

Ref. No. AUSFB/SEC/2024-25/261

Date: September 24, 2024

To,

<p>National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra. NSE Symbol: AUBANK</p>	<p>BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. BSE Scrip Code: 540611, 958400, 959025, 974093, 974094, 974095, 974914, 974963, 975017 & 975038</p>
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Dear Sir/Madam,

Sub: Notice of Postal Ballot (including remote e-voting) - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

With reference to our letter dated August 17, 2024 informing that the Board of Directors of AU Small Finance Bank Limited ("the Bank") at its Meeting held on August 17, 2024, has approved the re-appointment of Mr. Harun Rasid Khan (DIN: 07456806), as Part-time Chairman and Independent Director (Non-Executive) of the Bank with effect from December 28, 2024 for a second term of 3 years, subject to the approval of shareholders. Further, the re-appointment as Part-time Chairman shall also be subject to the approval of Reserve Bank of India (RBI).

In view of above, please find enclosed the Notice of Postal Ballot of the Bank dated August 17, 2024 ("**Notice**"), together with the Explanatory Statements which is sent to the Members of the Bank through e-mail seeking approval for the special businesses stated as under:

Item No.	Agenda Item	Type of Resolution
1.	Re-appointment of Mr. Harun Rasid Khan (DIN: 07456806) for second term of 3 years as an Independent Director	Special Resolution
2.	Re-appointment of Mr. Harun Rasid Khan, Independent Director (DIN: 07456806) as Part-Time Chairman of the Bank, subject to approval of Reserve Bank of India	Ordinary Resolution
3.	Approval for remuneration of Mr. Sanjay Agarwal (DIN: 00009526), Managing Director & CEO of the Bank for the Financial Year 2024-25	Ordinary Resolution
4.	Approval for remuneration of Mr. Uttam Tibrewal (DIN: 01024940), Whole Time Director & Deputy CEO of the Bank for the Financial Year 2024-25	Ordinary Resolution

Members of the Bank holding shares as on the cut-off date i.e. **Friday, September 20, 2024**, shall cast their vote through the remote e-voting system. The remote e-voting period commences on **Wednesday, September 25, 2024** (9:00 a.m. IST) and ends on **Thursday, October 24, 2024** (5:00 p.m. IST).

The Notice and instruction for e-voting will also be available on the website of the Bank at <https://www.aubank.in/postal-ballot-notice-sep-2024.pdf> and on the website of NSDL at www.evoting.nsdl.com.

Registered Office

AU SMALL FINANCE BANK LIMITED

19-A Dhuleshwar Garden, Ajmer Road,

Jaipur- 302001, Rajasthan, India

Phone: +91 141 4110060/61, Fax: +91 141 4110090

CIN: L36911RJ1996PLC011381

Hard copy of Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for Postal Ballot as permitted by the Ministry of Corporate Affairs vide its various circulars.

The results of voting by means of Postal Ballot through remote e-voting shall be declared on or before **Monday, October 28, 2024**, and the same will be communicated to the Stock Exchanges and will be uploaded on the website of the Bank at www.aubank.in.

This is for your information and records.

Thanking You,

Yours faithfully,

For AU SMALL FINANCE BANK LIMITED

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

Registered Office

AU SMALL FINANCE BANK LIMITED
19-A Dhuleshwar Garden, Ajmer Road,
Jaipur- 302001, Rajasthan, India
Phone: +91 141 4110060/61, Fax: +91 141 4110090
CIN: L36911RJ1996PLC011381



AU SMALL FINANCE BANK LIMITED

CIN: L36911RJ1996PLC011381

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

Corporate Office: 5th Floor, E-Wing, Kanakia Zillion, Junction of CST and LBS Road,
Kurla (West), Mumbai – 400070, Maharashtra, India

Tel: +91-141 4110060/61 | 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 Sections 108 & 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 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], the resolutions appended below are proposed for approval of the members of AU Small Finance Bank Limited (“**Bank**”), through Postal Ballot by way of voting through electronic means (“**e-voting**”).

In terms of the MCA Circulars, 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. 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 Share 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. (IST) on Thursday, October 24, 2024**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Thursday, October 24, 2024**. Further, resolution passed by the members through E-voting are deemed to have been passed effectively at a general meeting.



