



AU SMALL FINANCE BANK LIMITED

CIN: L36911RJ1996PLC011381

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

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

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

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH (30th) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF AU SMALL FINANCE BANK LIMITED (“BANK”) WILL BE HELD ON FRIDAY, 8th AUGUST 2025, AT 4:00 P.M (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1:

To adopt the Audited Financial Statements of the Bank for the Financial Year ended on 31st March 2025, and the reports of the Board of Directors and the Auditors thereon.

Item No. 2:

To declare Dividend of ₹ 1.00 per equity share of ₹ 10 each for the FY2024-25.

Item No. 3:

To appoint a director in place of Mr. Uttam Tibrewal (DIN: 01024940) who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS

Item No. 4:

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71, 180 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (“**Act**”), applicable regulations of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“**SEBI ILNCS Regulations**”) and the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable rules, regulations, guidelines, circulars and directions issued by the Securities and Exchange Board of India (“**SEBI**”), the Banking Regulation Act, 1949, the Reserve Bank of India Act, 1934, Foreign Exchange Management Act, 1999, the rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India (“**RBI**”) from time to time and all other relevant provisions of applicable law(s) [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies) and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approval(s), consent(s), permission(s) and sanction(s) as may be applicable, the approval of the Members of the Bank be and is hereby accorded to the Board of Directors (“hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons”) for borrowing/raising funds denominated in Indian rupees or any other permitted foreign currency by issue of non-convertible debt securities, including but not limited to long-term bonds, perpetual debt instruments, Tier I/Tier II Capital Bonds, Social Bonds, Sustainability Bonds, Sustainability-linked Bonds, Green Bonds or such other debt securities as may be permitted under RBI guidelines from time to time, on a private placement basis and/ or for making offers and/or invitations thereof and/or issue(s) / issuances thereof, for a period of one year from the



date hereof, in one or more tranches and/or series and under one or more shelf disclosure documents and/or one or more letters of offer or such other documents or amendments/revisions thereof and on such terms and conditions for each series/tranche, including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board, as per the structure and within the limits permitted by RBI, as applicable of an amount not exceeding **₹ 6,000 crores (Rupees Six thousand Crore Only)** over and above the outstanding debt securities issued by the Bank in domestic and/or overseas market within the overall borrowing limits of the Bank and on such terms and conditions as may be approved by the Board, from time to time.

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

Item no. 5:

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“**Act**”), the relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”) in this regard from time to time [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force], the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, from time to time (“**FEMA**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019,

as amended, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**GOI**”) as amended, from time to time, the Master Direction – Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023, the rules, the regulations, guidelines, notifications and circulars, if any, prescribed by the GOI, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), as amended, from time to time and subject to such other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the GOI, the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”) and the Stock Exchanges where the Equity Shares of the Bank are listed and the enabling provisions of the Memorandum of Association and Articles of Association of the Bank and subject to the receipt of requisite approvals, consents, permissions and/or sanctions, if any, from any other appropriate statutory / regulatory authorities and subject to such other conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory / regulatory authorities, while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Bank (“hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons”), the approval of the Members of the Bank be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or on competitive basis, of such part of issue and for such categories of persons as may be permitted), such number of Equity Shares, and/or Equity Shares through depository receipts, and/or securities convertible into Equity Shares at the option of the Bank and/ or the holders of such securities, and/or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities, in one or more tranches, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of

private offerings and/or preferential allotment and/or qualified institutions placement or any combination thereof, through issue of placement document or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers, in accordance with Chapter VI of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Bank or not (collectively called the “**Investors**”) as may be decided by the Board, in its sole and absolute discretion and permitted under applicable laws and regulations, in one or more tranches for an aggregate amount not exceeding **₹5,000 Crores (Rupees Five Thousand Crores Only)** or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) (the “**Offering**”) by offering the Securities at such time or times, at such price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board in its sole and absolute discretion including the discretion, to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of Equity Shares of face value of ₹10 each of the Bank considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its sole and absolute discretion may deem fit and appropriate.

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

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

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and receipt of requisite approvals, consents, permissions and/or sanctions, if any, from any other appropriate statutory / regulatory authorities and subject to such other conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory / regulatory authorities in granting such approvals or permissions, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent



market practices or as the Board may in its sole and absolute discretion deem fit, including but not limited to the terms and conditions, relating to premium on redemption at the option of the Bank and/or holders of any securities, or variation of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

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

foregoing resolutions be and are hereby approved, ratified and confirmed, in all respects.

