



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 Sunday, 29th May, 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. **Sunday, 29th May, 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: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to increase the authorised share capital of the Bank from Rs. 3,50,00,00,000/- (Rupees Three Hundred and Fifty Crore only) divided into 35,00,00,000 (Thirty-Five Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 12,00,00,00,000 (Rupees One Thousand Two Hundred Crore Only) divided into 1,20,00,00,000 (One Hundred and Twenty Crore) equity shares of Rs. 10/- (Rupees Ten only) each by the creation of additional 85,00,00,000 (Eighty-Five Crores) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), including the Reserve Bank of India as applicable, Clause V of the Memorandum of Association of the Bank relating to Capital be substituted by the following Clause:

“V. The Authorized Share Capital of the Company is Rs. 12,00,00,00,000 (Rupees One Thousand Two Hundred Crore Only) divided into 120,00,00,000 (One Hundred and Twenty Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each.”

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors 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: ISSUE OF BONUS SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with rules made there under, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI) from time to time, the relevant provisions of the Articles of Association of the Bank, and on the recommendation of the Board of Directors of the Bank, and subject to such approvals, permissions and sanctions as may be necessary from appropriate authorities as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as the Board and which expression shall be deemed to include Committee(s) of the Board) for

capitalisation of such sums standing to the credit of the Securities Premium Account, as may be considered appropriate by the Board, for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Bank whose names appear in the Register of Members maintained by the Bank/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on record date as may be fixed in this regard by the Board, in consideration of their said holding in the ratio of 1 (One) equity share of Rs. 10/- each for every 1 (One) equity shares of Rs. 10/- each held by the Members and that the new bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Bank held by such members and not as the income of the members.

RESOLVED FURTHER THAT pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, with respect to the Employee Stock Options which are available for granting and those already granted but not exercised (whether vested or unvested including lapsed and forfeited options available for re-issuance) as on the record date as mentioned above under the Employee Stock Option Scheme (s) of the Bank, the Board or Nomination & Remuneration Committee be and is hereby authorised to make appropriate adjustments with respect to the exercise price and/or the number of stock options and also decide on the allotment of such number of additional stock options as bonus options to the employees who have been granted stock options in the same proportion as the bonus equity shares being issued.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Bank as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the issue and allotment of the bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus shares on the Stock Exchanges where the shares of the Bank are presently listed, as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, rules and guidelines.

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, SEBI, Stock Exchange(s), Depositories 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(s)/Director(s)/Officer(s) of the Bank.”

ITEM NO. 3: APPROVAL FOR THE APPOINTMENT OF MR. KAMLESH SHIVJI VIKAMSEY (DIN: 00059620) 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 (**“NRC”**) and the Board of Directors of the Bank (**“Board”**), Mr. Kamlesh Shivji Vikamsey (DIN: 00059620), who was appointed as an Additional Director (Independent) by the Board w.e.f. 25th April, 2022 in terms of provisions of Section 161(1) of the Act 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 24th April, 2025 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.”

Place: Jaipur

Date: 26th April, 2022

Registered Office:

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

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

**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 **Thursday, 28th April 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 **Saturday, 30th April, 2022 [9.00 a.m. (IST)]** and ends on **Sunday, 29th May, 2022 [5.00 p.m. (IST)]**. During this period, members holding shares as on **Thursday, 28th April, 2022**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after **Sunday, 29th May, 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. **Thursday, 28th April, 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 of the proposed appointee 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 **Tuesday, 31st May, 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 9th December, 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. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration iv. 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.

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 e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services 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 use 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 (119746)** 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.

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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 shareholder 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.

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

Item No. 1 & 2:

The equity shares of your Bank are listed and actively traded on the National Stock Exchange of India Ltd. and BSE Limited. The Board of Directors of the Bank at its Meeting held on 26th April 2022 considered, approved and recommended a bonus issue of 1 (One) equity share for every 1 (One) existing equity share held to reward shareholders celebrating successful completion of 5 years of the Banking operations.

The bonus shares, once allotted, shall rank pari - passu in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted. Further, the bonus shares will be credited to those shareholders who are holding the equity shares as on a record date to be determined by the Board.

The bonus issue of equity shares would, inter alia, require appropriate adjustments with respect to all the stock options of the Bank under the Employee Stock Option Scheme 2015-Plan A, Employee Stock Option Scheme 2015-Plan B, Employee Stock Option Scheme 2016, Employee Stock Option Scheme 2018 and Employee Stock Option Scheme 2020 pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that all stock options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately adjusted.