SPECIAL BUSINESS

ITEM NO. 1: RE-APPOINTMENT OF MR. HARUN RASID KHAN (DIN: 07456806) FOR SECOND TERM OF 3 YEARS AS AN INDEPENDENT DIRECTOR

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 read with the rules made there under (the “**Act**”), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), provisions of Section 10A(2)(a) and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the guidelines and circulars issued by the Reserve Bank of India (the “**RBI**”), in this regard, from time to time and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and in consonance with the provisions of the Articles of Association and compensation policy of the Bank and pursuant to the recommendation of Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors of the Bank (“hereinafter referred to as the “**Board**” which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution”), Mr. Harun Rasid Khan (Mr. H R Khan) (DIN: 07456806) whose initial term as an Independent Director of the Bank is expiring on December 27, 2024, and who meets the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible to be re-appointed as an Independent Director and in respect of whom the Bank has received a notice in writing under Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Bank for second term of 3 (three) years commencing from December 28, 2024 upto December 27, 2027 (both days inclusive) and who shall not be liable to retire by rotation during the said period, in terms of the provisions of Section 149 (13) of the Act.

RESOLVED FURTHER THAT the Board of the Bank be and is hereby authorized, wherever required including the power to delegate the authority to any official(s) of the Bank, to sign application, execute, submit any documents with RBI, Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies and any other authority(ies) as may be required, and to sign and deliver on behalf of the Bank all deeds, documents, declarations, undertakings, clarification, submissions and other writings, as applicable to any authority and to do all such other acts and things as may be required in this regard.”

ITEM NO. 2: RE-APPOINTMENT OF MR. HARUN RASID KHAN, INDEPENDENT DIRECTOR (DIN: 07456806) AS PART-TIME CHAIRMAN OF THE BANK, SUBJECT TO APPROVAL OF RESERVE BANK OF INDIA

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

“RESOLVED THAT pursuant to Section 10A, 10B(1A), 35B of the Banking Regulation Act, 1949, RBI Notification RBI/2019-20/204 DoR.Appt.No.58/29.67.001/2019-20 dated March 31, 2020 and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines, circulars, notifications issued by the Reserve Bank of India (“**RBI**”) from time to time and to the extent applicable in this regard, applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the rules made thereunder and any other applicable laws [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force], and in consonance with the provisions of the Articles of Association, and pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors of the Bank (“hereinafter referred to as the “**Board**” which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution”), approval of the members of the Bank be and is hereby accorded to re-appoint Mr. Harun Rasid

Khan (Mr. H R Khan) (DIN: 07456806), Independent Director as Part-Time Chairman of the Bank, with effect from December 28, 2024 upto December 27, 2027 (both days inclusive), on an Annual Compensation (Honorarium) of ₹ 27,00,000 (Rupees Twenty-Seven Lakhs Only), and free use of Bank's car for official and private purposes along with a driver, subject to approval of RBI, in addition to the sitting fees and reimbursement of expenses related to attending the meetings of Board and Committees thereof, as may be determined by the Board of Directors of the Bank.

RESOLVED FURTHER THAT the Board of the Bank be and is hereby authorized, wherever required including the power to delegate the authority to any official(s) of the Bank, to sign application, execute, submit any documents with RBI, Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Ltd., Securities and Exchange Board of India and any other authority(ies) as may be required, and to sign and deliver on behalf of the Bank all deeds, documents, declarations, undertakings, clarification, submissions and other writings, as applicable to any authority and to do all such other acts and things as may be required in this regard."

ITEM NO. 3: APPROVAL FOR REMUNERATION OF MR. SANJAY AGARWAL (DIN: 00009526), MANAGING DIRECTOR & CEO OF THE BANK FOR THE FINANCIAL YEAR 2024-25

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the “**RBI**”) in this regard, from time to time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions as may be required and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and in consonance with the provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) and Board of Directors of the Bank (“hereinafter referred to as the “**Board**” which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution”), approval of the members of the Bank be and is hereby accorded for payment of remuneration to Mr. Sanjay Agarwal (DIN:00009526), Managing Director & CEO, as detailed below with effect from April 01, 2024 and the same shall continue till any further revision, on the terms and conditions as may be approved by RBI:

Fixed Pay w.e.f. April 01, 2024:

Particulars	Amount in ₹
Salary	1,00,48,800
Allowance	1,50,73,200
Total Salary & Allowances (A)	2,51,22,000
Retiral/Superannuation benefits	
(a) Provident Fund	23,400
(b) Gratuity	4,83,348
Total Retiral/Superannuation benefits (B)	5,06,748
Perquisites and other benefits	32,05,010
Total Perquisites (C)	32,05,010
Total Fixed Pay (A+B+C)	2,88,33,758

Managing Director & CEO is entitled for free use of Company's two cars for conveyance / tour-travel.