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

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

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

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

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

Item No. 6:

To approve the appointment of M/s Mehta & Mehta, Company Secretaries as Secretarial Auditor of the Bank

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) as amended, from time to

time and subject to such other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India (**"SEBI"**) and the Stock Exchanges where the Equity Shares of the Bank are listed, M/s Mehta & Mehta, Company Secretaries, peer reviewed firm of Company Secretaries in Practice (Firm Registration Number P1996MH007500) be and are hereby appointed as the Secretarial Auditors of the Bank (**"Secretarial Auditor"**) for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Bank ("hereinafter referred to as the **"Board"**", which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons") and the Secretarial Auditors.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, 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. 7:

To approve the appointment of Mr. Nandkumar Saravade (DIN: 07601861) as an Independent Director of the Bank

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (**"Act"**), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), provisions of Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the guidelines and circulars issued by the Reserve Bank of India (**"RBI"**), in this regard, from time to time and any other applicable Laws, Rules and Acts [including any statutory modification(s),



amendment(s), variation(s) or re-enactment(s) thereof for the time being in force] and in consonance with the provisions of the Articles of Associations, and pursuant to the recommendation of Nomination and Remuneration Committee (“**NRC**”) and Board of Directors (“hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons”), **Mr. Nandkumar Saravade (DIN: 07601861)** who was appointed as an Additional Director (Non-Executive Independent) by the Board w.e.f. May 31, 2025 in terms of provisions of Section 161(1) of the Act and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director of the Bank and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing regulations be and is hereby appointed as an Independent Director of the Bank to hold office for a term of three (3) years i.e. up to May 30, 2028 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 be and is hereby authorised, 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 deliver on behalf of the Bank all deeds, documents, declarations, undertakings, clarification, submissions and other writings, as may be applicable to any authority and to do all such other acts and things as may be required in this regard.”

Item No. 8:

To approve the appointment of Mr. Jagajit Mangal Prasad (DIN: 11146660) as an Independent Director of the Bank

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies

Act, 2013 read with rules made thereunder (“**Act**”), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), provisions of Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the guidelines and circulars issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time and any other applicable Laws, Rules and Acts [including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force] and in consonance with the provisions of the Articles of Associations, and pursuant to the recommendation of Nomination and Remuneration Committee (“**NRC**”) and Board of Directors (“hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons”), **Mr. Jagajit Mangal Prasad (DIN: 11146660)** who was appointed as an Additional Director (Non-Executive Independent) by the Board w.e.f. July 01, 2025 in terms of provisions of Section 161(1) of the Act and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director of the Bank and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing regulations be and is hereby appointed as an Independent Director of the Bank to hold office for a term of three (3) years i.e., up to June 30, 2028 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 be and is hereby authorised, 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 deliver on behalf of the Bank all deeds, documents, declarations, undertakings, clarification, submissions and other writings, as may be applicable to any authority and to do all such other acts and things as may be required in this regard.”

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”) read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), setting out all the material facts relating to the Businesses as set out in Item No. 4 to 8 of this Notice, is annexed herewith.
2. The Ministry of Corporate Affairs (“**MCA**”), vide its Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued from time to time in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), the latest being Circular No. 09/2024 dated September 19, 2024, (“**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide its circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“**SEBI Circular**”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid MCA Circulars & SEBI Circulars, the AGM of the Bank will be held through VC and physical attendance of the Members to the AGM venue is not required. The registered office of the Bank shall be deemed to be the venue for the AGM.
3. Pursuant to the MCA Circulars and Regulation 44(4) of the Listing Regulations, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. Accordingly, the facility for appointment of proxy by the member will not be applicable and hence, the Proxy Form, Attendance Slips and Route map are not annexed to this Notice. However, the Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Bank has provided two-way facility of video conferencing (VC)/other audio-visual means (OAVM) and live webcast of the proceedings of the AGM shall be available on Friday, August 8, 2025 from 4 p.m. (IST) onwards at the <https://www.evoting.nsdl.com>. Members are requested to join the 30th AGM from 3.30 p.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Bank may close the window for joining the VC Facility, 30 minutes after the scheduled time to start the AGM. The Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under Section 103 of the Act. Please refer the detailed instructions for attending the AGM through VC covered under this Notice.
5. In line with the MCA Circulars, the Annual Report for the Financial Year 2024-25 and AGM Notice has been uploaded on the website of the Bank at www.aubank.in. The same can also be accessed on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (“**NSDL**”) (agency for providing the facility of conducting AGM through VC and Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. The physical copies of all the documents referred to in this Notice and the Statement setting out the material facts in respect of Item nos. 4 to 8 thereof, a certificate from Secretarial Auditor certifying that the employee stock option scheme of the Bank is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Statutory Registers will be made available at the Bank’s registered office for inspection during the normal business hours between 10:00 a.m. to 5:00 p.m. on working days up to the date of the AGM. Members having any queries, may please write to Company Secretary at investorrelations@aubank.in mentioning their name, Folio No./Client ID and DP ID. The same will be replied by the Bank suitably. Further, during the 30th AGM, members may access the required documents upon Log-in to NSDL e-Voting system at www.evoting.nsdl.com.
7. In case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

