard but not limited to making correspondences in this regard with RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

ITEM NO. 9: To Revise the remuneration payable to Mr. Uttam Tibrewal (DIN: 01024940), as the Whole Time Director.

To consider, and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, of the Companies Act, 2013, if any read with the relevant rules made thereunder and Schedule V of the Companies Act 2013, the relevant provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory amendment(s) thereto, modification(s) or re-enactment(s) thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India, from time to time, approval of the members of the Bank be and is hereby accorded to revise the remuneration with 15% increase in fixed pay for Financial Year 2019-20 and 50% of fixed pay, as variable pay for performance of Financial Year 2018-19 to be paid to Mr. Uttam Tibrewal, Whole-time Director by way of salary, allowances and perquisites and other amount as detailed herein as may be approved by Reserve Bank of India and subject to such other compliances/approval as may be required in this regard.

Below is the bifurcation of existing and proposed fixed & variable pay (annually) for Mr. Uttam Tibrewal:

Sr. No.	Items	Existing (₹ in lakhs)	Proposed (₹ in lakhs)
1	Salary	58.61	67.42
2	Dearness allowance	-	-
3	House rent allowance	29.30	33.71
4	Conveyance allowance		-
5	Entertainment allowance		-
6	Other allowances	58.61	67.42
Total		**146.52**	**168.55**
	Perquisites		
1	Free furnished house	Nil	Nil
2	Free use of bank's car -Official purpose -Private purpose	One car with chauffeur	One car with chauffeur
3	Servant allowance	-	Reimbursement of servant expenses
4	Stock options	-	Employee Stock Options as may be granted by the Nomination Remuneration Committee/ Board, from time to time subject to approval of RBI as applicable
5	Variable pay	-	As approved by the Nomination and Remuneration Committee/ Board, subject to approval of RBI as applicable
6	Loans	-	Loan facilities to be provided as per the Bank's policy, at the rate of interest applicable to the other employees.
7	Provident Fund/ Gratuity/Pension -Provident fund -Gratuity	As applicable to all employees of bank. 0.24 2.82	As applicable to all employees of bank 0.23 3.24
8	Travelling and halting allowances	On Actuals	On Actuals
9	Medical reimbursement	Ceiling of one month's basic salary annually or three months' basic salary over 3 years	Ceiling of one month's basic salary annually or three months' basic salary over 3 years
10	Other benefits: -Insurance -Leave travel concession	Total of ₹ 5,00,00,000 for health, personal accidental insurance and Group Insurance Scheme, together For self and family once, a year incurred in accordance with Company rules	Total of ₹ 5,00,00,000 for health, personal accidental insurance and Group Insurance Scheme, together For self and family once, a year incurred in accordance with Company rules

RESOLVED FURTHER THAT when in any financial year, the Bank has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Uttam Tibrewal in accordance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible under the law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorised to vary or increase the remuneration, including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Uttam Tibrewal, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all deeds things acts as may deemed necessary, in this regard but not limited to making correspondences in this regard with RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

ITEM NO. 10: To authorise Board of Directors to borrow money in excess of paid up capital, free reserves and securities premium of Bank u/s 180 (1) (c) of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Bank in the AGM held on 07th August 2018 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the applicable provisions of Banking Regulation Act, 1949 and rules, guidelines and circulars issued by Reserve Bank of India, from time to time, the consent of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called 'the Board', which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to borrow for the purpose of business of the Bank, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time (apart from (i) temporary loans obtained from the Bank's bankers in the ordinary course of business and (ii) acceptances of deposits of money from public repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise and/or temporary loans obtained in the ordinary course of business from banks, whether in India or outside India) will exceed the aggregate of the paid up capital of the Bank, its free reserves and securities premium, provided that the total amount so borrowed including the money already borrowed and the money to be borrowed by the Board in any manner permissible at any time shall not exceed ₹ 22,000 crore (Rupees Twenty-Two Thousand crore).

RESOLVED FURTHER THAT the Board of the Bank be and is hereby authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto including delegating its powers under the resolution to give effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO. 11: To issue securities/bonds/other permissible instruments, in one or more tranches.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 71, 180 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by Reserve Bank of India (RBI), from time to time and all other relevant provisions of applicable law(s),the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' and which term shall be deemed to include any Committee of the Board or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013) for borrowing/raising funds denominated in Indian rupees or any other permitted foreign currency by issue of debt securities, including but not limited to long-term bonds, non-convertible debentures, perpetual debt instruments, Tier I/ Tier II Capital and Bonds or such other debt securities as may be permitted under RBI guidelines from time to time, on a private placement basis and/or for making offers and/or invitations thereof and/or issue(s)/ issuances thereof, on private placement basis, for a period of one year from the date hereof, in one or more tranches and/or series and under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series/tranches, including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board, as per the structure and within the limits permitted by RBI, as applicable of an amount not exceeding ₹ 12,000 crore (Rupees Twelve Thousand Crore) in domestic and/or overseas market within the overall borrowing limits of the Bank and on such terms and conditions as may be approved by the Board, from time to time.

RESOLVED FURTHER THAT the Board of Directors of Bank be and is hereby authorised to delegate all or any of its powers conferred herein to any Committee or any Director(s) or officer(s) of the Bank and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to the issue of the securities."

Item No. 12: To alter Article of Association of the Bank.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the relevant provisions of the Articles of Association of the Bank, Section 14 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder, the applicable provisions of the Banking Regulation Act, 1949, the rules, circulars and guidelines issued by the Reserve Bank of India from time to time (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) the insertion of new Article No. 6J after Article No. 6 I in the form and manner given below, be and is hereby approved by the Members of the Bank.

"6J": The Company may carry out consolidation and re-issuance of its debt securities, pursuant to and in terms of the provisions of Regulation 20A of SEBI (issue and Listing of Debt Securities) Regulations, 2008, as may be amended, from time to time.

RESOLVED FURTHER THAT the Board of Directors of Bank be and is hereby authorised to delegate all or any of its powers conferred herein to any Committee or any Director(s) or officer(s) of the Bank and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to the issue of the securities."