Variable Pay - Up to 65% of total Fixed pay subject to review of his performance basis target achievement for the financial year by NRC, Board of Directors, and approval of RBI.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) and Board, approval of the members of the Bank be and is hereby accorded for payment of 30% (i.e. ₹0.77 Crores) of Total Fixed Pay of FY 2023-24 as one-time additional value bonus as variable pay to Mr. Sanjay Agarwal, Managing Director & CEO, which is to be paid in three equal tranches starting from FY 2025-26, subject to approval of RBI and such other compliances/approval as may be required in this regard.

RESOLVED FURTHER THAT pursuant to the Guidelines issued by the RBI vide Circular no. RBI/2019-20/89 DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 04, 2019 on “Compensation of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers and Control Function staff”, the Board be and is hereby authorised to make suitable adjustments, if any, between Fixed Pay & Variable Pay including its components while keeping the overall remuneration within limits given hereinabove in compliance of RBI circular and in compliance of changes that the RBI may instruct in this regard.

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

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, including 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, and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Officer(s) of the Bank.”

ITEM NO. 4: APPROVAL FOR REMUNERATION OF MR. UTTAM TIBREWAL (DIN: 01024940), WHOLE TIME DIRECTOR & DEPUTY CEO OF THE BANK FOR THE FINANCIAL YEAR 2024-25.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the “**RBI**”) in this regard, from time to time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions as may be required and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and in consonance with the provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) and Board of Directors of the Bank (“hereinafter referred to as the “**Board**” which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution”), approval of the members of the Bank be and is hereby accorded for payment of remuneration to Mr. Uttam Tibrewal (DIN:01024940), Whole Time Director & Deputy CEO, as detailed below with effect from April 01, 2024 and the same shall continue till any further revision, on the terms and conditions as may be approved by RBI:

Fixed Pay w.e.f. April 01, 2024:

Particulars	Amount in ₹
Salary	91,01,772
Allowance	1,36,52,664
Total Salary & Allowances (A)	2,27,54,436
Retiral/Superannuation benefits	
(a) Provident Fund	23,400
(b) Gratuity	4,37,796
Total Retiral/Superannuation benefits (B)	4,61,196
Perquisites and other benefits	17,81,873
Total Perquisites (C)	17,81,873
Total Fixed Pay (A+B+C)	2,49,97,505

Whole Time Director is entitled for free use of Company's one car for conveyance / tour-travel.

Variable Pay

Up to 100 % of total Fixed pay subject to review of his performance basis target achievement for the financial year by NRC, Board of Directors, and approval of RBI.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and Board, approval of the members of the Bank be and is hereby accorded for payment of 30% (i.e. ₹ 0.67 Crores) of Total Fixed Pay of FY 2023-24 as one-time additional value bonus as variable pay to Mr. Uttam Tibrewal, Whole Time Director & Deputy CEO which is to be paid in tranches consisting of cash and non-cash (ESOPs) components starting from FY 2025-26 in following manner, subject to approval of RBI and such other compliances/approval as may be required in this regard:

Component	Amount
Cash	₹ 16,66,500 in three equal tranches starting from FY 2025-26
Non- Cash (ESOPs)	₹ 49,99,501, yearly vesting schedule of 20%, 20%, 30%, 30%

RESOLVED FURTHER THAT pursuant to the Guidelines issued by the RBI vide Circular no. RBI/2019-20/89 DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 04, 2019 on "Compensation of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers and Control Function staff", the Board be and is hereby authorised to make suitable adjustments, if any, between Fixed Pay & Variable Pay including its components while keeping the overall remuneration within limits given hereinabove in compliance of RBI circular and in compliance of changes that the RBI may instruct in this regard.

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

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, including 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, and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Officer(s) of the Bank."