8. As per the provisions of Section 72 of the Act and SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Bank's website <https://www.aubank.in/investors/investor-services>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to the Bank in case the shares are held in physical form.
9. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 30th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID and mobile number, to reach the Bank's e-mail address at investorrelations@aubank.in from Friday August 1, 2025 to Tuesday, August 4, 2025. Such questions by the Members shall be taken up during the meeting and replied by the Bank suitably.
- Further, Members who would like to ask questions during the AGM with regards to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID and mobile number, to reach the Bank's e-mail address at investorrelations@aubank.in from from Friday, August 1, 2025 to Tuesday, August 4, 2025.
- Those Members who have registered themselves as a speaker shall only be allowed to speak/ask questions during the AGM, depending upon the availability of time.
10. In terms of the MCA Circulars & SEBI Circulars, the Annual report and AGM notice are being electronically sent to all the members of the Bank, whose name appear on the Register of Members/List of Beneficial Owners, as received from NSDL/Central Depository Services (India) Limited ("CDSL") on from Friday July 11, 2025 and who have registered their e-mail addresses with the Depositories/Depository Participants unless any member has requested for a physical copy of the same. A letter providing the web-link including the exact path, for accessing the Integrated Annual report will be sent to those members who have not registered their email address. It is however, clarified that all the persons who are members of the Bank as on Friday, August 1, 2025 (including those members who may not have received this Notice due to non - registration of their e-mail IDs) shall be entitled to vote in relation to the resolutions specified in this Notice.
11. Members are requested to address all correspondence, including dividend-related matters, to Registrar and Transfer Agent ("RTA") of the Bank i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), at their e-mail ID rnt.helpdesk@in.mpms.mufig.com or at their address C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West) Mumbai - 400 083, Maharashtra.
12. SEBI vide its notification dated SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (as amended) has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Bank's website <https://www.aubank.in/investor-grievance>.
13. Members wishing to claim unclaimed dividends are requested to correspond with the RTA of the Bank as mentioned above or the Company Secretary of the Bank. The Bank has uploaded the details of unclaimed dividend amounts lying with the Bank on the website of the Bank at <https://www.aubank.in/reports/disclosures>.
14. Members are requested to note that dividends, which are not claimed within seven years from the date of transfer to the Bank's Unpaid Dividend Account, will as per the provisions of Section 124 of the Act read with the rules made thereunder, be transferred to the Investor Education and Protection Fund. Further, pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"),

all shares in respect of which dividend has not been claimed for seven consecutive years shall also be transferred to the demat account of the Investor Education and Protection Fund authority (IEPF Authority). In view of this, Members are requested to claim their dividends from the Bank, within the stipulated timeline.

15. The Board at its meeting held on April 22, 2025, has recommended dividend of ₹1/- per equity share of face value of ₹10/- each for the financial year ended March 31, 2025, subject to approval of shareholders at the ensuing AGM.
16. The Bank has fixed, Friday, July 4, 2025 as the **“Record Date”** for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
17. The final dividend once approved at the AGM, will be paid on or before Saturday, September 6, 2025, by way of electronic mode to members who have updated their bank account details. In case of members who have not updated their bank account details, the Bank shall dispatch the Dividend Warrant/ Demand Draft

to such shareholder by post at their registered addresses. Pursuant to clause 19.2 of SEBI Master Circular for Registrars to an Issue and Share Transfer Agents, the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. To avoid delay in receiving dividend, we request members to update their KYC details including address with pin code, e-mail address, mandates, nominations, power of attorney, bank details covering name of the bank and branch details, bank account number, MICR code, IFSC code, etc. with their depository participants (where shares are held in dematerialised form) and with the Bank’s RTA (where shares are held in physical mode).