Item No. 13: To approve amendments in Employee Stock Option Scheme 2016.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Section 62 (1) (b) of Companies Act, 2013 and other applicable provisions, if any, of Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and pursuant to the relevant clauses of Articles of Association of the Bank and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, Securities and Exchange Board of India, the Reserve Bank of India and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of shareholders be and is hereby accorded to amend/alter the Employee Stock Option Scheme, 2016 ("ESOP Scheme 2016") by deleting the existing clause 5.4 of the ESOP Scheme 2016 of the Bank relating to Exercise Price and substituting in place thereof, the following revised clause 5.4 and that the amended ESOP Scheme, 2016 as submitted before this meeting be approved and adopted:

Heading	Existing Clause	Revised Clause
Exercise Price (in ₹)	₹ 140/- Per ESOP	Exercise price of options shall be determined as average of weekly high and low of volume weighted average price (VWAP) of AU Small Finance Bank Equity Shares on the stock exchange having higher trading volume during the last twenty-six weeks from the day preceding the date of grant.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme 2016 are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard but not limited delegate power conferred herein to any of the committee constituted by the Bank or to any Director or Directors or to any Committee of Directors or to any Officer or Officers to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and to seek such approval/ consent from the government departments as may be required in this regard."

BY THE ORDER OF THE BOARD OF DIRECTORS
FOR AU SMALL FINANCE BANK LIMITED

Sd/-
MANMOHAN PARNAMI
COMPANY SECRETARY
Membership No. F9999

PLACE: JAIPUR
DATE: 22nd April 2019
Registered Office: 19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur - 302001, Rajasthan
Website: www.aubank.in
Tel: +91 0141 4110060
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E-mail: investorrelations@aubank.in

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN THE AGM INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE BANK.**

3. A person can act as proxy on behalf of not exceeding 50 members and holding in aggregate, not more than 10% of the total share capital of the Bank carrying voting rights. A member holding more than ten percent of the total share capital of the Bank carrying voting rights may appoint a single person as proxy provided that such person shall not act as proxy for any other person or shareholder.

4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney to the Bank, authorising their representative to attend and vote on their behalf at the meeting.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. The instrument appointing the proxy, duly completed in all respect, must be deposited at the Bank's Registered Office not less than 48 hours before commencement of the meeting. A proxy form for the AGM is enclosed.

7. Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

9. The Register of Members and Share Transfer Books of the Bank will remain closed from Saturday, 20th July 2019 to Friday, 26th July 2019 i.e. for seven days (both days inclusive) for the purpose of AGM.

10. Dividend on Equity shares as recommended by the Board of Directors for the year ended 31st March, 2019, if approved at the Meeting, will be payable to those members who hold shares of the Bank based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the Friday, 19th July 2019. Your dividend warrant is valid for payment by the Company's Bankers for three months from the date of issue. Thereafter, please contact our Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22- 49186000 Fax: +91 22 49186060, Email: rnt.helpdesk@linkintime.co.in for revalidation of the warrants.

11. In order to receive the dividend without loss of time, all the eligible shareholders holding shares in Demat mode are requested to update with their respective Depository Participants, their correct Bank Account Number, including 9 Digit MICR Code and 11digit IFSC Code, E-Mail ID and Mobile No(s). This will facilitate the remittance of the dividend amount as directed by SEBI in the Bank Account electronically. Updation of E-mail IDs and Mobile No(s) will enable sending communication relating to credit of dividend, un-encashed dividend, etc. Format for updation of email ID and Bank Account detail is attached as annexure to this AGM Notice.

12. Members wishing to claim unclaimed dividend pertaining to FY 2017-18 are requested to correspond with the Link Intime India Pvt. Ltd. or the Company Secretary of the Bank, at the Bank's registered office. The Bank has uploaded the details of unclaimed dividend amounts lying with the Bank on the website of the Bank www.aubank.in/unpaidunclaimed-dividend-details

    Members are requested to note that dividends, which are not claimed within seven years from the date of transfer to the Bank's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund. Further, pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (the IEPF Rules), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund authority (IEPF Authority).

13. With a view to using natural resources responsibly, we request shareholders to update their email address with their depository participants to enable the Bank to send all the communications electronically including Annual Report, Notices and Circulars, etc.

14. The Annual Report for the financial year 2018-19, the Notice of the 24th AGM and instructions for e-Voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Bank/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

15. Members may also note that the Notice of 24th AGM and the Annual Report for the financial year 2018-19 of the Bank is posted on the Bank's website i.e. www.aubank.in and at the website of the NSDL at www.evoting.nsdl.com. The physical copies of the documents will also be available at the Bank`s registered office for inspection during the normal business hours between 10 AM to 5 PM on working days up to the date of the AGM. Members who require communication in physical form in addition to e-communication or have any other queries, may please write to us at investorrelations@aubank.in

16. Brief profile and other additional information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment/reappointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent/declaration of their appointment/re-appointment as required under the Companies Act, 2013 and the Rules made thereunder.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant(s).

18. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

    The Shareholder needs to furnish the printed Attendance Slip, along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM venue.

19. Members are requested to:
    a) notify the change in address if any, with Pin Code numbers immediately to the Bank.

    b) quote their Regd. Folio Number/DP and Client ID No. in all their correspondence with the Bank or its Registrar and Share Transfer Agent 'RTA' i.e. Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22- 49186000 Fax: +91 22 49186060, Link Intime India Website: www.linkintime.co.in

20. Non-Resident Indian Members are requested to inform Registrar & Share Transfer Agent of the Bank any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name,

branch account type, account number and address of Bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

21. Members desirous of getting any information about the accounts and/or operation of the Bank are requested to write to the Bank at least seven days before the date of meeting to enable us to keep the information ready at the meeting.

22. Voting option

Voting through Electronic Means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Bank is pleased to provide members facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited **(NSDL)**.

The Bank has approached NSDL for providing remote e-voting services through e-voting platform. In this regard, your Demat Account/Folio Number will be enrolled by the Bank for your participation in remote e-voting on resolutions placed by the Bank on remote e-Voting system.

The Notice of the AGM of the Bank inter alia indicating the process and manner of remote e-voting process, along with printed Attendance Slip and Proxy Form can be downloaded from the link https://www.evoting.nsdl.com/ or link www.aubank.in

23. The remote e-voting period commences on Monday, 22nd July 2019 (9:00 a.m.) and ends on Thursday, 25th July 2019 (5:00 p.m.). During this period, shareholders of the Bank, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 19th July 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

24. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Bank as on the **cut-off date i.e.** Friday, 19th July 2019.

Instructions for E-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of 'two steps', which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at www.evoting.nsdl.com

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon 'Login', which is available under the 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password', which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

   (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

a) Click on **'Forgot User Details/Password?'** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **'Physical User Reset Password?'** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.