Place: Jaipur
Date: August 17, 2024

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

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur – 302001, Rajasthan, India
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 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 Special Businesses set out above is annexed herewith.
2. Members may note that as required under the provisions of Section 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 the Listing Regulations, the Bank has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide e-voting facility to members of the Bank.
3. The Board of Directors has appointed CS Mr. Manoj Maheshwari (FCS: 3355), Practicing Company Secretary, as Scrutinizer and failing him CS Ms. Priyanka Agarwal (FCS: 11138), Practicing Company Secretary as the Alternate Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent by e-mail to all the members of the Bank whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, September 20, 2024** (“**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 resolution 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/postal-ballot-notice-sep-2024.pdf> 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 Listing Regulations, 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 **Wednesday, September 25, 2024 [9:00 a.m. (IST)]** and ends on **Thursday, October 24, 2024 [5:00 p.m. (IST)]**. During this period, members holding shares as on **Friday, September 20, 2024**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after **Thursday, October 24, 2024 [5:00 p.m. (IST)]**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Bank subject to the provisions of the Banking Regulation Act, 1949, as on the cut-off date i.e., **Friday, September 20, 2024**.
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 ids 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 directors being re-appointed or whose remuneration is being revised pursuant to Regulation 36(3) of the Listing Regulations 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 Chief Financial Officer or to the Company Secretary as authorized 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 **Monday, October 28, 2024** by the Managing Director & CEO or by the Chief Financial Officer 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.

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

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




Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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.

Type of shareholders	Login Method
	<p>Select “Register Online for IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 held 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.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>i. 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 use your existing Myeasi username & password.</p> <p>ii. 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 company. 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. 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.</p> <p>iii. 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.</p> <p>iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by</p>

Type of shareholders	Login Method
	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	i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ii. 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. iii. 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 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. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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 – AU Small Finance Bank Limited** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.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, 4th floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 at evoting@nsdl.com.

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

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

Item No. 1 & 2:

As per Section 149(10) of the Companies Act, 2013 (“Act”), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he / she is eligible for re-appointment for an additional term of up to five consecutive years, on passing of a special resolution by the company. However, in case of banking companies, which are governed under Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of a Non-Executive Director is restricted for a period of eight consecutive years.

Mr. Harun Rasid Khan (“**Mr. H R Khan**”) (DIN: 07456806) was appointed as an Independent Director of the Bank for a term of 3 (three) consecutive years from December 28, 2021 to December 27, 2024 and accordingly his 1st term is due for completion on December 27, 2024.

Further, Mr. H R Khan, Independent Director was appointed and designated as Part-Time Chairman of the Bank with effect from January 30, 2024, till completion of his 1st tenure as an Independent Director of the Bank i.e., December 27, 2024, on Annual Compensation (Honorarium) of ₹ 24,00,000 (Rupees Twenty-Four Lakhs Only) with the approval of RBI and members of the Bank.

In view of the aforesaid provisions and the pursuant to Listing Regulations, the NRC has evaluated the balance of skills, knowledge, qualifications, experience and carried out the fit and proper assessment & performance evaluation of Mr. H R Khan and checked the veracity of documents & declarations required in this regard and has considered him to be suitable for re-appointment for second term of 3 years and recommended the same to the Board.

Accordingly, the Board at its meeting held on August 17, 2024 has approved and recommended the re-appointment of Mr. H R Khan as an Independent Director and as Part Time Chairman of the Bank for second term of 3 (Three) years effective from December 28, 2024 upto December 27, 2027 (both days inclusive), for the approval of the Members and he shall not be liable to retire by rotation during his tenure as an Independent Director. Additionally, a notice in writing under section 160 of the Act proposing his candidature for re-appointment as an Independent Director of Bank has been duly received from member.

While considering the re-appointment of Mr. H R Khan as an Independent Director, the NRC and the Board reviewed and confirmed that:

- (a) He is a fit and proper person to be appointed as a Director of the Bank, as per the fit and proper norms prescribed by the Reserve Bank of India (“RBI”).
- (b) The Bank has received consent from Mr. H R Khan for his re-appointment as Director of the Bank along with the declaration that he continues to meet the criteria for Independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations.
- (c) He is not disqualified/debarred from being re-appointed as an Independent Director in terms of Section 164 of the Act. In the opinion of the Board, he fulfills the criteria of independence for re-appointment as prescribed under the relevant provisions of the Act and rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (“Listing Regulations”), the Banking Regulation Act, 1949 and guidelines issued by the RBI, from time to time.

- (d) He is a person of integrity and have requisite knowledge, skills, experience and expertise as required under Section 10A of the Banking Regulation Act, 1949 and relevant circulars issued by the RBI from time to time, for him to be re-appointed as Independent Director of the Bank.

