A SCHEDULED COMMERCIAL BANK

AU SMALL FINANCE BANK LIMITED

CIN: L36911RJ1996PLC011381

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

Tel: +91-141 4110060 | E-mail: investorrelations@aubank.in | Website: www.aubank.in

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021 and No. 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and other applicable rules/regulations/guidelines/circulars/notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], AU Small Finance Bank Limited ("**Bank**") is seeking consent of the members of the Bank on special businesses set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting ("**e-voting**").

In terms of the MCA Circulars and in view of requirement of social distancing due to COVID-19, companies are advised to take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, the Bank will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent ("**RTA**") of the Bank or Depository/ Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

You are requested to peruse the following proposed Resolutions along with Explanatory Statement provided by the Bank and thereafter record your assent or dissent by means of e-voting system by **5.00 p.m. on Wednesday, 9th March, 2022**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Wednesday, 9th March, 2022**. Further, resolutions passed by the members through E-voting are deemed to have been passed effectively at a general meeting.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE APPOINTMENT OF MR. HARUN RASID KHAN (H. R. KHAN) (DIN: 07456806) AS AN INDEPENDENT DIRECTOR OF THE BANK

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with rules made there under, provisions of Section 10A(2)(a) of the Banking Regulation Act, 1949, and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable provisions, if any, of the Listing Regulations and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Bank ("**Board**"), Mr. Harun Rasid Khan (DIN: 07456806), who was appointed as an Additional Director (Independent) by the Board w.e.f. 28th December, 2021 in terms of provisions of Section 161(1) of the Act and whose term of office is upto the next Annual General Meeting ("**AGM**") of the Bank and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Bank to hold office for a term of three (3) years i.e. upto 27th December, 2024 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution**,** the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences 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 Committee/Director(s)/Officer(s) of the Bank."

ITEM NO. 2: TO APPROVE THE REVISION IN FIXED REMUNERATION OF THE NON-EXECUTIVE DIRECTORS [EXCLUDING PART-TIME CHAIRMAN (INDEPENDENT DIRECTOR)] OF THE BANK

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members of AU Small Finance Bank Limited ("**Bank**") at the 24th Annual General Meeting of the Bank held on 26th July 2019 approving the payment of fees or compensation (profit linked commission) to the Non-Executive Directors of the Bank and pursuant to the circular issued by the Reserve Bank of India ("**RBI**") on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board dated 26th April, 2021, the applicable provisions, if any, of the Banking Regulation Act, 1949, and the circulars and guidelines issued by the RBI, in this regard, from time to time, provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder ("**Act**"), Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable provisions, if any, of the Listing Regulations and any other applicable laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and the provisions of the Articles of Association of the Bank, approval of the members of the Bank be and is hereby accorded for the payment of compensation (fixed remuneration) to each Non-Executive Director [excluding the Part-Time Chairman (Independent Director)] of the Bank, not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh Only) per annum subject to total remuneration to all the non-executive directors not exceeding one percent of the net profit of the Bank for the relevant financial year, with effect from financial year 2021-22, as may be determined by the Board of Directors ("**Board**") of the Bank, from time to time in addition to the sitting fees and reimbursement of expenses related to attending the meetings of Board and Committees thereof, as may be determined by the Board, from time to time.

RESOLVED FURTHER THAT to give effect to this resolution**,** the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences 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 Committee/Director(s)/Officer(s) of the Bank."

ITEM NO. 3: TO APPROVE THE REVISION IN HONORARIUM PAYABLE TO MR. RAJ VIKASH VERMA (DIN: 03546341), AS THE PART-TIME CHAIRMAN (INDEPENDENT DIRECTOR) SUBJECT TO APPROVAL OF RESERVE BANK OF INDIA ("RBI")

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 rules made thereunder, the relevant provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India, from time to time [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to such other approvals, as may be applicable, approval of the members of the Bank be and is hereby accorded to revise the Compensation (Honorarium) of Mr. Raj Vikash Verma (DIN:03546341), Part-Time Chairman (Independent Director) of the Bank to Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum with effect from financial year 2021-22, in addition to the sitting fees and reimbursement of expenses related to attending the meetings of Board and Committees thereof, as may be determined by the Board of Directors of the Bank ("**Board**"), subject to approval of Reserve Bank of India.

RESOLVED FURTHER THAT to give effect to this resolution**,** the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences 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 Committee/Director(s)/Officer(s) of the Bank."

ITEM NO. 4: TO APPROVE REMUNERATION OF MR. SANJAY AGARWAL (DIN: 00009526), MANAGING DIRECTOR & CEO OF THE BANK

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India ("**RBI**"), from time to time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and pursuant to recommendation of the Nomination and Remuneration Committee ("**NRC**") and Board of Directors of the Bank ("**Board**"), approval of members of the Bank be and is hereby accorded for remuneration of Mr. Sanjay Agarwal (DIN:00009526), Managing Director & CEO, as detailed below with effect from 1st April 2021 and the same shall continue till any further revision, on the terms and conditions as may be approved by RBI:

Particulars	**Amount in Rs.**
Salary	85,53,875
Allowance	1,28,30,826
Total Salary & Allowances (A)	**2,13,84,701**
Retiral/Superannuation benefits	
(a) Provident Fund	26,910
(b) Gratuity	4,11,447
Total Retiral/Superannuation benefits (B)	**4,38,357**
Perquisites:	
(a) Conveyance Allowance/Free use of bank's car	11,50,000
(b) Driver(s)' salary (2 Chauffer)	9,20,000
(c) Other perquisites	4,83,000
Total Perquisites (C)	**25,53,000**
Total Fixed Pay (A+B+C)	**2,43,76,058**
Variable Pay - Up to 75% of total Fixed pay subject to review of his performance basis target achievement for the financial year by NRC, Board of Directors, and approval of RBI.	

