



AU SMALL FINANCE BANK LIMITED

CIN: L36911RJ1996PLC011381

Registered Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur – 302 001, Rajasthan, India

Corporate Office: 5th Floor, E-Wing, Kanakia Zillion, Junction of CST Road and LBS Road, Kurla (West), Mumbai – 400 070, Maharashtra, India

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

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH (29th) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF AU SMALL FINANCE BANK LIMITED (“BANK”) WILL BE HELD ON FRIDAY, JULY 26, 2024 AT 02:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1:

To adopt the Audited Financial Statements of the Bank for the Financial Year ended on March 31, 2024 and the reports of the Board of Directors and the Auditors thereon.

Item No. 2:

To declare Dividend of ₹1.00 per equity share of ₹10 each for the FY 2023-24.

Item No. 3:

To appoint a Director in place of Mr. Sanjay Agarwal (DIN: 00009526) who retires by rotation and being eligible, has offered himself for re-appointment.

Item No. 4:

To appoint Joint Statutory Auditors of the Bank and fix their remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of the Banking Regulation Act, 1949 [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the rules, guidelines and circulars issued by Reserve Bank of India (“RBI”), in this regard, from time to time, MSKA & Associates, Chartered Accountants (Registration No. 105047W) and Mukund M Chitale & Co., Chartered Accountants (Registration No. 106655W) be and are hereby appointed as the Joint Statutory Auditors of the Bank (“**Auditors**”) to hold office for a period of three (3) years from the conclusion of 29th Annual General Meeting until the conclusion of 32nd Annual General Meeting of the Bank to be held in the calendar year 2027, subject to the prior approval of the RBI for their appointment in every year, at an annual remuneration/fees of ₹2,65,00,000 (Rupees Two Crore Sixty Five Lakhs only) plus taxes at the applicable rates and outlays, for the purpose of audit of the Bank’s accounts for the FY 2024-25 with the power to the Board of Directors to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration for the remaining tenure, arising out of increase/change in scope of work, including by reason of necessity on account of such conditions as may be stipulated by the RBI and/or any other authority, in such manner and to such extent as may be mutually agreed with the Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

SPECIAL BUSINESS

Item No. 5:

To issue non-convertible debt securities/bonds/other permissible instruments, in one or more tranches.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71, 180 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (the **“Act”**), applicable regulations of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**“SEBI ILNCS Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable rules, regulations, guidelines, circulars and directions issued by the Securities and Exchange Board of India (**“SEBI”**), the Banking Regulation Act, 1949, the Reserve Bank of India Act, 1934, Foreign Exchange Management Act, 1999, the rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India (**“RBI”**) from time to time and all other relevant provisions of applicable law(s) [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies) and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approval(s), consent(s), permission(s) and sanction(s) as may be applicable, the approval of the Members of the Bank be and is hereby accorded to the Board of Directors (**“hereinafter referred to as the “Board”**, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons”) for borrowing/raising funds denominated in Indian rupees or any other permitted foreign currency by issue of non-convertible debt securities, including but not limited to long-term bonds, perpetual debt instruments, Tier I/Tier II Capital Bonds or such other debt securities as may be permitted under RBI guidelines from time to time, on a private placement basis and/or for making offers and/or invitations thereof and/or issue(s)/ issuances thereof, for a period of one year from the date hereof, in one or more tranches and/or series and under one or more shelf disclosure documents and/or one or more letters of offer or such other documents or amendments/revisions thereof and on such terms and conditions for each series/tranche, including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board, as per the structure and within the limits permitted by RBI, as applicable of an amount not exceeding ₹6,000 Crore (Rupees Six Thousand Crore Only) over and above the outstanding debt securities issued by the Bank in domestic and/or overseas market within the overall borrowing limits of the Bank and on such terms and conditions as may be approved by the Board, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard and do all such acts, deeds and things as may be considered necessary or desirable in connection with or incidental thereto to give effect to the above resolution, including but not limited to disclosures with stock exchanges and to comply with all other requirements in this regard.”