3. Select **'EVEN NO. 110733'** of Bank for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

6. Upon confirmation, the message 'Vote cast successfully' will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.:

1800-222-990 or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: investorrelations@aubank.in or contact at telephone no. 0141-4110060/61.

Voting at AGM

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser, by use of polling paper/tab voting for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-Voting facility.

25. Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, 19th July 2019, only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through polling paper/tab voting.

26. The Board of Directors have appointed CS Manoj Maheshwari, Practicing Company Secretary (Membership No. FCS: 3355), as the Scrutiniser to scrutinise the polling and remote e-Voting process in a fair and transparent manner.

27. The Scrutiniser shall after the conclusion of voting at the AGM, will submit consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within 48 hours from the conclusion of the meeting.

28. The results of voting will be declared and the same along with the Scrutiniser's Report will be published on the website of the Bank (www.aubank.in) and the website of NSDL (www.nsdl.com) immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

29. Other information:

Any person, who acquires shares of the Bank and becomes member of the Bank after dispatch of the notice and holding shares as on cut-off date i.e. Friday, 19th July 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact Bank's RTA.

However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

30. The route map of the venue of the AGM is given in the Notice.

BY THE ORDER OF THE BOARD OF DIRECTORS
FOR AU SMALL FINANCE BANK LIMITED

Sd/-
MANMOHAN PARNAMI
COMPANY SECRETARY
Membership No. F9999

PLACE: JAIPUR
DATE: 22nd April 2019
Registered Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur - 302001, Rajasthan
Website: www.aubank.in
Tel: +91 0141 4110060
Fax: +91 0141 4110090
E-mail: investorrelations@aubank.in

Explanatory Statement pursuant to the provisions of Section 102(1) of Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the above Notice:

ITEM NO. 5

Mr. Narendra Ostawal (DIN:06530414), who was appointed as an Additional Director of the Bank w.e.f. 17th January, 2019 pursuant to the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 (the **"Act"**), holds office up to the date of this AGM of the Bank or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment. In terms of Section 160 of the Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Narendra Ostawal for the office of Director. The candidature of Mr. Narendra Ostawal was recommended by the Nomination and Remuneration Committee (**"NRC"**) and approved by Board.

Mr. Narendra Ostawal has furnished consent/declarations for his appointment as required under the Act and the Rules made thereunder.

Mr. Narendra Ostawal leads investment evaluation in the financial services sector for his current employer viz. Warburg Pincus India Private Limited (**"WPIPL"**).

He possesses a post graduate diploma in Business Management from Indian Institute of Management, Bangalore, Chartered Accountant from ICAI and Commerce graduate and he is Managing Director of WPIPL from 1st January 2015 till date. He has 19 years post Chartered Accountancy experience and 16 years post MBA experience which includes more than 3 years in management consulting and 13 years in Investment management.

Prior to his appointment as Additional Director on the Board, he was acting as Nominee Director on behalf of Redwood Investment Limited since 30th January 2018. The NRC assessed the profile of Mr. Narendra Ostawal and found him to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for Directors of banks and recommended his appointment to the Board of Directors. In terms of Sections 152, 160 and other applicable provisions of the Act, the Board of Directors of the Bank, based on the recommendation of the NRC having reviewed the profile of Mr. Narendra Ostawal and found him a person of integrity, having necessary knowledge, experience, expertise and is of opinion that he meets the criteria for being appointed as a Non-Executive Director. Considering his vast expertise and knowledge in the field of Investment Management, it would be in the interest of the Bank that Mr. Narendra Ostawal is appointed as a Non-Executive Director on the Board of the Bank. On appointment, he will be designated as Non-Executive Director of the Bank to hold office for a term of four (4) years commencing from 17th January 2019 and whose office shall be liable to retire by rotation.

Appointment of Mr. Narendra Ostawal is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. He has requisite experience/expertise required under Section 10A (2) of the Banking Regulation Act, 1949.

The brief profile of Mr. Narendra Ostawal, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided as annexure to the Notice. Mr. Narendra Ostawal does not hold any equity shares of the Bank.

Your Directors, therefore, recommend the appointment of Mr. Narendra Ostawal (DIN: 06530414) as a Non-Executive Director of the Bank, liable to retire by rotation, as set forth in Item No. 5 of this Notice.

No Director other than Mr. Narendra Ostawal himself or any of the Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 5. Further, Mr. Narendra Ostawal is not related to any Director or Key Managerial Personnel of the Bank.

ITEM NO. 6

In terms of Regulation 17 (6) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors shall recommend all fees or compensation (profit linked commission), if any paid to Non-Executive Directors including Independent Directors shall require approval of the Shareholders in general meeting. The requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to Non-Executive Directors, if made within the limits prescribed under the Companies Act, 2013.

In view of the requirement, Board of Directors of the Bank recommended that fees or compensation (profit linked commission) to be paid to all Non-Executive Directors shall not exceed one percent (1%) of net profit. The Bank has always been in compliance of above said & RBI regulations in this regard and the amount shall not exceed the limit prescribed for non-executive directors.

No Director other than Non-Executive Directors or any of the Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No.6

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 6 of the Notice.

ITEM NO. 7

Mr. Mannil Venugopalan was appointed as the Independent Director (Part-Time) Chairman of the Bank with effect from 19th April 2017 vide RBI Letter bearing Ref. No. DBR. Appt.No.12183/29.44.003/2016-17 dated 13th April 2017 up to a period ending 29th March 2020.

Under the stewardship of Mr. Mannil Venugopalan, the Bank has performed well in all parameters and he has contributed immensely as Chairman of the Board. His foresightedness and guidance helped Bank to achieve and maintain standards of governance at all levels. He brings to the Board his rich experience and insights on areas of importance for committees and Board of the Bank.

In view of this, the Nomination and Remuneration Committee (**"NRC"**) of the Board, at its meeting held on 22nd April 2019, reviewed the compensation (profit linked commission) of Mr. Mannil Venugopalan and recommended a revision in his compensation (profit linked commission), for the approval of the Board. Pursuant to the recommendation of the NRC, the Board of Directors of the Bank at its meeting held on 22nd April 2019, approved the revision in the compensation (profit linked commission) payable to Mr. Mannil Venugopalan as the Chairman of the Bank, subject to the approval of the Shareholders of the Bank and the Reserve Bank of India.