Further, Mr. H R Khan is in compliance with the requirement mandated under Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, with respect to enrolling his name in the online databank of Independent Directors maintained by the Government.

In consideration of the increased time commitment due to growth in scale and size achieved by the Bank in recent years and in anticipation to the growth trajectory for the coming years, the Board of Directors has considered and approved the proposal for revision in the Annual Fixed Compensation (Honorarium) for Mr. H R Khan from ₹ 24,00,000 to ₹ 27,00,000 and he will also be provided with the car facility for official and private purpose along with driver. Further, the said Honorarium shall be in addition to the sitting fees and reimbursement of expenses related to attending the meetings of Board and Committees thereof.

Mr. H. R. Khan presence on the Board has greatly benefited the Bank in improving the governance framework, and promoting financial inclusion initiatives. He is also chairman/member on several Committees of the Board and actively participates, advices on strategic matters.

Except for Mr. H R Khan and his relatives, none of the other Directors / Key Managerial Personnel of the Bank /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 and 2 of the Notice.

The Board of Directors recommends the passing of Special Resolution set out at Item no. 1 and Ordinary Resolution set out at Item no. 2 of the Notice for approval by the members of the Bank.

Brief profile of Mr. H R Khan and other details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) is given as annexure to this Notice.

Item no. 3:

Mr. Sanjay Agarwal is the Promoter and Managing Director & CEO of the Bank and has been a driving force behind the success of the Bank. He is a commerce graduate and all-India Rank Holder Chartered Accountant having over 29 years of commendable and extensive experience in the areas of Accountancy, Agriculture & Rural Economy, Banking, Economics, Finance & Treasury, Small Scale Industry, Human Resource, Risk Management, and Business Management.

He is responsible for overall operations of the Bank and is directly supervising various critical departments viz. commercial banking, credit card, customer service, digital & tech strategic initiatives and business planning & finance. His visionary approach, exceptional leadership, entrepreneurial skills and proactive strategies enabled the Bank to seize opportunities for growth and innovation, making banking services more accessible and streamlined for customers. He is credited with creating a culture of business excellence and delivering superior benchmark performance through his vision and execution-oriented approach. He has led the Bank's evolution to the highest standards of corporate governance with enhanced disclosures and high-level engagement with key stakeholders. Under his astute leadership and guidance, the Bank has achieved remarkable stability, resilience, and progress, setting a strong foundation for sustained growth in future.

Under his guidance, the Bank has undergone a transformative journey, evolving from a Non-Banking Financial Company to becoming the largest Small Finance Bank of the Country. Over the span of seven years, the institution has achieved notable progress, leveraging technology and prioritizing retail banking to offer a fulfilling Customer Experience.

Despite multifold challenges faced by the Bank during the FY24' including inflation, tight liquidity, higher interest rates, high competition for deposits, aggression of Large and mid-sized banks impacting cost of funds, enhanced focus of policy makers on customer protection and increased focus on AML and cyber security, the Bank has shown resilient performance under his leadership.

Below are the few of the key financial & operational achievements for FY 2023-24 vis-à-vis FY 2022-23 under his leadership:

Particulars	March 31, 2024	March 31, 2023
Assets (₹ in crores)	1,09,426	90,216
Deposits (₹ in crores)	87,182	69,365
Net Worth (₹ in crores)	12,560	10,977
Unique Customers (in lakhs)	49.4	38.6
Touchpoints (Nos.)	1,074	1,027
Employees (Nos.)	29,738	28,320

- Balance sheet size grew to ₹ 1,09,426 crores as on March 31, 2024 vis-à-vis ₹ 90,216 crores as on March 31, 2023 registering YoY growth of 21%.
- Profitability shown consistent growth where Net Profit After Tax increased to ₹ 1,592 crores (excluding exceptional items) for FY 2023-24 vis-à-vis ₹ 1,428 crores (excluding exceptional items) for FY 2022-23 registering YoY growth of 12% with RoA at 1.6% and RoE at 13.5% for FY24.
- The Gross NPA and Net NPA ratio stands stably at 1.67% and 0.55% as on March 31, 2024.
- Operationalized AD-I license with foray in Forex with 'AU Remit' and Cross-border Trade with *AU DigiTrade*.
- The Bank has launched the 'Planet First – AU Green Fixed Deposit,' compliant with the new RBI framework that also supports climate risk mitigation and the Bank has successfully raised ₹652.63 Crore Green Fixed Deposit during FY 2023-24.
- The Bank has invested in building a strong, robust, and scalable technology stack, including but not limited to rolling out of AU0101 Business for merchant customers, and completed migration of Wheels onboarding journey to a completely digital and paperless workflow platform.
- Under his leadership the Bank has received several accolades in various categories including Best Small Finance Bank, Risk Management, CSR and HR.