RESOLVED FURTHER THAT pursuant to RBI Circular no. RBI/2019-20/89 DOR.Appt.BC.No.23/29.67.001/2019-20 dated 4th November 2019, the Board be and is hereby authorised to make suitable adjustments, if any, between Fixed Pay & Variable Pay including its components while keeping the overall remuneration within limits given hereinabove in compliance of RBI circular and in compliance of changes that the RBI may instruct in this regard.

RESOLVED FURTHER THAT in case the Bank has no profit or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Sanjay Agarwal, Managing Director & CEO in accordance with the Schedule V and applicable provisions of the Act.

RESOLVED FURTHER THAT to give effect to this resolution**,** the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences 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 Committee/Director(s)/Officer(s) of the Bank."

ITEM NO. 5: TO APPROVE THE RE-APPOINTMENT OF MR. SANJAY AGARWAL (DIN: 00009526) AS MANAGING DIRECTOR AND CEO OF THE BANK

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("**RBI**"), in this regard, from time to time and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and pursuant to recommendation of Nomination and Remuneration Committee ("**NRC**") and Board of Directors of the Bank ("**Board**"), approval of members of the Bank be and is hereby accorded for the re-appointment of Mr. Sanjay Agarwal (DIN:00009526), as the Managing Director & CEO of the Bank, liable to retire by rotation, for a period of four (4) years, with effect from 19th April 2022 up to 18th April 2026 (both days inclusive), on the existing terms & conditions and on remuneration as approved by members of the Bank from time to time, subject to approval of RBI.

RESOLVED FURTHER THAT to give effect to this resolution**,** the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences 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 Committee/Director(s)/Officer(s) of the Bank."

ITEM NO. 6: TO APPROVE REMUNERATION OF MR. UTTAM TIBREWAL (DIN: 01024940), WHOLE TIME DIRECTOR OF THE BANK

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India ("**RBI**"), from time to time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and pursuant to recommendation of the Nomination and Remuneration Committee ("**NRC**") and Board of Directors of the Bank ("**Board**"), approval of members of the Bank be and is hereby accorded for remuneration of Mr. Uttam Tibrewal (DIN:01024940), Whole Time Director, as detailed below with effect from 1st April, 2021 and the same shall continue till any further revision, on the terms and conditions as may be approved by RBI:

Particulars	**Amount in Rs.**
Salary	77,53,475
Allowance	1,16,30,226
Total Salary & Allowances (A)	**1,93,83,701**
Retiral/Superannuation benefits	
(a) Provident Fund	26,910
(b) Gratuity	3,72,945
Total Retiral/Superannuation benefits (B)	**3,99,855**
Perquisites:	
(a) Conveyance Allowance/Free use of bank's car	6,90,000
(b) Driver(s)' salary (1 Chauffer)	4,60,000
(c) Other perquisites	2,53,000
Total Perquisites (C)	**14,03,000**
Total Fixed Pay (A+B+C)	**2,11,86,556**
Variable Pay- Up to 150% of total Fixed pay subject to review of his performance basis target achievement for the financial year by NRC, Board of Directors, and approval of RBI.	

RESOLVED FURTHER THAT pursuant to RBI Circular no. RBI/2019-20/89 DOR.Appt.BC.No.23/29.67.001/2019-20 dated 4th November 2019, the Board be and is hereby authorised to make suitable adjustments, if any, between Fixed Pay & Variable Pay including its components while keeping the overall remuneration within limits given hereinabove in compliance of RBI circular and in compliance of changes that the RBI may instruct in this regard.

RESOLVED FURTHER THAT in case the Bank has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Uttam Tibrewal, Whole Time Director, in accordance with Schedule V and applicable provisions of the Act.

RESOLVED FURTHER THAT to give effect to this resolution**,** the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences 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 Committee/Director(s)/Officer(s) of the Bank."

ITEM NO. 7: TO APPROVE THE RE-APPOINTMENT OF MR. UTTAM TIBREWAL (DIN: 01024940), WHOLE TIME DIRECTOR OF THE BANK

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("**RBI**"), in this regard, from time to time and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and pursuant to recommendation of Nomination and Remuneration Committee ("**NRC**") and Board of Directors of the Bank ("**Board**"), approval of members of the Bank be and is hereby accorded for the re-appointment of Mr. Uttam Tibrewal (DIN:01024940), as the Whole Time Director of the Bank, liable to retire by rotation, for a period of four (4) years, with effect from 19th April 2022 up to 18th April 2026 (both days inclusive), on the existing terms & conditions and on remuneration as approved by members of the Bank from time to time, subject to approval of RBI.

RESOLVED FURTHER THAT to give effect to this resolution**,** the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences 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 Committee/Director(s)/Officer(s) of the Bank."

Place: Jaipur
Date: 28th January, 2022

By Order of the Board of Directors
For AU Small Finance Bank Limited

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur – 302001, Rajasthan
Website: www.aubank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No: F9999

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolutions in respect of the business set out above is annexed herewith.

2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank has engaged the services of National Securities Depository Limited to provide e-voting facility to members of the Bank.

3. The Board of Directors has appointed CS Manoj Maheshwari (FCS: 3355), Practicing Company Secretary, as Scrutinizer and failing him CS Vikas Mehta (FCS: 9985), Practicing Company Secretary as the Alternate Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

4. The Postal Ballot Notice is being sent by e-mail to all the members of the Bank whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL"**)/Central Depository Services (India) Limited ("**CDSL**") as on **Friday, 4th February, 2022** ("**Cut-off Date**"). It is however, clarified that all the persons who are members of the Bank as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.