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

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

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

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

For Resident Individual shareholder: A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to Bank at investorrelations@aubank.in. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or inoperative PAN, the tax will be deducted at a higher rate prescribed under Section 206AA of the Income Tax Act, as applicable. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax.

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

The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 P.M. IST by or before Friday, July 25, 2025.

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

DETAILS OF E-VOTING AND JOINING AGM THROUGH VC:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)

and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars & SEBI Circulars the Bank is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

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

The remote e-voting period begins on Monday, August 4, 2025, at 9:00 a.m. (IST) and ends on Thursday, August 7 2025, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners, as received from NSDL/CDSL, as on the cut-off date i.e., Friday, August 1, 2025 may cast their vote electronically.

The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Bank as on the cut-off date, being Friday, August 1, 2025.

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

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

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

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.



Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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, 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.

- 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select EVEN (AU Small Finance Bank) of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join Meeting**".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
 5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the 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 or 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 Email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@aubank.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@aubank.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining**

virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link

placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning

their name, demat account number/ folio number, email id, mobile number at investorrelations@aubank.in. The same will be replied by the Bank suitably.

22. Any person, who acquires shares of the Bank and becomes member of the Bank after dispatch of the notice and holding shares as on the cut-off i.e., Friday, August 1, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.com or contact Bank's RTA.
23. The Scrutinizer shall after the conclusion of voting at the AGM, will submit consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting.
24. The results of voting will be declared and the same along with the Scrutinizer's Report will be published on the website of the Bank (www.aubank.in) and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within two working days from the conclusion of the AGM.

Place: Jaipur
Date: June 28, 2025

Registered Office:

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

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

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

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

The following Statement sets out all material facts relating to the Special Businesses as set out in Item no(s). 4 to 8 mentioned in the above Notice:

Item no. 4:

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

In view of the above requirement, the members of the Bank at the last AGM held on July 26, 2024 had approved the borrowing/raising of funds by issue of non-convertible debt securities on private placement basis in pursuance of the relevant provisions of the applicable laws and circulars or guidelines issued by the RBI, upto an amount not exceeding ₹6,000 crores (Rupees Six Thousand Crores Only), during a period of one year from the date of passing of the special resolution in one or more tranches. During the FY2024-25, the Bank issued Unsecured, Rated, Listed, Redeemable, Subordinated, Non-Convertible Lower Tier II Bonds in the nature of Non-Convertible Debentures, with face value of ₹ 1,00,000/- each, categorized as Tier II Capital for an amount aggregating to ₹770 crores on a private placement basis.

Considering the consistent growth in business & operations and after assessing existing and future projections of the Bank and to facilitate the Bank to evaluate a potential fund raising at an appropriate time in one or more tranches in Indian as well as overseas market by issue of non-convertible debt securities, the Board of Directors of the Bank at its meeting held on June 28, 2025 has recommended to obtain the consent of the members of the Bank for borrowing/ raising funds in Indian currency/ foreign currency by issue of non- convertible debt securities including

but not limited to long-term bonds, perpetual debt instruments, Tier I/Tier II Capital Bonds, Social Bonds, Sustainability Bonds, sustainability-linked bonds, Green Bonds or such other debt securities as may be permitted under RBI guidelines from time to time in domestic and/ or overseas market, in one or more tranches and/or series as per the structure and within the limits permitted by the RBI and other regulatory authorities to eligible investors of an amount not exceeding ₹6,000 crores (Rupees Six Thousand Crores Only) on a private placement basis during a period of one year from the date of passing of this special resolution.

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

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

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

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

Item no. 5:

The members of the Bank at the last AGM held on July 26, 2024 have approved raising of funds through Qualified Institutions Placement/ preferential allotment or such other permissible mode or combinations thereof under Section 23, 41, 42 and 62(1)(c) of the Act upto an amount of ₹5,000 crores (Rupees Five Thousand Crores Only). During FY2024-25, the Bank successfully raised ₹770 crore through Tier-II debt instruments, reflecting its ability to navigate a challenging macroeconomic environment characterized by tight liquidity and elevated interest rates. This strengthened the Bank’s regulatory capital position and supported its growth objectives. However, due to prevailing market environment, valuation sensitivities across the private

banking sector, the Bank has not raised any capital through equity issuance during the FY 2024-25.

Aligned to its long-term strategic vision, the Bank has consistently focused on building a sustainable and resilient Banking institution. Over the past eight years, it has raised equity capital through preferential allotments and qualified institutional placements, supporting business expansion, consistent growth, and continued investment in technology and infrastructure.