Key Strategic Achievements:

Moreover, FY 2023-24 was a year of milestones and many firsts and the most significant one was the amalgamation of Fincare Small Finance Bank Ltd. ("**Fincare SFB**") with and into AU Small Finance Bank Ltd.. This strategic move was aimed at creating a stronger and more resilient institution, well-positioned to capitalise on emerging growth opportunities in complementary geographic areas and deliver enhanced value to our customers, employees and shareholders.



Further, post amalgamation, as of April 1, 2024, the Bank's combined forces have created a powerhouse in financial services with a customer base of 1.10+ Crore and 46,000+ dedicated employees across 2,383+ touchpoints in 21 states and 4 union territories. Bank's reach and impact have now been extended to every corner of India, from north to south and west to east, solidifying its presence nationwide. With a combined net worth of the Bank of ~₹15,000 Crore and gross loan portfolio and deposit base each nearing ₹1 Lakh Crore, these figures stand as testaments to Bank's strengthened capabilities and its promise of inclusivity and diversity in service. This amalgamation not only expanded the Bank's footprint but also solidified financial foundation, with a balance sheet surpassing ₹1.25 Lakh Crore.

In recognition of the unwavering efforts of Mr. Sanjay Agarwal in making this amalgamation successful, remuneration in form of one-time additional value bonus of 30% of the fixed pay of FY 2023-24 is proposed, which is duly recommended by NRC and approved by the Board and the same shall be payable in three equal tranches starting from next financial year i.e. FY 2025-26, subject to the requisite regulatory approvals. Further, basis the evaluation of performance covering quantitative & qualitative parameters, his key achievements and on the recommendation of the NRC, the Board at its meeting held on August 17, 2024 reviewed the remuneration paid to Mr. Sanjay Agarwal, MD & CEO of the Bank and approved the revision in his remuneration by way of salary, allowance, and perquisites payable to him w.e.f. April 01, 2024 subject to the approval of the RBI and the members of the Bank.

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

Except for Mr. Sanjay Agarwal and his relatives, none of the other Directors / Key Managerial Personnel of the Bank /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the passing of Ordinary Resolution set out at Item no. 3 of the Notice for approval by the members of the Bank.

Brief profile of Mr. Sanjay Agarwal and other details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) is given as annexure to this Notice.

Item no. 4:

Mr. Uttam Tibrewal is Whole Time Director (WTD) & Deputy CEO of the Bank. He is a commerce graduate from the University of Delhi. He brings with him over 28 years of extensive experience in financial service sector. His leadership and strategic foresight have been pivotal in shaping and expanding the retail & banking business of the Bank. He leads and guide the branch banking, retail assets including wheels, micro business loan, home loan, and marketing verticals of the Bank and his visionary approach resulted in exponential expansion of Bank's Business across markets and industries on Banking platform in a short span of 7 years.

Mr. Tibrewal's strategic acumen, coupled with dedication and commitment, has fostered sustainable growth, emphasized simplification of processes and kept customer centricity as organizational priority. His unwavering belief in "Customer First" approach drives customer service initiatives in the Bank through all front-end Channels i.e. Branch Banking, Customer Care and Digital Properties etc.

Under his leadership, the Bank focuses on Business Development covering increase in deposit base, reduction in cost of funds, asset book growth, stronger and granular portfolio, sound asset quality, building



brand identity & enhanced visibility, and financial inclusion among others to drive the sustainable growth for the Bank.

Below are few of the key financial and other achievements under his leadership during the FY 2023-24:

- The Bank continue to aim and build a healthy Retail focused and sustainable liabilities franchise with strong emphasis on CASA and granular deposits, especially on current account proposition and current account deposits grew by 45% maintaining the CASA ratio at 33% and CASA plus retail deposit base stands at 64%.
- Expanded its reach taking total touchpoints to 1,074 before merger and 2,383 post merger, thereby further enhancing penetration and presence and reach at PAN India level.
- Achieved a calibrated growth in gross advances (25% YoY) and deposits (26% YoY) with focus on operational efficiency.
- The Bank has been steadfast in product innovation including launch of ATM Insurance enabling customers to buy insurance through Bank's ATMs with their debit card which is an industry first innovation by the Bank and WhatsApp Insurance enabling customers to get an insurance policy instantly using the platform, AU Ivy, an exclusive premium banking proposition for Ultra HNI segment, 'AU Remit' and 'AU DigiTrade' platforms, tailored to serve the distinct needs of Retail and MSME customers.