5. Dispatch of the Notice shall be deemed to be completed on the day on which Bank or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Bank.

6. Postal Ballot Notice is also available on the website of the Bank i.e. https://www.aubank.in/reports/disclosures and can also be downloaded by accessing website of the NSDL at www.evoting.nsdl.com and at the relevant sections of the websites of the BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.

7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).

8. The remote e-voting period commences from **Tuesday, 8th February, 2022 [9.00 a.m. (IST)]** and ends on **Wednesday, 9th March, 2022 [5.00 p.m. (IST)]**. During this period, members holding shares as on **Friday, 4th February, 2022**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after **Wednesday, 9th March, 2022 [5.00 p.m. (IST)]**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Bank subject to the provisions of the Banking Regulation Act, 1949, as on the cut-off date i.e. **Friday, 4th February, 2022**.

9. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to investorrelations@aubank.in mentioning their Name, Client ID and DP ID.

10. Members whose e-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. These members may also cast their vote by following the e-voting process given in this notice.

11. 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 is furnished as annexure to the Notice.

12. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "**E-Voting Instructions**" of Postal Ballot Notice.

13. The Scrutinizer will submit his report to the Managing Director & CEO or to the Company Secretary as authorised by the Chairman of the Bank after completion of the scrutiny of votes cast through e-voting. The result of the voting by postal ballot will be announced on or before **Friday, 11th March, 2022** by the Managing Director & CEO or by the Company Secretary of the Bank. The result of the postal ballot will be posted on the Bank's website (https://www.aubank.in/reports/disclosures) and NSDL website (https://www.evoting.nsdl.com) immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

E-Voting Instructions:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system.
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	i. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. iv. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	i. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	ii. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. ii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration v. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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: https://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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period

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

4. 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

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

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

7. 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer 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 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in to Ms. Pallavi Mhatre-Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@aubank.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@aubank.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1:

Mr. Harun Rasid Khan (H. R. Khan) (DIN: 07456806) was appointed as an Additional Director on the recommendation of Nomination and Remuneration Committee ("**NRC**"), by the Board of Directors ("**Board**") pursuant to the provisions of Section 161 of the Companies Act, 2013 ("**Act**") and shall hold office upto the date of 27th Annual General Meeting of the Bank to be held in calendar year 2022.

Mr. H. R. Khan served as the Deputy Governor and Executive Director with the Reserve Bank of India ("**RBI**"). He possesses vast experience of over 38 years with the RBI in the field of Banking Regulations & Supervision, Payment & Settlement, Financial Markets, Foreign Exchange Management, External Investments and other domains.

The Board in compliance of Section 10A(2) of the Banking Regulation Act, 1949 read with RBI Notification dated 24th November 2016 identified following skills/expertise/competencies required to be possessed by the Board of Director(s), in the context of its business(es) and the sector(s), for it to function effectively: Accountancy, Agriculture and Rural Economy, Banking, Co-operation, Economics, Finance, Law, Small-Scale Industry, Information Technology, Payment and Settlement Systems, Human Resources, Risk Management, Business Management. Apart from these skills/expertise/competencies, the Board also identified Customer Service, Treasury, Financial Inclusion and Rural Banking as areas of specialised knowledge and practical experience which in the opinion of the Board would be useful for the Bank.

The Board believes that in view of present Board size, future growth plans, the Bank should gradually look forward to expanding its Board with addition of senior qualified professionals having specialized knowledge, expertise, experience from diverse background covering Banking, HR, Customer Service & Customer Experience, Accounts & Audit, Credit, International Banking, and other relevant domains. Considering rich experience of Mr. H. R. Khan in the areas of Banking & Finance, Payment & Settlement Systems, Economics and Financial Markets, the NRC has carried out fit and proper assessment of Mr. H. R. Khan and the Board on the recommendation of NRC has considered him suitable to be appointed as Independent Director and has recommended his appointment to the members for a period of 3 years w.e.f. 28th December 2021.

The Bank has also received declarations from Mr. H. R. Khan that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of his appointment a notice of candidature under section 160 of the Act has also been received.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India ("**SEBI**") or any other such authority and has given his consent to act as Director of the Bank. In the opinion of the Board, he fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949 and guidelines issued by the RBI, from time to time.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. H. R. Khan himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at item No. 1.

The Board of Directors recommends the passing of the Special Resolution as set out in item No. 1 of the Notice.

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 is furnished as annexure to the Notice.

Item No. 2:

The RBI Guidelines on Compensation of Non-executive Directors of Private Sector Banks dated 1st June 2015 allowed payment of compensation in the form of profit related commission to the Non-Executive Directors (other than the Part-time Chairman) not exceeding Rs. 10,00,000 (Rupees Ten Lakhs Only) per annum, in addition to sitting fees and expenses related to attending meetings of the Board and its Committees.

The RBI vide its Circular no. RBI/2021-22/24DOR.GOV.REC.8/29.67.001/2021-22 on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board dated 26th April, 2021, allowed payment of compensation to Non-Executive Directors [other than Part-time Chairman (Independent Director)] in the form of a fixed remuneration not exceeding Rs. 20,00,000 (Rupees Twenty Lakhs Only) per annum, in addition to sitting fees and expenses related to attending meetings of the Board and its committees.

The members of the Bank at the 24th Annual General Meeting ("**AGM**") of the Bank held on 26th July 2019, had approved fees or compensation (profit linked commission) 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.