The brief profile of Mr. Mannil Venugopalan, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided as annexure to the Notice. Mr. Mannil Venugopalan does not hold any equity shares of the Bank.

No Director other than Mr. Mannil Venugopalan himself or any of the Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 7. Further, Mr. Mannil Venugopalan is not related to any Director or Key Managerial Personnel of the Bank.

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No.7 of the Notice.

ITEM NO. 8

During the year ended 31st March 2019, under the leadership of Mr. Sanjay Agarwal, Managing Director & CEO, the Bank has achieved all-round progress in terms of business growth, profitability, branch expansion, ATM network expansion and improved brand equity of the Bank. In a competitive and rapidly changing Banking sector, it is critical for the Bank to leverage his expertise, knowledge and experience. Mr. Agarwal's achievement in the financial sector has received numerous recognition. He is recipient of many business awards notably 'EY Entrepreneur of the Year 2018'. He is responsible for overall strategic planning providing guidance to the executive management team of the Bank and Head of Departments (HODs) of Treasury, Risk, Audit, Operations, Digital Analytics, HR and Distributions among other departments that reports to him.

In view of above, the Nomination and Remuneration Committee (**"NRC"**), at its meeting held on 22nd April 2019, reviewed the remuneration being paid to Mr. Sanjay Agarwal as the Managing Director & CEO of the Bank and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the recommendation of the NRC, the Board of Directors of the Bank at its meeting held on 22nd April 2019 approved the revision in the remuneration by way of salary, allowances and perquisites payable to Mr. Sanjay Agarwal as the Managing Director & CEO of the Bank, subject to the approval of the Shareholders of the Bank and the Reserve Bank of India.

The brief profile of Mr. Sanjay Agarwal, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided as annexure to the Notice.

No Director and Key Managerial Personnel of the Bank other than Mr. Sanjay Agarwal himself or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 8 except to the extent of their shareholding in the Bank.

Further, Mr. Sanjay Agarwal is not related to any Director or Key Managerial Personnel of the Bank.

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 8 of the Notice.

ITEM NO. 9

During the year ended 31st March 2019, under the leadership of Mr. Uttam Tibrewal, Whole-Time Director, Bank witnessed rapid growth in the retail business with consistent growth in revenue and profits. Mr. Uttam Tibrewal has demonstrated his ability to take up higher responsibilities and presently, retail assets and liability verticals report to him. His dynamic vision, strategic focus, and entrepreneurial skills continue to guide the growth of the Bank's businesses.

Considering the above, the Nomination and Remuneration Committee (**"NRC"**) at its meeting held on 22nd April 2019 reviewed the remuneration being paid to Mr. Uttam Tibrewal as the Whole-Time Director of the Bank and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the recommendation of the NRC, the Board of Directors of the Bank at its meeting held on 22nd April 2019, approved the revision in the remuneration by way of salary, allowance and perquisites payable to Mr. Uttam Tibrewal as the Whole-time Director of the Bank subject to the approval of the Shareholders of the Bank and the Reserve Bank of India.

The brief profile of Mr. Uttam Tibrewal, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided as annexure to this Notice.

No Director and Key Managerial Personnel of the Bank other than Mr. Uttam Tibrewal himself or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 9 except to the extent of their shareholding in the Bank.

Further, Mr. Uttam Tibrewal is not related to any Director or Key Managerial Personnel of the Bank.

The Board of Directors recommends the passing of the Ordinary Resolution at Item No. 9 of the Notice to the members of the Bank.

ITEM NO. 10

In terms of good asset financing led growth in FY 2018-19 and projected financing needs for FY 2019-20, the Bank will be required to borrow funds for its business needs. Also, the Board of Directors of the Bank envisages requirement of funds in future. As per the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Bank (apart from deposits of money accepted from public in the ordinary course of its business, temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of Bank, that is to say, reserves not set apart for any specific purpose, unless the Shareholders have authorised the Board to borrow the monies up to some higher limits.

Hence, it is proposed to empower and authorise the Board of Directors of the Bank to borrow money from any Financial Institutions (FIs), Foreign Institutional Investors (FII's), Bodies Corporate or Business Associates or any other person or entity etc., in excess of paid up capital, free reserves and securities premium of the Bank up to a sum not exceeding ₹ 22,000 crore (Rupees Twenty Two Thousand Crore) for the purpose of business activities of the Bank.

None of the Director or Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 10.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 10 of the Notice.

Item No. 11

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that Bank can issue securities including non-convertible debentures (NCDs) on a private placement basis subject to the condition that the proposed offer of debt securities or invitation to subscribe to debt securities has been previously approved by the Shareholders of the Bank, by means of a special resolution, for each of the offers or invitations. In case of an offer or invitation for NCDs, it shall be sufficient if the company passes a special resolution only once in a year for all offer(s) or invitation(s) for issue of such NCDs on a private placement basis, during the period of one year from the date of passing of the special resolution.

Keeping in view the Bank's projections in domestic operations, the Bank may need to raise additional funds in one or more tranches in Indian as well as overseas market to maintain the desired capital to risk weighted assets ratio (CRAR) and to meet the funds requirements by issue of debt securities denominated in Indian rupees or any other permitted foreign currency (including but not limited to long-term bonds, green bonds, non-convertible debentures, perpetual debt instruments and Tier I / Tier II Capital Bonds or such other debt securities as may be permitted under RBI guidelines from time to time), on a private placement basis and/or for making offers and/or invitations thereof and /or issue(s)/ issuances thereof, on a private placement basis, during the period of one year from the date of passing of the special resolution.

Considering the above, the Board of Directors of the Bank at its meeting held on 22nd April 2019 has proposed to obtain the consent of the Shareholders of the Bank for borrowing/raising funds in Indian currency/ foreign currency by issue of debt securities in domestic and/ or overseas market, in one or more tranches as per the structure and within the limits permitted by the Reserve Bank of India and other regulatory authorities to eligible investors of an amount not exceeding ₹12,000 crore (Rupees Twelve Thousand Crore), on a private placement basis during a period of one year from the date of passing of the special resolution. The said debt securities would be issued by the Bank in accordance with the applicable statutory guidelines, for cash either at par or premium to face value depending upon the prevailing market conditions.

None of the Director or and Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 11.

The Board of Directors recommends the passing of the Special Resolution at Item No. 11 of the Notice to the members of the Bank.