Key Strategic Achievements:

Mr. Uttam Tibrewal played a key role in successful amalgamation of Fincare SFB with the Bank and to recognize his untiring efforts in making this amalgamation successful and for taking additional responsibilities, remuneration in form of one-time additional value bonus of 30% of the fixed pay of FY 2023-24 (inclusive of cash and non-cash components) was proposed, which was duly recommended by NRC and approved by the Board, and the same shall be payable in three equal tranches starting from next financial year i.e. FY 2025-26, for cash bonus and for ESOPs to be vested over the period of 4 years (i.e., 20%, 20%, 30%, 30%), as a non-cash component subject to the requisite regulatory approvals.

Further, basis the evaluation of performance covering quantitative & qualitative parameters, his key achievements and on the recommendation of the NRC, the Board at its meeting held on August 17, 2024 reviewed the remuneration paid to Mr. Uttam Tibrewal, WTD & Deputy CEO of the Bank and approved the revision in his remuneration by way of salary, allowance, and perquisites payable to him w.e.f. April 01, 2024 subject to the approval of the RBI and the members of the Bank.

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

Except for Mr. Uttam Tibrewal and his relatives, none of the other Directors / Key Managerial Personnel of the Bank /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the passing of Ordinary Resolution set out at Item no. 4 of the Notice for approval by the members of the Bank.

Brief profile of Mr. Uttam Tibrewal and other details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) is given as annexure to this Notice.



Place: Jaipur

Date: August 17, 2024

Registered Office:

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

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

Particulars	Mr. Harun Rasid Khan (Mr. H R Khan)	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
Age	70 years	53 Years	53 years
Date of first appointment on Board	December 28, 2021	January 22, 2003	January 22, 2005
Qualification	M.A., M. Phil., Diploma in Business Management & CAIIB	C.A., B. Com.	B. Com.
Brief Resume including experience	<p>Mr. H.R. Khan holds a Master of Arts from Utkal University, Bhubaneswar, a Master of Philosophy from Jawaharlal Nehru University, New Delhi, a Diploma in Business Management from Narsee Monjee Institute of Management Studies, Mumbai and he is a Certified Associate of the Indian Institute of Banking and Finance.</p> <p>Mr. Khan, a career central banker, has a vast experience of over four decades in the areas of Banking & Finance, Information Technology, Payment and Settlement systems, Economics, Financial Markets, Human Resources, Risk Management, and Financial Inclusion and has handled leadership positions as the Deputy Governor & the Executive Director at the Reserve Bank of India.</p> <p>He has expertise in the field of finance of over 38 years of experience with the RBI. At RBI, he handled diverse areas and spearheaded major projects relating to financial markets, foreign exchange management, external investments, banking regulation and supervision, IT transformation, payment and settlement systems, training and HR initiatives, and financial inclusion.</p> <p>He chaired the Committee on Rural Credit and Microfinance which focused on the expansion of the banking network through</p>	<p>Mr. Sanjay Agarwal is the Promoter and Managing Director & CEO of AU Small Finance Bank Limited (“AU SFB”) having over 29 years of executive experience. He is a Commerce graduate from Government College, Ajmer, and an all-India rank holder Chartered Accountant. Mr. Agarwal possesses knowledge and practical experience in the fields of Accountancy, Agriculture and Rural Economy, Banking, Economics, Finance & Treasury, Small Scale Industry, Human Resources, Risk Management, and Business Management.</p> <p>Mr. Sanjay Agarwal is the Founder and a first-generation entrepreneur, he founded Au Financiers (India) Limited (then called LN Finco Gems Pvt Ltd) in 1996. He saw an opportunity in addressing the financial needs of small entrepreneurs and underserved individuals in the rural and semi-urban areas of Rajasthan. Au Financiers differentiated itself by offering transparent and affordable loans for income generation to the small individual transporters who were hitherto forced to depend on local money lenders.</p> <p>His execution-oriented approach and unwavering focus on serving the underserved customers while ensuring strong asset quality, helped Au Financiers to thrive and transform itself from an NBFC to a Largest Small Finance Bank.</p>	<p>Mr. Uttam Tibrewal joined the Board of the Company in 2005. He is a commerce graduate from the University of Delhi. He has over 28 years of experience in Financial Service sector with rich experience in the field of Agriculture & Rural Economy, Financing, Small Scale Industry, Accountancy, Economics, Banking, Risk and Business Management.</p> <p>His deep operational knowledge and broad strategic insight helped in building and scaling the retail business. He is responsible for overall supervision of businesses viz. retail assets covering wheels & micro business loans, home loans, branch banking, and marketing. His ability to pulse the customer expectation sets him apart. He has led from front and over the years ensured that simplification of processes and customer centricity is kept as organisational priority for success and sustainability in the long run.</p>