Presently, the authorized share capital of the Bank is Rs. 350 crores divided into 35,00,00,000 (Thirty Five Crores) equity shares of Rs. 10 each. Pursuant to the issue of bonus shares as aforesaid, allotment of shares on exercise of ESOPs and for future requirement, if any would require an increase in authorized capital from Rs. 350 crores to Rs. 1,200 crores divided into 120,00,00,000 (One Hundred and Twenty Crore) equity shares of Rs. 10/- (Rupees Ten only) each by the creation of additional 85,00,00,000 (Eighty Five Crores) equity shares of Rs. 10/- (Rupees Ten only) each and corresponding amendments to the existing Clause V of the Memorandum of Association of the Bank is to be carried out in manner that the authorized share capital is increased to Rs. 1,200 crores divided into 120 crores equity shares of Rs. 10 each. The Bank is having sufficient balance in the Securities Premium Account (Share Premium Account) for capitalisation for issuance of Bonus shares.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives are directly or indirectly, concerned or interested in the resolution set out at item No. 1 & 2 except to the extent of their shareholding and outstanding employee stock options in the Bank.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item No. 1 & 2 of the Notice.

Item No. 3:

Mr. Kamlesh Shivji Vikamsey (DIN:00059620) was appointed as an Additional Director (Independent) 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”).

Mr. Vikamsey has vast experience of over 35 years in the areas of Auditing, Taxation, Corporate & Personal Advisory Services, Business & Management Consulting Services, Due diligence & Valuations, Inspections & Investigations. He also held leadership & directorship positions in various Companies/Institutions nationally & globally.

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, i.e. 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.

In view of present Board size, future growth plans, the Bank is looking forward to expanding its Board with addition of senior qualified professionals having specialized knowledge, expertise, experience with diverse background covering Accounts & Audit, HR, Customer Service & Customer Experience, Credit, International Banking, and other relevant domains. Considering rich experience of Mr. Vikamsey in the areas of Accountancy, Finance, Economics & Business Management, Auditing, Taxation, Corporate & Personal Advisory Services, Consulting Services, Due diligence & Valuations, Inspections & Investigations, the NRC carried out his fit and proper assessment and the Board on the recommendation of NRC 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. 25th April, 2022.

The Bank has received declarations from Mr. Kamlesh Shivji Vikamsey 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”), RBI 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 and he is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. Vikamsey 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 Special Resolution as set out in item No. 3 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.

Place: Jaipur

Date: 26th April, 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**

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED, 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. Kamlesh Shivji Vikamsey (DIN: 00059620)
Age	61 Years
Date of first appointment on Board	25 th April, 2022
Qualification	B. Com., Chartered Accountant
Brief Resume including experience	Mr. Kamlesh Vikamsey is fellow member of Institute of Chartered Accountants of India and he holds bachelor's degree in commerce from the University of Mumbai. He has vast experience of over 35 years in the areas of Auditing, Taxation, Corporate & Personal Advisory Services, Business & Management Consulting Services, Due diligence & Valuations, Inspections & Investigations. He also held leadership & directorship positions in various Companies/Institutions nationally & globally. Currently he is Senior Partner of Khimji Kunverji & Co. LLP, Chartered Accountants with specialization in Taxation and Management Advisory Services and he is holding directorships as an Independent Director at various Listed Companies. He also holds Chairmanship of Independent Management Advisory Committee (IMAC) of the International Telecommunication Union (ITU), Geneva, and membership of the Audit Committee of the World Metrological Organization (WMO). He has previously served as a Chairperson and Member of the Audit Advisory Committee (AAC) of the United Nations Children's Fund (UNICEF), New York, External Audit Committee (EAC) of the International Monetary Fund (IMF), Washington DC, and Audit Advisory Committee (AAC) of the United Nations Development Programme (UNDP), New York and Audit Advisory Board constituted by the Comptroller and Auditor General of India. He has also served as President of the Institute of Chartered Accountants of India (ICAI) and the Confederation of Asian and Pacific Accountants and as a member of the Board of the International Federation of Accountants.
Nature of expertise in specific functional areas	• Accountancy • Finance • Economics • Business Management
Other Directorship	• Navneet Education Limited • Tribhovandas Bhimji Zaveri Limited • Man Infraconstruction Limited • Apcotex Industries Limited

Name of listed entities from which the person has resigned in the past three years	• PTC India Financial Services Limited
Chairmanship/Membership of Committee(s) in other companies in which position of Director is held[#]	• Tribhovandas Bhimji Zaveri Limited: Chairmanship of Audit Committee • Man Infraconstruction Limited: Chairmanship of Audit Committee • Apcotex Industries Limited: Chairmanship of Audit Committee
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company	Nil
No. of Board meetings attended during the year (FY 2022-23)	1/1
Terms and conditions of appointment	For a term of 3 years w.e.f. 25 th April 2022, subject to approval of shareholders and not liable to retire by rotation.
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. 3
Remuneration last drawn	NA
Remuneration sought to be paid	He is entitled to a compensation (fixed remuneration) not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh Only) per annum as may be approved by Nomination & Remuneration Committee and Board from time to time. He is also entitled to a sitting fee of Rs. 80,000 for each Board Meeting attended & Rs. 40,000 for each Committee Meeting attended as a member.

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