In view of recent RBI Circular dated 26th April, 2021 and to provide for fixed remuneration that commensurate with an individual director's responsibilities, demands on time and which is considered sufficient to attract qualified competent individuals, the Board of Directors of the Bank ("**Board**"), on the recommendations of the Nomination and Remuneration Committee ("**NRC**") approved and recommended to the members of the Bank for their approval, the payment of fixed remuneration up to Rs. 20,00,000 (Rupees Twenty Lakhs only) per annum to each Non-Executive Director of the Bank [other than Part Time Chairman (Independent Director)], as may be determined by the Board or NRC, from time to time, in addition to payment of sitting fees and reimbursement of expenses related to attending the meetings of Board and Committees thereof, subject to total payment of fixed remuneration of all the Non-Executive Directors not exceeding one percent of the net profit of the Bank for the relevant financial year.

None of the Directors, Key Managerial Personnel of the Bank and their relatives except Non-executive Directors [other than the Part-Time Chairman (Independent Director)] of the Bank and/or their relatives, are directly or indirectly, concerned or interested in the resolution set out at item No. 2.

The Board of Directors recommends the passing of the Ordinary Resolution as set out in item No. 2 of the Notice.

Brief profile and other additional information pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

Item No. 3:

Mr. Raj Vikash Verma (DIN: 03546341) was appointed as an Independent Director for a period of 3 years effective from 30th January 2018 and was reappointed as Independent Director for second term for a period of 3 (Three) years effective from 30th January 2021 with approval of the members of the Bank. RBI has approved the appointment of Mr. Raj Vikash Verma as Part-Time Chairman (Independent Director) (Non-Executive) of the Bank for period of 1 (One) year effective from 8th April 2020 at consolidated compensation (honorarium) of Rs. 20,00,000/- (Twenty Lakhs Rupees Only) plus applicable sitting fees for attending the Board and Committee meetings. Subsequently, RBI approved his reappointment as Part-Time Chairman (Independent Director) of the Bank for a period of 2 (two) years with effect from 8th April 2021 on the existing terms & conditions.

The Bank has been immensely benefitted with his vast and diversified experience of over 40 years in fields of Finance, Economics, Banking, Regulatory Compliances, Housing & Mortgage Finance and the Real Estate Sector. The Bank has consistently grown both in terms of operations and financial performances and achieved sustainable inclusive growth during his tenure. The Assets Under Management (AUM) has grown from Rs. 16,038 Crore as on 31st March 2018 to Rs. 37,712 Crore as on 31st March 2021 at a CAGR of 33%, deposits of the Bank have grown from Rs. 7,923 Crore as on 31st March 2018 to Rs. 35,979 Crore as on 31st March 2021 at a CAGR of 66% and customer accounts have grown from 8.9 lakhs as on 31st March 2018 to 27.5 lakhs as on 31st March 2021 at a CAGR of 46%.

Despite COVID-induced disruptions over the last 1.5-2 years, the Bank under the able guidance of Mr. Raj Vikash Verma, remained focused on driving business with right values and responding to the evolving circumstances which enabled the Bank to come out stronger and grow sustainably in terms of financial and operational parameters.

His guidance on presenting requisite information has led to enhanced quality and flow of information to the Board and its Committees and it has resulted into meaningful discussions and well informed decisioning by the Board & Committees.

The Bank is completing 5 years of its operations in April 2022, with increased number of products & verticals, gain in scale & size, and growing complexities in digital banking & payment landscape, operations of the Bank are becoming complex that requires considerable time and professional expertise of Chairman. Considering his time commitments, specialized knowledge and experience, remuneration of Chairman needs to be attuned with Industry benchmark.

In view of the above background, the Board of Directors of the Bank on the recommendation of the Nomination and Remuneration Committee of the Board approved and recommended to the members revision in his Honorarium with effect from financial year 2021-22, in addition to the sitting fees and reimbursement of expenses related to attending the meetings of Board and Committees thereof, subject to the approval of the Reserve Bank of India.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. Raj Vikash Verma himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at item No. 3.

The Board of Directors recommends the passing of the Ordinary Resolution as set out in item No. 3 of the Notice.

Brief profile of Mr. Raj Vikash Verma and other additional information pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

Item Nos. 4 & 5:

Mr. Sanjay Agarwal is promoter and Managing Director & CEO ("**MD & CEO**") of the Bank and has over 25 years of strategic executive experience. He is a Commerce graduate from Government College, Ajmer and all-India rank holder Chartered Accountant.

He has extensive experience in Accountancy, Agriculture and Rural Economy, Banking, Economics, Finance, Small Scale Industry, Human Resource, Risk Management and Business Management. He spearheaded several initiatives that helped to create an agile and resilient organisation. He is credited with creating a culture of business excellence and delivering superior benchmark performance through his vision and execution-oriented approach. He has led the Bank's evolution to the highest standards of corporate governance with enhanced disclosures and high-level engagement with key stakeholders.

Under his stewardship, the Organisation has successfully transitioned from a Non-Banking Financial Company ("**NBFC**") to Largest Small Finance Bank of the country and the Bank has made significant strides in its journey towards becoming a tech-led & retail focused Bank delivering a simpler and rewarding banking experience to its customers.

The Bank achieved sustainable inclusive growth in past 4 years under his leadership and few of the key highlights are as follows:

Particulars	31st March 2017	31st March 2021	Growth
Assets (Rs. in crore)	9,781	51,591	5.3 times
Deposits (Rs. in crore)	-	35,979	-
Net Worth (Rs. in crore)	1,988	6,275	3.2 times
Customer Accounts (Nos. in Lakh)	2.80	27.5	9.8 times
Touchpoints (Nos.)	301	744	2.5 times
Employees (Nos.)	8,515	22,484	2.6 times

It is hereby informed to the members that given the unprecedented challenges posed by Covid-19, Mr. Sanjay Agarwal, MD & CEO has relinquished his right for receiving the Fixed Pay for FY 2020-21, as he felt that it was imperative on his part to lead from the front and such relinquishment forms part of the Bank's austerity measures which start at the top. Further, there was no increase in his fixed pay of FY 2020-21 *vis a vis* FY 2019-20.