Item No. 12

To comply with the provisions of SEBI circular CIR/IMD/DF-1/67/2017 dated 30th June 2017, the Bank is required to incorporate enabling provisions in its Articles of Association, to carry out any consolidation and re-issuance of debt securities, pursuant to and in terms of the provisions of Regulation 20A of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as may be amended, from time to time.

The SEBI circular allows corporates a maximum of 17 International Securities Identification Numbers (ISINs) maturing in any financial year - a maximum of 12 ISINs for plain vanilla debt securities and a maximum of 5 ISINs for structured products/ market linked debt securities. If fresh issuances maturing in a financial year need to be made in excess of the 17 ISINs permitted in that year then prior issue(s) under one or more of the existing ISINs need to be reissued. However, to carry out such consolidation and re-issuance of debt securities, clause (a) of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 requires an enabling provision in the Article of Association.

Pursuant to the terms of the provisions of Section 14 of Companies Act, 2013, any alteration in the Articles of Association of the Bank requires shareholders' approval, by way of a Special Resolution.

Accordingly, the approval of Members is being sought by way of a Special Resolution as set out at Item No. 12 of this Notice, authorising for alteration of Articles of Association of the Bank and consequential insertion of new Article no. 6J after the Article No. 6I, in the Articles of Association of the Bank.

A Copy of the Articles of Association with the proposed changes is available at the registered office of the Bank for inspection by the Members all working days during normal business hours from 10 AM to 5 PM, up to the date of AGM.

None of the Director or and Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 12.

The Board of Directors recommends the passing of the Special Resolution at Item No. 12 of the Notice to the members of the Bank.

Item no. 13

Bank through shareholders' approval on 10th October 2016 approved an Employee Stock Option Scheme, 2016 ("ESOP 2016") for creating a pool of 3,50,000 options at a price of ₹ 840/- per option and post approval of Bonus Issue, the price and nos. of options were revised proportionately, and revised Options were 21,00,000 and revised Exercise Price was ₹ 140/- per option.

The said ESOP Scheme 2016 was subsequently amended on 24th January 2017 pursuant to the approval of the shareholders via postal ballot. The equity shares of the Bank were listed on 10th July 2017, thereafter the ESOP Scheme 2016 was put up to the members for ratification in the Annual General Meeting held on 27th September 2017 which was duly approved.

Further, Members are hereby informed that total number of options under the ESOP Scheme 2016 were 21 Lakhs out of which in different tranches, Bank granted 12.35 Lakhs options including options available for reissue and allotted 1.69 Lakhs equity shares on exercise of options at a price of ₹ 140/- each. The total number of options to be granted under ESOP Scheme 2016 on an accumulated basis are 8.65 Lakhs.

Below is the summary of Options under ESOP Scheme 2016:

Details of ESOP Scheme 2016

Name of Scheme	Total Nos. of Options	Options granted till 31st March 2019	Balance Options available for Allocation
ESOP 2016	21,00,000	12,35,372	8,64,628

The proposal for amendment in the exercise price of options under ESOP Scheme 2016 is based on the following rationale:

1. **Availability of 8.65 Lakhs options for Grant**: On approval of amendment of Exercise Price of ESOP Scheme 2016, 8.65 Lakhs options shall be available for grant over the years excluding the Options that will be available for re-issue from total ESOP Pool. Grant in ESOP Pool under ESOP Scheme 2015 – Plan A & B have been carried out. At present Bank can grant options under ESOP Scheme 2016 and 2018.

2. **Harmonisation of ESOP Scheme 2016 & ESOP Scheme 2018**: Due to dissimilarity in the exercise price of ESOP Scheme 2016 and the ESOP Scheme 2018 which was framed post listing of the Bank, which is governed by Securities and Exchange Board of India (Shared Based Employee Benefits) Regulations, 2014. The pricing of options under ESOP Scheme 2018 is linked with market price, hence there is need to bring harmonisation in ESOP Scheme 2016 and ESOP Scheme 2018 in terms of exercise price.

3. **Re-Pricing of Exercise Price under ESOP Scheme 2016:** In order to have a uniformity in the pricing for Options in

ESOP schemes and considering the quantum of options that are yet to be granted under ESOP Scheme 2016, it is pertinent to revise the exercise price for options available in ESOP Scheme 2016 as determined by the Nomination and Remuneration Committee ('NRC') in compliance of Securities and Exchange Board of India (Shared Based Employee Benefits) Regulations, 2014 with per option exercisable into equivalent number of Equity shares.

Disclosures as required under Regulation 6 (2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

S. No.	Particulars	Description
1.	Brief description of the scheme(s)	Total number of options under the ESOP Scheme 2016 was 21 Lakhs out of which Bank granted 12.35 Lakhs options and 8.65 Lakhs options shall be available for grant under ESOP Scheme 2016.
2.	Total number of options, SARs, shares or benefits, as the case may be to be granted	8.65 Lakhs options shall be available for grant under ESOP Scheme 2016 excluding the Options that will be available for re-issue from total ESOP Pool.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)	AU EMPLOYEE STOCK OPTION SCHEME 2016 shall extend to employees of the Bank as determined by the Nomination and Remuneration Committee("NRC"). The scheme shall also be extended to new recruits of the Bank, as may be determined by NRC from time to time.
4.	Requirements of vesting and period of vesting	The continuity of employee in the services of the Bank shall be the primary requirement of the vesting. Options granted under this scheme would vest after one year but not later than six years from the date of 1st vesting.
5.	Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options / SARs / benefit shall be vested	Options granted under this scheme would vest after one year but not later than six years from the date of 1st vesting.
6.	Exercise price, SAR price, purchase price or pricing formula	Exercise price of options shall be determined as average of weekly high and low of volume weighted average price (VWAP) of AU Small Finance Bank Equity Shares on the stock exchange having higher trading volume during the last twenty-six weeks from the day preceding the date of grant.
7.	Exercise period and process of exercise	The exercise period shall be within 6 years from the date of 1st Vesting date and employees shall be required to submit their exercise notice electronically/physical form to the Bank for exercising their options.
8.	The appraisal process for determining the eligibility of employees for the scheme(s)	The criteria for determining the nos. of Options to be granted to employees decided on the basis of rating, objective assessment of the performance of employees, tenure of service, their contribution and proposed role in the Bank.
9.	Maximum number of options, SARs, shares, as the case may be to be issued per employee and in aggregate	8.65 Lakhs options shall be available for grant under ESOP Scheme 2016, which is to be granted by NRC to employees excluding the Options that will be available for re-issue from total ESOP Pool.
10.	Maximum quantum of benefits to be provided per employee under a scheme(s)	As may be decided by Nomination and Remuneration committee of the Board.
11.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The Scheme is administered through a Trust, except corporate action in this regard including allotment of securities which is to be carried out by the Bank.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	Both i.e. New issue of shares by Bank and secondary acquisition by the Trust.
13.	Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	As may be decided by Nomination and Remuneration committee of the Board.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	As may be decided by Nomination and Remuneration committee of the Board.