Item No. 6:

To raise funds through issue of equity shares and/or any other instruments or securities representing either equity shares and/or convertible securities linked to equity shares including through Qualified Institutions Placement or such other permissible mode or combinations thereof:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the **“Act”**), the relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (the **“RBI”**) in this regard from time to time [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force], the provisions of the Foreign Exchange Management Act,



1999 and rules and regulations framed thereunder, as amended, from time to time (the “**FEMA**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (the “**GOI**”) as amended, from time to time, the Master Direction – Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023, the rules, the regulations, guidelines, notifications and circulars, if any, prescribed by the GOI, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**Listing Regulations**”), as amended, from time to time and subject to such other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the GOI, the Ministry of Corporate Affairs (the “**MCA**”), the Securities and Exchange Board of India (the “**SEBI**”) and the Stock Exchanges where the Equity Shares of the Bank are listed and the enabling provisions of the Memorandum of Association and Articles of Association of the Bank and subject to the receipt of requisite approvals, consents, permissions and/or sanctions, if any, from any other appropriate statutory/regulatory authorities and subject to such other conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities, while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Bank (“hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons”), the approval of the Members of the Bank be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or on competitive basis, of such part of issue and for such categories of persons as may be permitted), such number of Equity Shares, and/or Equity Shares through depository receipts, and/or securities convertible into Equity Shares at the option of the Bank and/or the holders of such securities, and/or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities, in one or more tranches, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of private offerings and/or preferential allotment and/or qualified institutions placement or any combination thereof, through issue of placement document or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers, in accordance with Chapter VI of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Bank or not (collectively called the “**Investors**”) as may be decided by the Board, in its sole and absolute discretion and permitted under applicable laws and regulations, in one or more tranches for an aggregate amount not exceeding ₹5,000 Crore (Rupees Five Thousand Crore Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) (the “**Offering**”) by offering the Securities at such time or times, at such price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board in its sole and absolute discretion including the discretion, to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of Equity Shares of ₹10 each of the Bank considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its sole and absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in case of issuance of Securities by way of a Qualified Institutions Placements (“**QIP**”), under Chapter VI of the SEBI ICDR Regulations (the “**Eligible Securities**”):

- a) the price of the Eligible Securities shall not be less than the price as may be determined, in accordance with the pricing formula prescribed under Chapter VI of the SEBI ICDR Regulations.
- b) the Board may at its sole and absolute discretion, issue Eligible Securities at a discount of not more than five percent (5%) or such other discount as may be permitted to the ‘floor price’ as may be determined in accordance with the pricing formula prescribed under Chapter VI of the SEBI ICDR Regulations.

- c) the Relevant Date for determination of the price of the Equity Shares shall be the date of the meeting at which the Board decides to open the proposed QIP in terms of the provisions of the Act, the SEBI ICDR Regulations and other applicable laws, rules, regulations.
- d) in case convertible securities are issued to Qualified Institutional Buyers (“QIB”) under Chapter VI of the SEBI ICDR Regulations, the Relevant Date for the purpose of pricing of such securities shall be either the date of the meeting at which the Board decides to open the proposed QIP of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, in terms of the provisions of the Act, the SEBI ICDR Regulations and other applicable laws, rules, regulations.
- e) the allotment of Equity Shares to each QIB in the proposed QIP issue shall not exceed five per cent (5%) of the post issued and paid-up capital of the Bank or such other limit(s) as may be prescribed under applicable laws or as approved by Reserve Bank of India.
- f) the allotment of Eligible Securities or any combination of Eligible Securities as may be decided by the Board to the each QIBs shall be fully paid-up and the allotment of such Eligible Securities shall be completed within a period of 365 days, from the date of passing of this Special Resolution by the Members of the Bank and that all such Equity Shares shall rank *pari passu inter se* and with the then existing Equity Shares of the Bank, in all respects, including dividend and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Bank.
- g) The eligible securities shall not be sold for a period of one (1) year from the date of its allotment, except on the floor of recognised Stock Exchange(s).