Approval of remuneration of MD & CEO: In view of Mr. Sanjay Agarwal's contribution being important for future growth of the Bank, the Board at its meeting held on 28th January 2022, based on the recommendation of the NRC, approved and recommended to members his remuneration as proposed in item no. 4 with effect from 1st April 2021 which shall continue till any further revision, subject to approval of RBI and other regulatory approvals, as applicable.

Approval for re-appointment of MD & CEO: Mr. Sanjay Agarwal was appointed as the Managing Director by the members on 14th February 2008 for 5 years and subsequently, his term was extended for further 5 years by the members on 26th August 2013. At the time of transition from NBFC to Small Finance Bank ("**Bank**"), he was appointed as MD & CEO of the Bank by members on 31st March 2017 for 5 years w.e.f. the date as may be approved by the Reserve Bank of India ("**RBI**") i.e. from 19th April, 2017 to 18th April 2022, which will fall before convening of the AGM in the year 2022.

RBI accorded its approval for appointment of Mr. Sanjay Agarwal as MD & CEO initially for a period of 3 years from the date of taking charge i.e. 19th April, 2017. Subsequently, on recommendation of the Board of Directors of the Bank, RBI accorded its approval for extension of term of Mr. Sanjay Agarwal as MD & CEO by 3 years w.e.f. 19th April, 2020 till 18th April, 2023.

Further, the Board at its meeting held on 28th January 2022 has also approved and recommended to members his re-appointment for a tenure of 4 years with effect from 19th April, 2022 to 18th April, 2026, as proposed in item no. 5, on the existing terms & conditions and on remuneration as approved by members from time to time, subject to approval of RBI.

The Bank has put in place the provisions with respect to Malus and/or Clawback in respect of remuneration of MD & CEO as per the applicable guidelines stipulated by the RBI.

The Bank has received a notice in writing under the provisions of Section 160 of the Act from a Member, proposing the re-appointment of Mr. Sanjay Agarwal as the MD & CEO of the Bank.

Mr. Sanjay Agarwal is not disqualified and debarred from being re-appointed as MD & CEO, in terms of Sections 164 & 196 of the Companies Act or by order of SEBI or any other such authority and he has given his consent to act as MD & CEO of the Bank.

None of the Directors, Key Managerial Personnel of the Bank and their relatives except Mr. Sanjay Agarwal, MD & CEO of the Bank and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at item Nos. 4 & 5.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item Nos. 4 & 5 of the Notice.

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 is furnished as annexure to the Notice.

Item Nos. 6 & 7:

Mr. Uttam Tibrewal is a commerce graduate from the University of Delhi. He has over 24 years of experience in Financial Service sector with rich experience in the field of Agriculture & Rural Economy, Financing, Small scale industry, Accountancy, Banking, Risk and Business Management.

His in-depth operational knowledge and broad strategic insight helped in building and scaling the retail business of the Bank. He is responsible for supervisory functions and departments viz. Retail Assets covering Wheels & Secured Business Loans, Home Loans, Agri – SME Loans, Branch and Personal Banking. His ability to pulse the customer expectation sets him apart. He has led from front and over the years ensured that simplification of processes and customer centricity is kept as organisational priority for success and sustainability in the long run.

He has been associated with the Bank since 2003 and he has helped the Bank in successful transition from a Non-Banking Financial Company ("**NBFC**") to Largest Small Finance Bank. Since the transition, the AUM has grown from Rs. 10,734 Crore as on 31st March 2017 to Rs. 37,712 Crore as on 31st March 2021 at a CAGR of 37%, deposits of the Bank have grown from Rs. 7,923 Crore as on 31st March 2018 to Rs. 35,979 Crore as on 31st March 2021 at a CAGR of 66% and customer accounts have grown from 2.8 lakhs as on 31st March 2017 to 27.5 lakhs as on 31st March 2021 at a CAGR of 77%.

Approval of remuneration of Whole Time Director: In view of Mr. Tibrewal's understanding of customers in Core & Urban Markets, the Board at its meeting held on 28th January 2022, on the recommendation of the NRC, approved and recommended to members his remuneration as proposed in item no. 6 with effect from 1st April 2021 which shall continue till any further revision, subject to approval of RBI and other regulatory approvals, as applicable.

It is hereby informed to the members that there was no increase in his fixed pay of 2020-21 *vis a vis* 2019-20.

Approval for re-appointment of Whole Time Director: Mr. Uttam Tibrewal was appointed as the Whole Time Director by the members on 14th February, 2008 for a period of 5 years and subsequently his term was extended for further 5 years by members on 26th August, 2013. At the time of transition from NBFC to Small Finance Bank ("**Bank**"), he was appointed as Whole Time Director of the Bank by the members on 31st March, 2017 for a period of 5 years w.e.f. the date as may be approved by the Reserve Bank of India ("**RBI**") i.e. from 19th April, 2017 to 18th April 2022, which will fall before convening of the AGM in the year 2022.

RBI accorded its approval for appointment of Mr. Uttam Tibrewal as Whole Time Director initially for a period of 3 years from the date of taking charge i.e. 19th April, 2017. Subsequently, on recommendation of the Board of Directors of the Bank, RBI accorded its approval for extension of term of Mr. Uttam Tibrewal as Whole Time Director by 3 years w.e.f. 19th April, 2020 till 18th April, 2023.