Disclosures as required under Regulation 6 (2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

S. No.	Particulars	Description
15.	Company shall confirm to the accounting policies specified in regulation 15	The Bank shall confirm to the applicable Accounting Standards, Companies Act, 2013 and SEBI guidelines as may be applicable including the disclosure and accounting policies as specified in the SEBI guidelines and such other guidelines applicable from time to time shall be complied by the Bank.
16.	Method which the company shall use to value its options or SARs	The Bank to use one of the applicable methods to value its options and difference in value of shares and grant price if any shall be amortized and it shall be disclosed in the Board's Report. Also the impact of this difference on profits and on Earnings Per Share (EPS) of the Bank shall be disclosed in the Board's Report.
17.	In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'	It is hereby confirmed that the details as required herein will be disclosed in the Board's Report.
18.	Reference of 'AU Financiers (India) Limited' where ever used in the said scheme has been replaced with 'AU Small Finance Bank Limited' (" Bank") pursuant to obtaining of banking license and becoming Scheduled Commercial Bank.	
19.	Exercise form for exercising option has been revised in accordance with format available in online software.	

As per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the necessary amendments and variations to the ESOP Scheme 2016 need to be approved by the shareholders of the Bank by way of a special resolution and accordingly the same is being placed before the shareholders for their approval.

None of the Director or any of the Key Managerial Personnel (KMPs) of the Bank or their relatives are, directly or indirectly, concerned or interested in the Resolution as set out in Item No. 13 except to the extent of ESOP granted to KMPs, if any and to the extent of their shareholding in the Bank.

The Board of Directors recommends the passing of special resolution set out in Item No. 13 of the Notice to the members of the Bank.

BY THE ORDER OF THE BOARD OF DIRECTORS
FOR AU SMALL FINANCE BANK LIMITED

Sd/-
MANMOHAN PARNAMI
COMPANY SECRETARY
Membership No. F9999

PLACE: JAIPUR
DATE: 22nd April 2019
Registered Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur - 302001, Rajasthan
Website: www.aubank.in
Tel: +91 0141 4110060/6660666
Fax: +91 0141 4110090
E-mail: investorrelations@aubank.in

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTORS BEING APPOINTED / RE-APPOINTED / WHOSE REMUNERATION IS BEING REVISED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA.

Annexure to item number 5
Mr. Narendra Ostawal

Age	41 Years
Date of first appointment on Board	30th January 2018
Qualification	Mr. Narendra Ostawal is qualified & experienced professional and possesses a postgraduate diploma in Business Management from Indian Institute of Management, Bangalore, Chartered Accountant from ICAI and a Commerce graduate.
Brief Resume including experience	Mr. Narendra Ostawal is the Additional Director (Non-Executive) of the Bank. He is Managing Director of Warburg Pincus India Private Limited **(WPIPL)** from 1st January 2015 till date. He has 19 years post Chartered Accountancy experience and 16 years post MBA which includes more than 3 years in management consulting and 13 years in Investment management. Prior to his appointment as Additional Director (Non-Executive) on the Board, he was acting as Nominee Director on behalf of Redwood Investment Limited from 30th January 2018 to 16th January 2019.
Nature of his expertise in specific functional areas	Mr. Ostawal has vast experience in the investment evaluation in the financial services sector, financial accounting & fund management.
Other Directorship	• Warburg Pincus India Private Limited • Laurus Labs Limited • D B Power Limited • DB Power (Madhya Pradesh) Limited • Diligent Power Private Limited • Decore Thermal Power Private Limited • Computer Age Management Services Private Limited • Sterling Software Private Limited • Fusion Micro Finance Private Limited • Indiafirst Life Insurance Company Limited • Carmel Point Investment India Private Limited
Chairmanship/Membership of Committees in other listed entities in which position of Director is held	**Laurus Labs Limited** Chairman - Stakeholder Committee Member - Risk Management Committee Member - Corporate Social Responsibility Committee Member - Nomination and Remuneration Committee
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Bank	Nil
No. of Board meetings attended during the year	3
Terms and conditions of appointment or re-appointment	Proposed Non-Executive Director, liable to retire by rotation and post approval at AGM, he shall be director for a period of four (4) years from date of appointment, i.e. 17th January 2019.
Compensation sought to be paid	**Compensation sought to be paid:** Nil **Compensation last drawn:** Nil

Annexure to item number 7
Mr. Mannil Venugopalan

Age	74 Years
Date of first appointment on Board	27th August 2011
Qualification	Mr. Mannil Venugopalan holds Bachelor's degree in Commerce and Certified Associate of the Indian Institute of Bankers (CAIIB).
Brief Resume including experience	Mr. Mannil Venugopalan is the Independent Director (Part-Time) Chairman of the Bank. He was appointed w.e.f 27th August 2011 as an Additional Director and was appointed as Non-Executive Director on 26th September 2012. Subsequently, he was designated as an Independent Director on 30th May 2013 and reappointed as an Independent Director on 30th March 2015. Pursuant to the RBI approval dated 13th April 2017, his designation was approved as Independent Director (Part-Time) Chairman of the Bank. Prior to joining us, he was Managing Director & CEO of Federal Bank, Chairman & Managing Director of Bank of India, Executive Director of Union Bank of India and held other leadership positions. He has over 49 years of experience in the field of Finance and Banking industry.
Nature of his expertise in specific functional areas	Mr. Venugopalan has experience and expertise in banking and financial services.
Other Directorship	• LICHFL Asset Management Company Limited • Shreyas Shipping And Logistics Limited • Shaolin Trusteeship Private Limited • Shri Kailash Logistics (Chennai) Limited • Shivalik Agro Poly Products Limited • IL&FS Environmental Infrastructure and Services Limited
Chairmanship/Membership of Committees in other listed entities in which position of Director is held	**Shreyas Shipping and Logistics Limited** Member- Audit Committee
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Bank	Nil
No. of Board meetings attended during the year	7
Terms and conditions of appointment or re-appointment	Independent Director (Part-Time) Chairman, not liable to retire by rotation.
Compensation sought to be paid	**Compensation Sought to be Paid:** Profit linked commission of ₹ 25,00,000/- (Rupees Twenty Five Lakh only) subject to approval of RBI and sitting fees for attending the Board & Committee Meetings. **Compensation Last Drawn:** Compensation (Profit linked commission of ₹ 17,00,000/- (Rupees Seventeen lakh only) as approved by RBI and sitting fees for attending the Board & Committee Meetings.