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and receipt of requisite approvals, consents, permissions and/or sanctions, if any, from any other appropriate statutory/regulatory authorities and subject to such other conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities in granting such approvals or permissions, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may in its sole and absolute discretion deem fit, including but not limited to the terms and conditions, relating to premium on redemption at the option of the Bank and/or holders of any securities, or variation of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above the Board or a duly authorised Committee thereof be and is hereby authorised for and on behalf of the Bank to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the relevant offering documents, determining the form and manner of the issue, the nature and number of Securities to be allotted, timing of the issuance/Offering, determination of person(s) to whom the Securities will be offered and allotted, in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, as it may in its sole and absolute discretion deem fit, necessary, proper or appropriate, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities (including in relation to issue of such Securities in one or more tranches from time to time) and utilisation of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Registrar of Companies, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or a duly authorised committee thereof may in its sole and absolute discretion deem fit and appropriate in the best interest of the Bank, without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Bank and the Board pursuant to this resolution may be exercised by the Board or a duly authorised committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Special Resolution, and all actions taken by the Board or a duly authorised Committee thereof, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed, in all respects.



RESOLVED FURTHER THAT the Board or a duly authorised Committee thereof be and is hereby authorised to engage/appoint Book Running Lead Managers, Underwriters, Depositories, Custodians, Registrars, Stabilising Agents, Trustees, Bankers, Lawyers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a duly authorised Committee thereof be and is hereby authorised for and on behalf of the Bank to negotiate, modify, sign, execute, register, deliver including sign any declarations or notice required in connection with the private placement offer letter, information memorandum, the draft offer document, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the Regulatory Authorities, if any) (the “**Transaction Documents**”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “**Ancillary Documents**”) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds, matters and things, mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT in respect of the Offering, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approval for listing of Equity Shares, filing of requisite documents/making declarations with the MCA, RBI, SEBI and any other Statutory/Regulatory Authority(ies), including filing of form FC-GPR, and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board, *inter alia*, the power to determine the form, terms and timing of the issue(s)/offering(s), issue price (including discount, if any), the quantum of Securities to be issued, including selection of Investors to whom Securities are proposed to be offered, issued and allotted and matters related thereto, as it may, in its sole and absolute discretion, deem fit and appropriate.

RESOLVED FURTHER THAT the Board or a duly authorised Committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Bank and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and Statutory/Regulatory Authorities and execution of any deeds and documents for and on behalf of the Bank and to represent the Bank before any Governmental Authorities, to give effect to this resolution.”

Place: Jaipur
Date: June 27, 2024

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

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur – 302 001, Rajasthan
Website: www.aubank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No.: F9999

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”) read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), setting out all the material facts relating to the Businesses as set out in Item No. 4 to 6 of this Notice, is annexed herewith.
2. The Ministry of Corporate Affairs (“MCA”) vide its Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19”, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” (these circulars collectively to be referred as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (these circulars collectively to be referred as “SEBI Circulars”), has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid MCA Circulars & SEBI Circulars, the AGM of the Bank will be held through VC and physical attendance of the Members to the AGM venue is not required. The registered office of the Bank shall be deemed to be the venue for the AGM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM will be held through VC in accordance with the MCA & SEBI Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the member will not be applicable and hence the Proxy Form, Attendance Slips and Route map are not annexed to this Notice. However, the Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Bank has provided two-way facility of video conferencing (VC)/other audio-visual means (OAVM) and live webcast of the proceedings of the AGM shall be available on Friday, July 26, 2024 from 02:00 p.m. (IST) onwards at the weblink <https://www.evoting.nsdl.com>. Members are requested to join the 29th AGM from 01:30 p.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Bank may close the window for joining the VC Facility, 30 minutes after the scheduled time to start the AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under Section 103 of the Act. Please refer the detailed instructions for attending the AGM through VC covered under this Notice.
5. In line with the MCA Circulars, the Annual Report for the Financial Year 2023-24 and AGM Notice has been uploaded on the website of the Bank at www.aubank.in. The same can also be accessed on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (“NSDL”) (agency for providing the facility of conducting AGM through VC and Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. The physical copies of all the documents referred to in this Notice and the Statement setting out the material facts in respect of Item nos. 4 to 6 thereof, a certificate from Secretarial Auditor certifying that the employee stock option scheme of the Bank is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Statutory Registers will be made available at the Bank’s registered office for inspection during the normal business hours between 10:00 a.m. to 5:00 p.m. on working days up to the date of the AGM. Members having any queries, may please write to Company Secretary at investorrelations@aubank.in mentioning their name, Folio No./Client ID and DP ID. The same will be replied by the Bank suitably. Further, during the 29th AGM, members may access the required documents upon Log-in to NSDL e-Voting system at www.evoting.nsdl.com.



