



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, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024, 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 resolution appended below is 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 Resolution 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, April 10, 2025**. 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, April 10, 2025**. 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. KAMLESH SHIVJI VIKAMSEY (DIN: 00059620) FOR SECOND TERM OF 5 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. Kamlesh Shivji Vikamsey (DIN: 00059620) whose initial term as an Independent Director of the Bank is expiring on April 24, 2025, 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 5 (Five) years commencing from April 25, 2025 to April 24, 2030, (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 Exchanges 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.”

Place: Jaipur
Date: March 07, 2025

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 resolution in respect of the Special Business 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, March 07, 2025** (“**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 at <https://www.aubank.in/postal-ballot-notice-mar-2025.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 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, March 12, 2025 [9:00 a.m. (IST)]** and ends on **Thursday, April 10, 2025 [5:00 p.m. (IST)]**. During this period, members holding shares as on **Friday, March 07, 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after, **Thursday, April 10, 2025 [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, March 07, 2025**.

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. 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 brief profile and other additional information of the director being re-appointed 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 **Tuesday, April 15, 2025** 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 Section VI-C of the SEBI “Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities” dated November 11, 2024 on e-Voting facility provided by listed entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	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. iv. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	i. 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. 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. 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. 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 sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-

Type of shareholders	Login Method
	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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
	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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

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

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- 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** 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, 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051, 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 Master Circular dated November 11, 2024 on e-voting facility provided by listed entities, 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:

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, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of Director of a Banking Company, other than its Chairman or whole-time Director, is restricted for a period of eight consecutive years.

Mr. Kamlesh Shivji Vikamsey (DIN: 00059620) was appointed as an Independent Director of the Bank for a tenure of 3 (three) consecutive years from April 25, 2022 to April 24, 2025 and accordingly his first tenure will complete on April 24, 2025.

In view of the aforesaid provisions and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (“Listing Regulations”), the Nomination and Remuneration Committee (“NRC”) has evaluated the balance of skills, knowledge, qualifications, experience and carried out the fit and proper assessment and performance evaluation of Mr. Kamlesh Shivji Vikamsey and checked the veracity of documents and declarations required in this regard and has considered him to be suitable for re-appointment for second tenure of 5 (Five) years and recommended the same to the Board.

Accordingly, the Board at its meeting held on Friday, March 07, 2025, has approved and recommended the re-appointment of Mr. Kamlesh Shivji Vikamsey as an Independent Director of the Bank for second term of 5 (Five) years effective from April 25, 2025 to April 24, 2030 (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. Kamlesh Shivji Vikamsey 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. Kamlesh Shivji Vikamsey 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, Listing Regulations, the Banking Regulation Act, 1949 and guidelines issued by the RBI, from time to time. He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India, RBI or any other such authority and has given his consent to act as Director of the Bank. In the opinion of the Board, he fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and rules made thereunder, the Listing Regulations, the Banking Regulation Act, 1949 and guidelines issued by the RBI, from time to time and he is independent of the management.

- (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, to be re-appointed as Independent Director of the Bank.
- (e) In view of his current professional commitments, directorships and positions, he will be able to devote sufficient time and guide in the matters of strategic importance as Independent Director at Board of the Bank.

Further, Mr. Kamlesh Shivji Vikamsey 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.

Mr. Kamlesh Shivji Vikamsey's contribution as Chairman of the Audit Committee of the Bank and his professional advice on the matters relating to Auditing, Taxation, Finance and Accounts, Governance, Economics and Sustainability etc. has been exemplary. His re-appointment for second tenure and continuation on Board shall greatly benefit the Bank in the areas of his expertise where his invaluable guidance and specialized knowledge shall help Bank in realizing the vision of becoming world's most trusted retail Bank.

Except for Mr. Kamlesh Shivji Vikamsey 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 of the Notice.

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

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

Place: Jaipur
Date: March 07, 2025

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

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. Kamlesh Shivji Vikamsey
Age	64 years
Date of first appointment on Board	April 25, 2022
Qualification	B. Com., Chartered Accountant
Brief Resume including experience	Mr. Kamlesh Shivji Vikamsey was appointed as Independent Director of the Bank in April 2022. He is fellow member of the Institute of Chartered Accountants of India and he holds bachelor's degree in commerce from the University of Mumbai. He has vast experience of over 40 years in the areas of Auditing, Taxation, Corporate & Personal Advisory Services, Business & Management Consulting Services, Due Diligence & Valuations, Inspections & Investigations and Sustainability. He also held leadership & directorship positions in various Companies/Institutions nationally & globally. Currently, he is Senior Partner of KKC & Associates LLP (formerly known as Khimji Kunverji & Co. LLP), Chartered Accountants with specialization in Audit, Internal Audit, Taxation and Management Advisory Services. He also holds the position as Vice Chairperson of the Independent Advisory Oversight Committee (IAOC) of World Intellectual Property Organisation (WIPO), Geneva & member of Oversight Advisory Committee (OAC) of United Nations Population Fund (UNFPA), New York. He has previously served as Member of Audit Oversight Committee (AOC) of the World Metrological Organization (WMO) Geneva, Chairperson and member of the Independent Management Advisory Committee (IMAC) of the International Telecommunication Union (ITU), Geneva, Chairperson and member of the Audit Advisory Committee (AAC) of the United Nations Children's Fund (UNICEF), New York, Chairperson and member of External Audit Committee (EAC) of the International Monetary Fund (IMF), Washington DC, Chairperson and member of Audit Advisory Committee (AAC) of the United Nations Development Program (UNDP), New York, and Audit Advisory Board constituted by the Comptroller and Auditor General of India. He has also served in the capacity of President of the Institute of Chartered Accountants of India and the Confederation of Asian and Pacific Accountants and as a member of the Board of the International Federation of Accountants.
Nature of his expertise in specific functional areas	• Accountancy & Audit, • Taxation, • Finance,

Particulars	Mr. Kamlesh Shivji Vikamsey
	• Economics, • Business Management and • Sustainability and ESG
Other Directorship	• Nuvama Wealth and Investment Limited – Independent Director • Nuvama Wealth Finance Limited – Independent Director • Nuvama Wealth Management Limited – Independent Director • Navneet Education Limited – Independent Director
Name of listed entities from which the person has resigned in the past three years	• Apcotex Industries Limited • Tribhovandas Bhimji Zaveri Limited • Man Infraconstruction Limited
Chairmanship/Membership of Committees in other companies in which position of Director is held*	• Nuvama Wealth Management Ltd. – Chairman of Audit Committee • Nuvama Wealth Finance Limited – Chairman of Audit Committee • Nuvama Wealth and Investment Limited – Chairman of Audit Committee
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company	Nil
No. of Board meetings attended during the year (FY 2024-25)	11/11
Terms and conditions of appointment or re-appointment	For a term of 5 (Five) years w.e.f. April 25, 2025, as Independent Director, subject to approval of shareholders.
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.
Remuneration last drawn (FY 2023-24)	₹ 15 Lakh*
Remuneration sought to be paid	He is entitled to a compensation (fixed remuneration) not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh Only) per annum as may be approved by Nomination & Remuneration Committee and Board from time to time. He is also entitled to a sitting fee of Rs. 90,000 for each Board Meeting attended & Rs. 55,000 for each Committee Meeting attended as a member.

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

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