Annexure to item number 8

Mr. Sanjay Agarwal

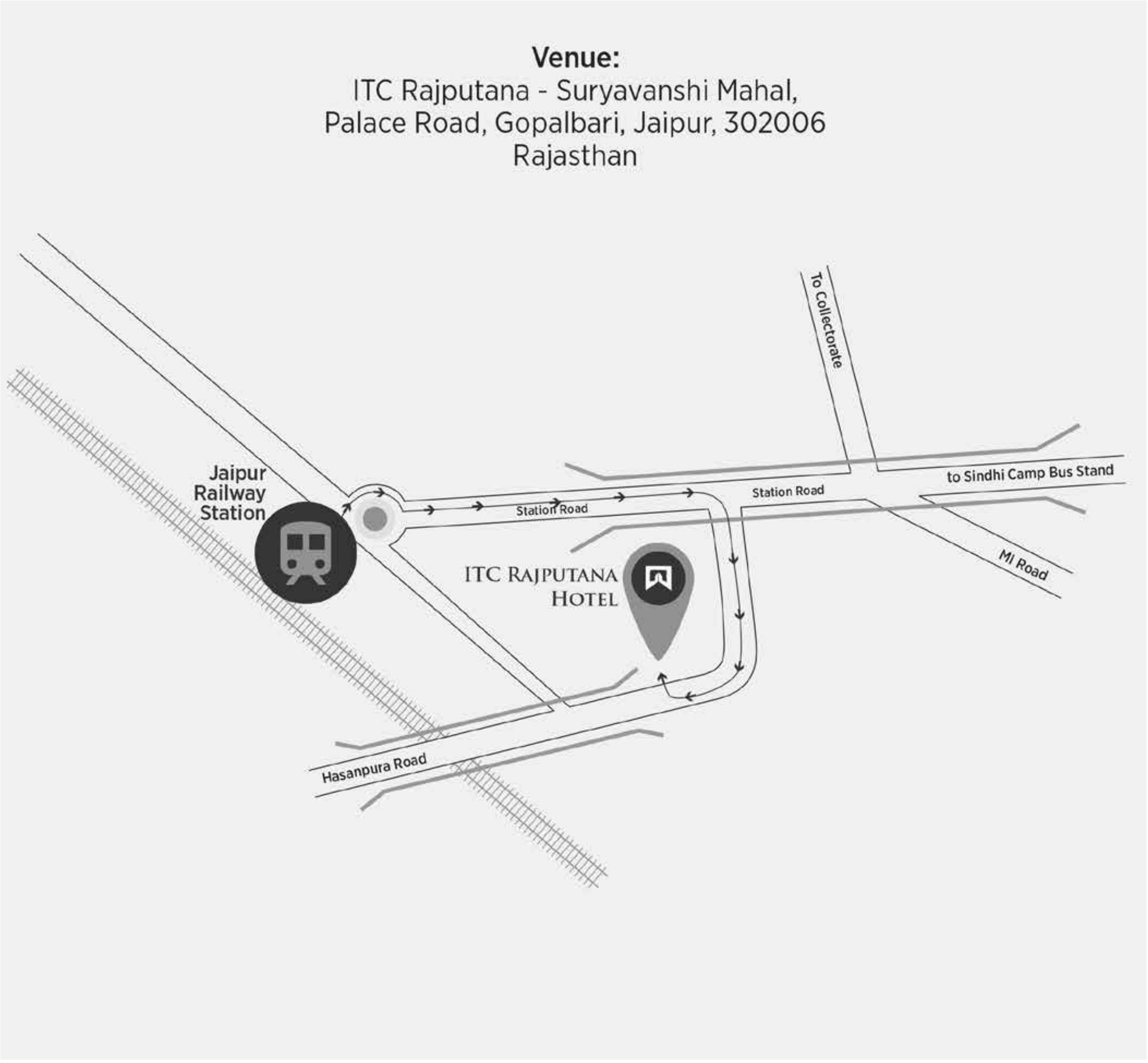
Age	48 Years
Date of first appointment on Board	22nd January, 2003
Qualification	Mr. Sanjay Agarwal is Chartered Accountant and holds Bachelor's degree in Commerce from the Government College, Ajmer.
Brief Resume including experience	Mr. Sanjay Agarwal is the Managing Director & CEO of the Bank. He is Chartered Accountant and holds Bachelor's degree in Commerce from the Government College, Ajmer. He has been associated with the organization since 10th January, 1996 and was first appointed as Managing Director on 14th February 2008. Subsequently, he was re-appointed as Managing Director on 14th February 2013. Pursuant to the RBI approval dated 13th April 2017, his designation was approved as a Managing Director & CEO with effect from 19th April 2017. He has over 23 years of experience in the Banking and Finance industry.
Nature of his expertise in specific functional areas	Mr. Agarwal has vast experience in field of Accounting, Financial Services, Credit Risk Management, Treasury Management and Strategic planning.
Other Directorship	Nil
Chairmanship/Membership of Committees in other listed entities in which position of Director is held	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Bank	5,67,66,359 equity shares i.e. 19.42% of Paid up Share Capital.
No. of Board meetings attended during the year	7
Terms and conditions of appointment or re-appointment	Executive Director liable to retire by rotation
Remuneration sought to be paid	**Remuneration details sought to be paid:** Covered in Item No.8 of the Notice of AGM and is subject to approval of Reserve Bank of India and members of the Bank. **Remuneration last Drawn:** Basis Salary, allowances & other benefits were ₹ 1.725 Crore p.a. and other perquisites as approved by RBI vide its letter dated 21st February 2019.