7. In case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
8. As per the provisions of Section 72 of the Act and SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Bank's website <https://www.aubank.in/investors/investor-services>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to the Bank in case the shares are held in physical form.
9. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 29th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID and mobile number, to reach the Bank's e-mail address at investorrelations@aubank.in from Friday, July 19, 2024 to Tuesday, July 23, 2024. Such questions by the Members shall be taken up during the meeting and replied by the Bank suitably.

Further, Members who would like to ask questions during the AGM with regards to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID and mobile number, to reach the Bank's e-mail address at investorrelations@aubank.in from Friday, July 19, 2024 to Tuesday, July 23, 2024.

Those Members who have registered themselves as a speaker shall only be allowed to speak/ask questions during the AGM, depending upon the availability of time.

10. In terms of the MCA Circulars & SEBI Circulars, the Annual report and AGM notice are being electronically sent to all the members of the Bank, whose name appear on the Register of Members/List of Beneficial Owners, as received from NSDL/Central Depository Services (India) Limited ("CDSL") on Friday, June 28, 2024 and who have registered their e-mail addresses with the Depositories/Depository Participants unless any member has requested for a physical copy of the same. It is however, clarified that all the persons who are members of the Bank as on Friday, July 19, 2024 (including those members who may not have received this Notice due to non - registration of their e-mail IDs) shall be entitled to vote in relation to the resolutions specified in this Notice.
11. Members are requested to address all correspondence, including dividend-related matters, to Registrar and Transfer Agent ("RTA") of the Bank i.e. Link Intime India Pvt. Ltd., at their e-mail ID rnt.helpdesk@linkintime.co.in or at their address C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West) Mumbai - 400 083, Maharashtra.
12. SEBI vide its notification dated SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (as amended) has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Bank's website <https://www.aubank.in/investor-grievance>.
13. Members wishing to claim unclaimed dividends are requested to correspond with the RTA of the Bank as mentioned above or the Company Secretary of the Bank. The Bank has uploaded the details of unclaimed dividend amounts lying with the Bank on the website of the Bank at <https://www.aubank.in/reports/disclosures>
14. Members are requested to note that dividends, which are not claimed within seven years from the date of transfer to the Bank's Unpaid Dividend Account, will as per the provisions of Section 124 of the Act read with the rules made thereunder, be transferred to the Investor Education and Protection Fund. Further, pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has not been claimed for seven consecutive years

shall also be transferred to the demat account of the Investor Education and Protection Fund authority (IEPF Authority). In view of this, Members are requested to claim their dividends from the Bank, within the stipulated timeline.

15. The Board at its meeting held on April 24, 2024 has recommended dividend of ₹1/- per equity share of face value of ₹10/- each for the financial year ended March 31, 2024, subject to approval of shareholders at the ensuing AGM.
16. The Bank has fixed Friday, July 12, 2024 as the “**Record Date**” for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
17. The final dividend once approved at the AGM, will be paid on or before August 25, 2024, by way of electronic mode to members who have updated their bank account details. In case of members who have not updated their bank account details, the Bank shall dispatch the dividend warrant to such shareholder by post at their registered addresses. To avoid delay in receiving dividend, we request members to update their KYC details including address with pin code, e-mail address, mandates, nominations, power of attorney, bank details covering name of the bank and branch details, bank account number, MICR code, IFSC code, etc. with their depository participants (where shares are held in dematerialised form) and with the Bank’s RTA (where shares are held in physical mode).

Below process shall be followed to update the e-mail ID and bank account details to receive dividend directly into the Bank account on payout date:

Type of holding	Process to be followed*
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Bank.
	<ul style="list-style-type: none"> • Form for availing investor services to register PAN, e-mail address, bank details and other KYC details or changes/update thereof for securities held in physical mode Form ISR-1
	<ul style="list-style-type: none"> • Update of signature of securities holder Form ISR-1/ISR-2 (As applicable)
	<ul style="list-style-type: none"> • Form for requesting issue of Duplicate Certificate and other service requests for shares/debentures/bonds, etc., held in physical form Form ISR-4
	<ul style="list-style-type: none"> • Form for Transmission request Form ISR-5
	The forms for updating the above details are available at https://www.aubank.in/investors/investor-services
Demat	By contacting Depository Participant (“DP”) and registering e-mail ID and bank account details in demat account, as per the process advised by the DP.