Further, the Board at its meeting held on 28th January 2022 based on the recommendation of the NRC has also approved the re-appointment of Mr. Uttam Tibrewal as Whole Time Director (Executive Director) for a period of 4 years effective from 19th April, 2022 to 18th April, 2026 on the existing terms & conditions and on remuneration as approved by members from time to time, subject to approval of RBI.

The Bank has put in place the provisions with respect to Malus and/or Clawback in respect of remuneration of Whole time director as per the applicable guidelines stipulated by the RBI.

The Bank has received a notice in writing under the provisions of Section 160 of the Act from a Member, proposing the re-appointment of Mr. Uttam Tibrewal as the Whole Time Director of the Bank.

Mr. Uttam Tibrewal is not disqualified and debarred from being re-appointed as Whole Time Director, in terms of Sections 164 & 196 of the Companies Act or by order of SEBI or any other such authority and he has given his consent to act as Whole Time Director of the Bank.

None of the Directors, Key Managerial Personnel of the Bank and their relatives except Mr. Uttam Tibrewal, Whole Time Director of the Bank and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at item Nos. 6 & 7.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item Nos. 6 & 7 of the Notice.

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 is furnished as annexure to the Notice.

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.

Particulars	Mr. H. R. Khan	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
Age	67 Years	51 Years	51 years
Date of first appointment on Board	28th December 2021	22nd January 2003	22nd January 2005
Qualification	M.A., M. Phil., Diploma in Business Management, CAIIB	C.A., B. Com.	B. Com.
Brief Resume including experience	Mr. H. R. Khan, a career central banker, has a vast experience of over four decades in the areas of Banking & Finance, Payment and Settlement systems, Economics, Financial Markets and has handled leadership positions as the Deputy Governor & the Executive Director at the Reserve Bank of India. At RBI, he had handled diverse 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	Mr. Sanjay Agarwal is promoter and Managing Director & CEO of the Bank and has over 25 years of strategic executive experience. He is a Commerce graduate from Government College, Ajmer and all-India rank holder Chartered Accountant. He possesses extensive experience in Retail Finance, Accountancy, Agriculture & Rural Economy, Banking, Human Resource Management, Credit Risk and Business Management. He spearheads several initiatives that helped to create a nimble and agile organisation. He is credited with creating a culture of business excellence and delivering superior benchmark performance through his vision and execution-oriented approach. He has led the Bank's evolution to the highest standards of corporate governance with enhanced disclosures and high-level engagement with key stakeholders.	Mr. Uttam Tibrewal is a commerce graduate from the University of Delhi. He has over 24 years of experience in Financial Service sector with rich experience in the field of Agriculture & Rural Economy, Financing, Small scale industry, Accountancy, Banking, Risk and Business Management. His deep operational knowledge and broad strategic insight helped in building and scaling the retail business. He is responsible for supervisory functions and departments viz. Retail Assets covering Wheels & Secured Business Loans, Home Loans, Agri – SME Loans, Branch and Personal Banking. His ability to pulse the customer expectation sets him apart. He has led from front and over the years ensured that simplification of processes and customer centricity is kept as organisational priority for success and sustainability in the long run.

Particulars	Mr. H. R. Khan	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
	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 recently chaired the Corporate Bond and Securitisation Advisory Committee (CoBoSAC) of 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.	He has received many awards and recognitions including EY Entrepreneur of the Year 2018, Innovative Leader of the Year by ET Now, Business Leader of the Year' award by ICAI, Personality of the year (Finance Category) at Rajasthan Entrepreneur and the Excellence Award, ET Gamechanger of India – 2019.	
Nature of his expertise in specific functional areas	• Banking & Finance • Payment and Settlement systems • Economics • Financial Markets	• Accountancy • Agriculture and Rural economy • Banking • Economics • Finance • Small scale Industry • Human Resource • Risk Management • Business Management	• Accountancy • Agriculture and Rural Economy • Banking • Finance • Small Scale Industry • Risk Management • Business Management
Other Directorship	• India Mortgage Guarantee Corporation Private Limited • NSE Clearing Limited	Nil	Nil

Particulars	Mr. H. R. Khan	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
Name of listed entities from which the person has resigned in the past three years	• Bandhan Bank Limited	Nil	Nil
Chairmanship/Membership of Committees in other companies in which position of Director is held#	➢ India Mortgage Guarantee Corporation Private Limited • Member of Audit Committee ➢ NSE Clearing Limited • Chairman of Audit Committee • Chairman of Stakeholders Relations Committee	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None	None	None
No. of equity shares held in the Company	Nil	5,67,66,359	54,65,595
No. of Board meetings attended during the year (FY 2021-22)	1/1	11/12	12/12
Terms and conditions of appointment	For a term of 3 years w.e.f. 28th December 2021, subject to approval of shareholders.	Liable to retire by rotation and other existing terms and conditions as approved by shareholders and as stipulated by RBI.	Liable to retire by rotation and other existing terms and conditions as approved by shareholders and as stipulated by RBI.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer Explanatory Statement for item no.1.	Not Applicable	Not Applicable
Remuneration last drawn	Not Applicable	Voluntarily relinquished fixed pay for FY 2020-21. Fixed remuneration for FY 2019-20 was Rs. 2.12 crore.	Rs. 2.24 crore
Remuneration sought to be paid	As disclosed in resolution no. 2.	As disclosed in resolution no. 4 subject to approval of RBI with or without changes and such other terms & conditions as may be specified in this regard.	As disclosed in resolution no. 6 subject to approval of RBI with or without changes and such other terms & conditions as may be specified in this regard.

Membership/Chairmanship of Audit Committee & Stakeholders Relationship Committee.