Annexure to item number 9

Mr. Uttam Tibrewal – Whole-Time Director

Age	48 Years
Date of first appointment on Board	22nd January, 2005
Qualification	Mr. Uttam Tibrewal holds a Bachelor's degree in Commerce from Delhi University.
Brief Resume including experience	Mr. Uttam Tibrewal is the Whole-Time Director of the Bank. He has been associated with the organization since the year 2003 as Head of Business Operations and was appointed as Whole-Time Director on 14th February 2008. Subsequently, he was reappointed as Whole-Time Director on 14th February 2013. Pursuant to the RBI approval dated 13th April 2017, his designation was approved as a Whole-Time Director of the Bank with effect from 19th April 2017. He has over 22 years of experience in the financial services & retail.
Nature of his expertise in specific functional areas	Mr. Uttam Tibrewal has vast experience in the field financial services, including Financing to Small Business covering MSMEs and retail loans.
Other Directorship	Nil
Chairmanship/Membership of Committees in other listed entities in which position of Director is held	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Bank	35,44,673 equity shares i.e. 1.21% of Paid up Share Capital.
No. of Board meetings attended during the year	7
Terms and conditions of appointment or re-appointment	Executive Director liable to retire by rotation
Remuneration sought to be paid	**Remuneration details sought to be paid:** Covered in Item No.9 of the Notice of AGM and is subject to approval of Reserve Bank of India and members of the Bank. **Remuneration Last Drawn:** Basis Salary, allowances & other benefits were ₹ 1.495 Crore p.a. and other perquisites as approved by RBI vide its letter dated 21st February 2019.

Route Map of the Venue for Annual General Meeting to be held on Friday, 26th July 2019 at 04:00 p.m.



ATTENDANCE SLIP

AU SMALL FINANCE BANK LIMITED
CIN: L36911RJ1996PLC011381
Registered Office: 19 - A, Dhuleshwar Garden, Ajmer Road, Jaipur - 302001, Rajasthan

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I hereby record my presence at the 24th ANNUAL GENERAL MEETING ("AGM") of AU SMALL FINANCE BANK LIMITED on Friday, 26th July 2019 at the Suryavanshi Mahal – Ground, Floor, ITC Rajputana, Palace Road, Jaipur - 302006, Rajasthan, India at 04:00 p.m.

Folio No.. DP ID.. Client ID..

Name of Member...

Name of Proxy Holder...

Number of Shares Held...

Signature of Member/Proxy

Notes: Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

Notes

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L36911RJ1996PLC011381

Name of the Bank: AU SMALL FINANCE BANK LIMITED

Registered office: 19 – A, Dhuleshwar Garden, Ajmer Road, Jaipur - 302001, Rajasthan

Website: www.aubank.in | E-mail: investorrelations@aubank.in

Name of the member(s):..

Registered Address:..

E-mail Id:...

Folio No/Client Id:..

DP ID:...

I/We___________, being the member(s) of AU SMALL FINANCE BANK LIMITED, holding ________ shares of the above-named Bank, hereby appoint

1. Name:...Address:...
E-mail ID: ....Signature..or failing him

2. Name:...Address:...
E-mail ID: ....Signature..or failing him

3. Name:...Address:...
E-mail ID: ....Signature...

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th AGM of the Bank, to be held on Friday, 26th July 2019 at 04:00 p.m. at Suryavanshi Mahal – Ground, Floor, ITC Rajputana, Palace Road, Jaipur - 302006, Rajasthan, India and/or at any adjournment thereof in respect of such resolutions as indicated below: -

S. No.	Resolution	For	Against
1.	To consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March 2019 and the reports of the Board of Directors and the Auditors thereon		
2.	To declare dividend of ₹ 0.75 per equity share of ₹ 10 each for the Financial Year 2018-19.		
3.	To appoint a Director in place of Mr. Uttam Tibrewal (DIN: 01024940), who retires by rotation and being eligible, has offered himself for re-appointment		
4.	To ratify the appointment of M/S S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Registration No. 101049W/E300004) as the Statutory Auditors of the Bank		
5.	To appoint Mr. Narendra Ostawal (DIN: 06530414) as a Director (Non-Executive)		
6.	To approve fees or compensation (profit linked commission) payable to Non-Executive Directors, including Independent Directors		
7.	To revise the compensation (Profit Linked Commission) payable to Mr. Mannil Venugopalan (DIN:00255575), as the Independent Director (Part-Time) Chairman		
8.	To revise the remuneration payable to Mr. Sanjay Agarwal (DIN 00009526), as the Managing Director & CEO		
9.	To revise the remuneration payable to Mr. Uttam Tibrewal (DIN: 01024940), as the Whole-time Director		
10.	To authorise Board of Directors to borrow money in excess of paid up capital, free reserves and securities premium of Bank u/s 180 (1) (c) of the Companies Act, 2013		
11.	To issue of securities/bonds/other permissible instruments, in one or more tranches		
12.	To alter Article of Association of the Bank		
13.	To approve amendments in Employee Stock Option Scheme 2016		

Signed this____________ day of_____ 2019

Signature of shareholder

Signature of Proxy Holder(s)

Affix
₹ 1/-
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank addressed to the 'Company Secretary', not later than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Bank carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

It is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes

AU SMALL FINANCE BANK LIMITED

Updation Form for Shareholders

UPDATION OF EMAIL ID & BANK ACCOUNT DETAILS

*** Updation of contact details**: Kindly update your email id and contact details in the below mentioned block.

Email ID:	
Tel.No./ Mobile No.	

Updation of Bank Details

Name of First/Sole shareholder	
Name of the Bank in Full & Branch	
Bank A/C No. as appearing on the Cheque leaf	
IFSC Code	
MICR Code	
PAN	

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/we would not hold the Registrars and Transfer Agents responsible. I/We undertake to inform any subsequent changes in the above particulars before the relevant Book closure /Record Date(s).

Place:
Date:

Signature of Sole/First Holder

Please attach the photocopy of a Cheque or a blank cancelled Cheque issued by your Bank relating to your above bank account for verifying the accuracy of the 9 Digit MICR code number/IFSC Code.

Shareholders holding shares in Physical Mode, please send these details to:	**Shareholders holding shares in Dematerialised form, please send these details to:**
Link Intime India Pvt. Ltd. C-101, 247 Parks, L.B.S. Marg, Vikhroli (west) Mumbai 400083	The Depository Participant with whom your Demat Account is maintained

Enclosures:

1. Self-attested copy of PAN Card
2. Self-attested copy of Residence Proof (Any one – Voter ID/Passport/Driving License/ AADHAAR Card)
3. Cancelled Blank Cheque leaf.
4. Signature attestation by Manager of Scheduled Commercial Bank/ AU Small Finance Bank Limited

Notes