* Please refer SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024.

18. As per the provisions of Regulation 40 of Listing Regulations all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. For this purpose, Members can contact the Bank for assistance in this regard.
19. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Bank is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.

For Resident Individual shareholder: A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to Bank at investorrelations@aubank.in. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under Section



206AB of the Income-tax Act (“the Act”), the tax will be deducted at a higher rate prescribed under Section 206AA or 206AB of the Act, as applicable. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax.

For Non-Resident shareholder: Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to Bank at investorrelations@aubank.in.

The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 P.M. IST by or before Friday, July 19, 2024.

20. Non-Resident Indian Members are requested to contact their respective Depository Participants/RTA (in case of physical shares) for any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of Bank with pin code number, if not furnished earlier.
21. Brief profile and other additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment, is furnished as an **Annexure** to the Notice.

DETAILS OF E-VOTING AND JOINING AGM THROUGH VC:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars & SEBI Circulars the Bank is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Bank has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on Monday, July 22, 2024, at 9:00 a.m.(IST) and ends on Thursday, July 25, 2024 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners, as received from NSDL/CDSL, as on the cut-off date i.e. Friday, July 19, 2024 may cast their vote electronically.

The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Bank as on the cut-off date, being Friday, July 19, 2024.

A person who is not a member as on the cut-off date should treat this notice for information purpose only.

As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person except Institutional/Corporate Shareholders who may cast their votes through their authorised representatives.

The Board of Directors have appointed CS Manoj Maheshwari, Practicing Company Secretary (Membership No. FCS: 3355) as Scrutiniser and failing him CS Priyanka Agarwal, Practicing Company Secretary (Membership No. FCS: 11138) as the Alternate Scrutiniser to scrutinise the polling/e-voting at the AGM and remote e-Voting process in a fair and transparent manner.

The details of the process and manner for remote e-Voting and joining AGM through VC are as under:





The way to vote electronically on NSDL e-voting system consists of below mentioned “2 steps”:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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 e-mail 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.	<ol style="list-style-type: none"> 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 Bank 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 or joining virtual meeting & voting during the meeting. 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 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 Bank 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Bank. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. Click on Bank 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 above-mentioned 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.com or call at 022 – 4886 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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 Bank 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 e-mail ID is registered in your demat account or with the Bank, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail 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.com 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 and join General Meeting 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 and General Meeting is in active status.
2. Select **EVEN** of AU Small Finance Bank Limited for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.com. 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 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 or at evoting@nsdl.com.

Process for those shareholders whose e-mail 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 e-mail 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above-mentioned documents.
4. In terms of SEBI circular dated December 09, 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against Bank name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Bank will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, e-mail ID, mobile number at investorrelations@aubank.in. The same will be replied by the Bank suitably.
22. Any person, who acquires shares of the Bank and becomes member of the Bank after dispatch of the notice and holding shares as on the cut-off i.e. Friday, June 28, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.com or contact Bank’s RTA.
23. The Scrutiniser shall after the conclusion of voting at the AGM, will submit consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting.
24. The results of voting will be declared and the same along with the Scrutiniser’s Report will be published on the website of the Bank (www.aubank.in) and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within two working days from the conclusion of the AGM.

Place: Jaipur
Date: June 27, 2024

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

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur – 302 001, Rajasthan
Website: www.aubank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No.: F9999



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

The following Statement sets out all material facts relating to the Ordinary Business & Special Businesses as set out in Item no(s). 4 to 6 mentioned in the above Notice:

Item No. 4

The members of the Bank at the 26th Annual General Meeting held on August 17, 2021 have appointed Deloitte Haskins and Sells, Chartered Accountants (Registration No. 117365W) and G. M. Kapadia & Co., Chartered Accountants (Registration No. 104767W) as the Joint Statutory Auditors of the Bank to hold office, from the conclusion of 26th Annual General Meeting until the conclusion of ensuing 29th Annual General Meeting of the Bank in line with the approvals received from the Reserve Bank of India (“RBI”).