Particulars	Mr. Raj Vikash Verma	Mr. Krishan Kant Rathi	Ms. Jyoti Narang
Age	67 Years	60 Years	63 Years
Date of first appointment on Board	30th January 2018	18th March 2008	30th March 2015
Qualification	MBA, Master's in economics, BA (Honors) Economics, CAIIB	CA, CS, B. Com (Hons.)	BA (Economics), MBA (Finance), Advanced Management Programme - Harvard Business School
Brief Resume including experience	Mr. Raj Vikash Verma has vast and diversified experience of ~40 years in fields of Finance, Economics, Banking, Regulatory Compliances, Housing & Mortgage Finance, and the Real Estate Sector at policy and execution level. He has held several leadership positions during his illustrious career in the Financial Services sector including many top management and Board positions, viz. Chairman and Managing Director (CMD) of National Housing Bank (NHB), Whole Time Director and Chairman of CERSAI, Non-Executive Director/Chairman of the India Mortgage Guarantee Corporation and Whole Time Member & Officiating Chairman of Pension Fund Regulatory and Development Authority (PFRDA). He was consultant to the World Bank Group on Housing, Real Estate and Mortgage Sector and appointed as Member on the Advisory Committee of the Insolvency and Bankruptcy Board of India (IBBI). He also served as Member on a number of Committees appointed by the Government of India and Reserve Bank of India, and has played key roles in the formulation of various national level schemes and programmes on affordable and low-income Housing, Securitization, informal sector and	Mr. Krishan Kant Rathi holds a bachelor's degree with Honours in Commerce from the Rajasthan University. He is a rank-holder Chartered Accountant and a member of the Institute of Chartered Accountants of India. Mr. Rathi is also a qualified Company Secretary and a member of the Institute of Company Secretaries of India. He has rich experience of over 34 years in domain of Corporate Finance & Accounts, Capital Markets, Banking and Audit He led the development of robust systems driven processes, improving working capital management, risk management, treasury management, strategic business planning, mergers & acquisitions, overseas investments and investor relations. His eyes for detail, diverse exposure of Manufacturing & Service sector sets him apart from other Business leaders. He is also Chairman of Audit Committee of the Bank. He has held various positions handling key responsibilities at some of India's most respected business houses viz. Future Group as the Group – CFO, H & R Johnson (I) Limited as President (Finance), KEC International Limited as Controller Corporate Finance, Future Consumer Limited (erstwhile Future	Ms. Jyoti Narang holds a Bachelor's Degree in Arts (Economics) from Lady Shriram College for Women, University of Delhi and an MBA in Finance from the University of Delhi (with additional specialization in Marketing). She has also completed an Advanced Management Programme from the Harvard Business School. She brings a diverse experience, spanning strategic planning, brand building and customer centricity to the Board. She has worked across manufacturing and the service sector with over 20 years in a senior leadership role at the Taj Group of Hotels. As Global Head of Marketing and Chief Operating Officer, the Company won global accolades for its superlative level of service under her guidance. She also served on the Big Data committee for the Tata Group. As a passionate tourism advocate, she co-created the first Incredible India campaign to market India globally. As a champion for women advancement, she founded the India chapter of Women Corporate Directors. She currently serves on the Board of the Harvard Club of India and advises global start ups in travel at Wayfare Ventures.

Particulars	Mr. Raj Vikash Verma	Mr. Krishan Kant Rathi	Ms. Jyoti Narang
	Micro housing finance and several other groundbreaking Initiatives and Projects.	Ventures India Limited) as CEO and Executive Director.	
Nature of his expertise in specific functional areas	• Banking • Economics • Finance • Risk Management • Business Management	• Accountancy • Banking • Economics • Finance • Law • Risk Management • Business Management	• Banking • Economics • Finance • Human Resource • Business Management • Customer Service
Other Directorship	• India Mortgage Guarantee Corporation Private Limited • Ajivika Finance Limited • Encore Asset Reconstruction Company Private Limited • SBI Pension Fund Private Limited • Sewa Grih RIN Limited	• Future Consumer Limited • Indianivesh First Bridge Fund Managers Private Limited • First Bridge Fund Managers Private Limited • Innefu Labs Private Limited • Indianivesh Investment Advisors LLP • Gruhas & Lumos Investment Advisors LLP • First Bridge Capital Partners LLP • First Bridge Fincap Services LLP	• Avanamd Healthcare Private Limited • Calderys India Refractories Limited • Disha Medical Services Private Limited • Niraamaya Retreats Private Limited • Edubridge Learning Private Limited • Heidelbergcement India Limited • EBSC Technologies Private Limited
Chairmanship/Membership of Committees in other companies in which position of Director is held#	Nil	➢ Future Consumer Limited: • Membership of Audit Committee	➢ Calderys India Refractories Limited: • Membership of Audit Committee ➢ Heidelberg Cement India Limited: • Membership of Audit • Membership of Stakeholders Relationship Committee
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None	None	None
No. of equity shares held in the Company	Nil	83,289	5,787
No. of Board meetings attended during the year (FY21-22)	12/12	12/12	12/12

Particulars	Mr. Raj Vikash Verma	Mr. Krishan Kant Rathi	Ms. Jyoti Narang
Terms and conditions of appointment	For Independent Director – For a term of 3 years w.e.f. 30th January 2021. For Part Time Chairman - For a term of 2 years w.e.f. 8th April 2021.	For a term of 3 years w.e.f. 30th March 2020.	For a term of 3 years w.e.f. 30th March 2020.
Remuneration last drawn (Rs. In Crore)	0.20*	0.10*	0.10*
Remuneration sought to be paid	For his designation as Part - Time Chairman, Honorarium as may be approved by Reserve Bank of India and sitting fees as may be approved by Board of Directors from time to time & other incidental expenses for attending the meetings of Board/Board Committees.	As disclosed in resolution no. 2.	As disclosed in resolution no. 2.