Particulars	Mr. Harun Rasid Khan (Mr. H R Khan)	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
	<p>the Information and Communications Technology enabled business correspondents, the Inter-Regulatory Corporate Debt Working Group which made several important recommendations for the development of the Corporate Debt Market in India and the Working Group on the Regulations for the Foreign Portfolio Investors (FPIs) set up for simplification, liberalization, and rationalization of the portfolio flow regulations set up by the SEBI. He was also a member of the Committees on Digital Payments set up by the Government of India and the RBI. He recently chaired the Corporate Bond and Securitisation Advisory Committee (CoBoSAC) of SEBI. Currently, he is a member of the Standing Committee on FPIs of the SEBI.</p> <p>He was also the director on the Board of Bandhan Bank Limited, Dena Bank, Bank of Maharashtra, Punjab & Sind Bank, Bank of Rajasthan, NABARD, National Housing Board, PTC India Financial Services Limited, Reserve Bank Information Technology Private Limited and the Orissa State Finance Corporation.</p>	<p>Mr. Agarwal's commitment to the high standards of corporate governance has been a cornerstone of AU's success. He firmly believes that fair and transparent disclosures and high level of engagement with key stakeholders, reinforces the Bank's credibility and trust among investors, customers, and regulatory bodies.</p> <p>He has received many awards and recognitions including Business Leader of the Year by ICAI 2017, Economic Times Now Innovative Leader of the Year 2018, EY Entrepreneur of the Year 2018, and Economic Times Gamechanger of India – 2019.</p>	
Nature of his expertise in specific functional areas	<ul style="list-style-type: none"> • Agriculture and Rural economy • Banking • Finance • Information Technology • Payment and Settlement systems • Human Resources • Risk Management • Financial Inclusion 	<ul style="list-style-type: none"> • Accountancy • Agriculture and Rural economy • Banking • Economics • Finance & Treasury • Small scale Industry • Human Resource • Risk Management • Business Management 	<ul style="list-style-type: none"> • Accountancy • Agriculture and Rural Economy • Banking • Economics • Finance • Small Scale Industry • Risk Management • Business Management
Other Directorship	India Mortgage Guarantee Corporation Private Limited	Nil	Nil

Particulars	Mr. Harun Rasid Khan (Mr. H R Khan)	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Chairmanship/Membership of Committees in other companies in which position of Director is held#	Nil	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None	None	None
No. of equity shares held in the Company##	Nil	11,71,91,360	1,37,97,468
No. of Board meetings attended during the year (FY 2023-24)	10/11	11/11	10/11
Terms and conditions of appointment or re-appointment	For a term of 3 years w.e.f. December 28, 2024 as Independent Director subject to approval of shareholders and as Part time Chairman subject to approval of shareholders and RBI.	Liable to retire by rotation and other existing terms and conditions as approved by shareholders and as stipulated by RBI.	Liable to retire by rotation and other existing terms and conditions as approved by shareholders and as stipulated by RBI.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer Explanatory Statement for Item no. 1 & 2.	Not Applicable	Not Applicable
Remuneration last drawn	₹ 0.17 Crores*	₹ 3.47 crores	₹ 2.55 crores**
Remuneration sought to be paid	As disclosed in resolution no. 1 & 2 and in explanatory statement subject to approval of and on such terms & conditions as may be specified by RBI in this regard.	As disclosed in resolution no. 3	As disclosed in resolution no. 4

Membership/Chairmanship of Audit Committee & Stakeholders Relationship Committee of listed and unlisted public companies have been considered.

Shareholding as on July 31, 2024.

*Excluding sitting fee for attending Board and Board Committee Meetings.

** Exclusive of perquisites on exercise of employee stock options.