RBI on April 27, 2021 has issued guidelines for appointment of Statutory Central Auditors/Statutory Auditors of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs). As per the said guidelines statutory audit of entities with asset size of ₹15,000 Crore and above as at the end of previous year, should be conducted under joint audit of a minimum of two audit firms. The audit firms can continue as the Statutory Auditors (“SA”) of the Bank for a continuous period of three (3) years only and thereafter the said firms will be compulsorily rested for six (6) years after completion of full or part of one term of the audit tenure. Further, prior approval of RBI for appointment/reappointment of SCAs on an annual basis is required in terms of the above guidelines.

In view of the above, the Board of Directors at its meeting held on June 27, 2024 on the recommendation of the Audit Committee has proposed the appointment of MSKA & Associates, Chartered Accountants (Registration No. 105047W) and Mukund M Chitale & Co., Chartered Accountants (Registration No. 106655W) as the Joint Statutory Auditors of the Bank for a period of three (3) years from the conclusion of 29th Annual General Meeting until the conclusion of 32nd Annual General Meeting of the Bank to be held in the calendar year 2027, subject to the prior approval of the Reserve Bank of India for their appointment in every subsequent year.

As per the requirement of the Act, the proposed SAs have confirmed that the appointment, if made would be within the limits specified under Section 141(3) (g) of the Act and they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act, the provisions of the Companies (Audit and Auditors) Rules, 2014 and complies with all eligibility norms prescribed by RBI.

The Bank has received approval of the RBI for appointment of MSKA & Associates, Chartered Accountants and Mukund M Chitale & Co., Chartered Accountants as the Joint Statutory Auditors of the Bank for the financial year 2024-25.

Brief profile of Joint Statutory Auditors

A - M S K A & Associates, established in 1978, M S K A & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the PCAOB (US Public Company Accountancy Oversight Board) having offices across 12 key cities in India at Mumbai, Gurugram, Kolkata, Ahmedabad, Pune, Goa, Chennai, Bangaluru, Kochi, Chandigarh, Hyderabad and Coimbatore. M S K A & Associates offers a wide range of services in Audit Assurance, Tax and Advisory domain led by industry experts with deep knowledge pockets and driven by a commitment, to deliver - quality services to all clients.

B - M/s. Mukund M Chitale & Co. is a firm of chartered accountants with professional standing of more than 50 years. It was established in 1973. The Firm is engaged in providing auditing, taxation and advisory services. It has experience in auditing listed companies, public sector undertakings, Banks, insurance companies, mutual funds, private equity funds and other entities in the financial and non-financial sectors. The Firm has been awarded the Peer Review Certificate issued by The Institute of Chartered Accountants of India. It has offices in Mumbai and Pune and serves clients across India.

MSKA & Associates, Chartered Accountants and Mukund M Chitale & Co., Chartered Accountants as Joint Statutory Auditors will be paid an annual remuneration/fees of ₹2,65,00,000 (Rupees Two Crore Sixty Five Lakhs only) plus taxes at the applicable rates and outlays, for the purpose of audit of the Bank’s accounts for the FY 2024-25 with the power to the Board to alter and vary the terms and conditions, revision including

upward revision in the remuneration for the remaining tenure, arising out of increase/change in scope of work, including by reason of necessity on account of such conditions as may be stipulated by the RBI and/or any other authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors. The remuneration of new statutory auditors for FY 2024-25 have been determined taking into account the enhanced scope of work due to amalgamation of Fincare SFB with the Bank, increase in normal business volume of the Bank and increased regulatory compliances.

None of the Director/Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 4.

Considering the profile, experience in statutory audit of banks & financial service sector entities, professional qualified team and staff strength of the proposed Joint Statutory Auditors, the Board of Directors recommends the passing of the Ordinary Resolution at Item No. 4 of the Notice to the members of the Bank.