#Membership/Chairmanship of Audit Committee & Stakeholders Relationship Committee.
* Excluding Sitting Fee.

Particulars	Mr. M S Sriram	Mr. Pushpinder Singh	Mr. V G Kannan
Age	59 Years	68 Years	65 Years
Date of first appointment on Board	21st October 2019	21st October 2019	22nd January 2020
Qualification	Graduate from IRMA, Fellow – IIMB	B.SC, CAIIB	MBA, CAIIB, Organizational Leadership Change Program, Wharton Business School
Brief Resume including experience	Mr. M S Sriram is a graduate from Institute of Rural Management Anand and has completed his doctoral studies at the Indian Institute of Management, Bangalore. He has more than 30 years of experience in Financial Inclusion & Microfinance, Rural Economy, Co-operatives, and Agriculture Finance. Presently, He is Chairperson of the Centre for Public Policy & Faculty member at IIM Bangalore (IIMB). He is also a distinguished fellow at the Institute for Development of Research in Banking Technology, Hyderabad (IDRBT). Prior to this, he was Professor of Finance and Accounting and the ICICI Bank Lalita D Gupte	Mr. Pushpinder Singh is a BSc graduate and a Certified Associate of Indian Institute of Bankers (CAIIB). He is a Banking Technology expert with over 35 years of rich experience. In his career, he focused on technological advancement and implementing IT as key enabler in the banking sector. With humble beginning at Bank of India, his career progressed, and he was promoted as Chief Information Officer (CIO), where he was responsible for IT infrastructure, implementation of various IT systems and projects. His valuable contribution to the IT Sector was duly acknowledged and he was awarded with the CIO Masters award in year	Mr. V G Kannan completed his Bachelor's degree in Business Administration from Madurai Kamaraj University and has a Master's degree in Business Administration from University of Madras. He is a career banker with over 38 years of experience in the Banking & Financial Services Space and has held several leadership positions in the Sector. Mr. Kannan has significant experience in Banking & Financial Sector, especially in Credit & Risk Management, Insurance, Capital Markets and Treasury & Fund Management. Mr. Kannan is acknowledged as an authority in Credit,

Particulars	Mr. M S Sriram	Mr. Pushpinder Singh	Mr. V G Kannan
	Chair Professor of Microfinance at the Indian Institute of Management, Ahmedabad. He is a Director on Board of IDMC, NDDB Dairy Services and other institutions. He also held position as a shareholder director on the Board of Union Bank of India for a period of 6 years. He has authored many books including annual 'Inclusive Finance India Report' for the years 2015, 2016 and 2017.	2013. He was associated with National Payment Corporation of India (NPCI) as advisor on FI and new Business till 2017. At NPCI, he headed as product and business development lead for AePS product using Aadhaar authentication for payments using Micro ATMs. Presently, he is Member of the IT Strategy Committee of the Board of SIDBI for advising on IT strategic matters.	Treasury, Risk and Investment Management in the Banking sector. He handled several leadership positions with State Bank of India (SBI), its subsidiaries & group companies as Managing Director of SBI. Thereafter, Mr. Kannan was Chief Executive of the Indian Bank's Association (IBA), where he led the development of sound and progressive banking principles and worked closely with all banks to find resolutions to various systemic and operational issues by introducing new systems or services in the Banking industry. He was on the governing council of the Indian Institute of Banking & Finance (IIBF). He was also Chairman of an RBI appointed committee to examine interchange in ATM services and served as a member of another RBI committee on secondary market for corporate loans.
Nature of his expertise in specific functional areas	• Agriculture and Rural Economy • Banking • Co-operation • Economics • Finance • Business Management • Financial Inclusion • Rural Banking	• Banking • Information Technology • Payment and Settlement System • Business Management	• Agriculture and Rural Economy • Banking • Co-operation • Economics • Finance • Small scale Industry • Risk Management • Business Management • Treasury
Other Directorship	• IDMC Limited • NDDB Dairy Services • People Research on India's Consumer Economy • Selco Solar Light Private Limited	• Vector Callideo India LLP	• Ageas Federal Life Insurance Company Limited • APTUS Value Housing Finance India Limited • OCM India Opportunities Arc Management Private Limited
Chairmanship/Membership of Committees in other companies in which position of Director is held#	➢ IDMC Limited: • Membership of Audit Committee	Nil	➢ APTUS Value Housing Finance India Limited • Membership of Stakeholders Relationship Committee

Particulars	Mr. M S Sriram	Mr. Pushpinder Singh	Mr. V G Kannan
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None	None	None
No. of equity shares held in the Company	0	100	190
No. of Board meetings attended during the year (FY21-22)	12/12	12/12	12/12
Terms and conditions of appointment	For a term of 3 years w.e.f. 21st October 2019.	For a term of 3 years w.e.f. 21st October 2019.	For a term of 3 years w.e.f. 22nd January 2020.
Remuneration last drawn (Rs. In Crore)	0.10*	0.10*	0.10*
Remuneration sought to be paid	As disclosed in resolution no. 2.	As disclosed in resolution no. 2.	As disclosed in resolution no. 2.

#Membership/Chairmanship of Audit Committee & Stakeholders Relationship Committee.

* Excluding Sitting Fee.

Place: Jaipur
Date: 28th January, 2022

By Order of the Board of Directors
For AU Small Finance Bank Limited

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur – 302001, Rajasthan
Website: www.aubank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No: F9999