Item No. 5:

Pursuant to the provisions of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Bank can issue securities including Non-Convertible Debentures (“NCDs”)/Bonds on a private placement basis subject to the condition that the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the members of the Bank, by means of a special resolution, for each of the offers or invitations. In case of an offer or invitation for NCDs, it shall be sufficient if the Bank passes a special resolution only once in a year for all the offer(s) or invitation(s) to subscribe to such NCDs on a private placement basis, during a period of one year from the date of passing of the special resolution even if the amount to be borrowed/raised exceeds/will exceed the limit as specified in Section 180(1)(c) of the Act.

In view of the above requirement, the members of the Bank at the last AGM held on August 10, 2023 had approved the borrowing/raising of funds by issue of non-convertible debt securities on private placement basis in pursuance of the relevant provisions of the applicable laws and circulars or guidelines issued by the RBI, up to an amount not exceeding ₹6,000 Crore (Rupees Six Thousand Crore Only), during a period of one year from the date of passing of the special resolution in one or more tranches. However, no non-convertible debt securities were issued against the said approval during FY 2023-24.

Further, considering the consistent growth in business & operations and after assessing existing and future projections of the Bank and to facilitate the Bank to evaluate a potential fund raising at an appropriate time in one or more tranches in Indian as well as overseas market by issue of non-convertible debt securities, the Board of Directors of the Bank at its meeting held on June 27, 2024 has proposed to obtain the consent of the members of the Bank for borrowing/raising funds in Indian currency/foreign currency by issue of non-convertible debt securities including but not limited to long-term bonds, perpetual debt instruments, Tier I/Tier II Capital Bonds or such other debt securities as may be permitted under RBI guidelines from time to time) in domestic and/or overseas market, in one or more tranches and/or series as per the structure and within the limits permitted by the RBI and other regulatory authorities to eligible investors of an amount not exceeding ₹6,000 Crore (Rupees Six Thousand Crore Only) on a private placement basis during a period of one year from the date of passing of this special resolution.

The said non-convertible debt securities would be issued by the Bank in accordance with the applicable statutory guidelines, for cash either at par or premium to face value depending upon the prevailing market conditions and the pricing of such securities depends upon various factors which may include prevailing risk-free rates, competitor rates of similar rating and prevailing regulations.

Furthermore, the offer shall be made to such persons as identified under Section 42(2) of the Act on such terms and conditions including the price, coupon, par/premium/discount, tenor etc., as may be determined by the Board (includes a duly authorised Committee), in the prevailing market conditions as permitted by the relevant applicable regulations.

None of the Director/Key Managerial Personnel of the Bank or their relatives are, in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.



The Board of Directors recommends the passing of Special Resolution set out at Item No. 5 of the Notice for approval by the members of the Bank.

Item No. 6:

The Bank has exhibited steady growth and resilience in the banking sector over the last 7 years despite the macro headwinds, COVID-19 pandemic, Geopolitical disruptions and high inflation environment etc.

Despite the uncertainties surrounding inflation, tight liquidity conditions and higher for longer' interest rates in FY 2023-24 in India, the Bank navigated through this complex macro-environment by leveraging strong credit demand and maintaining robust asset quality. With focus on building sustainable business model, the Bank has consistently delivered long-term performance while concurrently enhancing its capacity for future endeavours. Further, the Bank remained optimistic yet cautious, demonstrating stable and well-rounded performance in FY2023-24 across various metrics including asset quality, profitability, customer base expansion, customer satisfaction, digital initiatives, network expansion, progress in financial and digital inclusion.

Further, healthy capitalisation helps the Bank in meeting its growing business requirements, investment in advanced systems and processes, and in complying with the RBI stipulated Capital requirements. A Bank risks falling behind the curve with restraints on asset expansion, outdated systems, and regulatory roadblocks without availability of adequate capital.

Hence, to meet the growing capital requirement for ensuring unhindered growth and business expansion, the Bank in the last 7 years has raised equity capital under Preferential and Qualified Institutional Placement routes. The said capital raise were carried out in accordance with the provisions of the SEBI ICDR Regulations and the Act. This was driven mainly by the Bank's long-term strategy wherein the Bank has always ensured that it remains well capitalised while delivering consistent growth in balance sheet and healthy profitability.

The members of the Bank at the last AGM held on August 10, 2023 have approved raising of funds through Qualified Institutions Placement/preferential allotment or such other permissible mode or combinations thereof under Section 23, 41, 42 and 62(1)(c) of the Act respectively up to an amount aggregating to not more than ₹5,000 Crore (Rupees Five Thousand Crore Only). However, there was no capital raise done against the said approval.

Pursuant to Section 62(1)(c) of the Act, further equity shares may be issued to persons other than the existing Members of the Bank, provided that the Members of the Bank approve the issue of such equity shares, by means of a Special Resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. The consent of the Members would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and Listing Regulations, for issuance of Securities.

Purpose/objects of the fund raise:

As on March 31, 2024, our Bank's Capital to Risk Weighted Asset Ratio ("CRAR") and Tier I ratio stood at 18.8% and 20.1% respectively. This is significantly above the minimum requirement of 15%, and is sufficient for the Bank to meet the near-term growth needs of the Bank in FY 2024-25. However, the CRAR needs to be maintained by Bank on a daily basis and as per the stipulated guidelines, interim unaudited profits cannot be used while calculating CRAR ratio for compliance purposes.

To meet strong capital adequacy to further strengthen the Bank's ability to deal with unforeseen contingencies, to support the future growth aspirations of the Bank, to prepare for future business opportunities in the growing economy and to meet all regulatory requirements, it is essential that the Bank remains well-capitalised by enhancing its Tier 1 capital base. Hence, in accordance with the growing size of the Bank and to cater to our growth plans, we seek approval of members as an enabling resolution to raise additional equity capital up to ₹5,000 Crore (Rupees Five Thousand Crore Only).

The Special Resolution as set out in Item No. 6 of this Notice is an enabling resolution to raise capital by way of a private placement, including by way of a QIP in accordance with Chapter VI of the SEBI ICDR Regulations

and therefore, the proposal seeks to confer upon the Board or a duly authorised Committee thereof, the sole and absolute discretion to determine the terms and conditions of the said issue of securities, including the exact price, proportion and timing of such issue, mode of offer based on an analysis of market conditions and the specific requirements in accordance with the relevant provisions of the Act, the SEBI ICDR Regulations and any other applicable laws.

The Securities to be so offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Bank and the Equity Shares that may be issued and allotted by the Bank shall rank *pari passu inter se* and with the then existing Equity Shares of the Bank, in all respects, and shall be subject to the Memorandum of Association and Articles of Association of the Bank.

None of the Director/Key Managerial Personnel of the Bank or their relatives are, in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the passing of Special Resolution set out at Item No. 6 of the Notice for approval by the members of the Bank.

Place: Jaipur
Date: June 27, 2024

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

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur – 302 001, Rajasthan
Website: www.aubank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No.: F9999



Annexure

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING RE-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. Sanjay Agarwal
Age	53 Years
Date of first appointment on Board	January 22, 2003
Qualification	C.A., B.Com.
Brief Resume including experience	<p>Mr. Sanjay Agarwal is promoter and Managing Director & CEO of the Bank and has 29 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 areas of Finance, Treasury, Accountancy, Agriculture & Rural Economy, Banking, Human Resource, Economics, Small Scale Industry, Risk and Business Management.</p> <p>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.</p> <p>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, and ET Game-changer of India - 2019.</p>
Nature of his expertise in specific functional areas	<ul style="list-style-type: none"> • Accountancy • Agriculture and Rural economy • Banking • Economics • Finance & Treasury • Small scale Industry • Human Resource • Risk Management • Business Management
Other Directorship	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Chairmanship/Membership of Committees in other companies in which position of Director is held[#]	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company	11,71,91,360
No. of Board meetings attended during the year (FY 2023-24)	11/11
Terms and conditions of appointment	Liable to retire by rotation and other existing terms and conditions as approved by shareholders and as stipulated by RBI.

Particulars	Mr. Sanjay Agarwal
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Remuneration last drawn	₹3.47 Crore
Remuneration sought to be paid	As may be approved by Board of Directors on the recommendation of Nomination and Remuneration Committee, subject to approval of Shareholders and RBI

Membership/Chairmanship of Audit Committee & Stakeholders Relationship Committee.

Place: Jaipur
Date: June 27, 2024

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

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur - 302 001, Rajasthan
Website: www.aubank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No.: F9999

Shareholder's Satisfaction Survey
FY 2024-25