As of March 31, 2025, the Bank's Capital to Risk Weighted Assets Ratio (CRAR) and Tier I capital ratio stood at 20.06% and 18.14% which was well above the regulatory minimum of 15.00% and 7.50% respectively. The Bank's capital management strategy has always centered on maintaining strong capitalization to support business growth, meet regulatory requirements prescribed by the Reserve Bank of India, and invest in advanced systems and processes. Adequate capital is critical to ensure the Bank's agility and competitiveness, while mitigating risks associated with constrained asset growth, outdated infrastructure, and regulatory non-compliance.

To further strengthen the Bank's ability to manage unforeseen contingencies, support future growth aspirations, capitalize on emerging opportunities in a growing economy, and ensure continued regulatory compliance, it is imperative that the Bank remains well-capitalized by augmenting its Tier I capital base. Accordingly, the Bank seeks an enabling resolution from shareholders to raise additional equity capital up to ₹5,000 Crores (Rupees Five Thousand Crores Only), as and when required, to support the Bank's strategic objectives and for long-term value creation.

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

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

The Special Resolution as set out in Item No. 5 of this Notice is an enabling resolution to raise equity capital by way of a private placement, including by way of a QIP in accordance with Chapter VI of the SEBI ICDR Regulations and therefore, under this proposal, Bank seeks to confer upon the Board or a duly authorised Committee thereof, the sole and absolute discretion to determine the terms and conditions of the said issue of securities, including the exact price, proportion and timing of such issue, mode of offer based on an analysis of market conditions and the specific requirements in accordance with the relevant provisions of the Act, the SEBI ICDR Regulations and any other applicable laws.

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

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

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

Item No. 6

Pursuant to the amended provisions of Regulation 24A of the Listing Regulations and provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on June 27, 2025 and June 28, 2025 have approved and recommended the appointment of M/s Mehta & Mehta, Company Secretaries, Peer Reviewed Firm (Peer review No. P1996MH007500), as Secretarial Auditors of the Bank on following terms and conditions:

- a) **Term of appointment:** For 5 (Five) consecutive years from years commencing from FY 2025-26 till FY 2029-30.
- b) **Proposed Fees:** 3,60,000 (Rupees three lakhs sixty thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for the Financial Year ending March 31, 2026 and for subsequent year(s) of



their term, such fee as determined by the Board, on recommendation of the Audit Committee in discussion with the Secretarial Auditors. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the audit firm, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as mentioned above.

- c) **Credentials:** M/s Mehta & Mehta, Company Secretaries Peer Reviewed Firm (Peer review No. P1996MH007500) ('Secretarial Audit Firm'), established in the year 1996, is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 25+ years in providing various corporate law services.
- d) **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

M/s Mehta & Mehta, Company Secretaries, has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations.

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

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

Item No. 7

In compliance with Section 10A(2) of the Banking Regulation Act, 1949 and relevant notifications issued by the Reserve Bank of India, the Board has reviewed the current composition and future requirements of the Board. Considering the Bank's growth trajectory and the scheduled completion of tenure of three Independent Directors during FY 2025-26, the Board believes it is prudent to

gradually expand its composition by inducting senior professionals with specialized expertise in areas such as Risk Management, Treasury, Banking, Information Technology & Cybersecurity, Digital Banking, Human Resources, Agriculture and Rural Economy, International Banking, Banking & Credit Oversight, Small Scale Industry, and Co-operative Banking.

This reflects the proactive succession planning and the Bank's commitment to maintaining a diverse, skilled, and strategically aligned Board that can effectively guide the institution through its next phase of growth and transformation.

In view of the above background and requirements, the NRC evaluated several profiles of senior professionals having special knowledge or practical experience in the areas of Information technology and cybersecurity. Post carrying out the fit & proper assessment as per detailed process laid down, the NRC found the candidature of Mr. Nandkumar Saravade (DIN: 07601861) suitable and recommended his appointment as an Additional Director (Non-Executive Independent) to the Board.

Mr. Nandkumar Saravade is a seasoned IT strategy advisor and experienced Board member, with over 36 years of diverse experiences spanning law enforcement, banking, cybersecurity, fraud risk management, and technology leadership. He holds a master's degree from the Indian Institute of Technology, Bombay, and is widely recognized for his contributions to digital governance and cyber risk management.

Based on the NRC's recommendation and its 'fit and proper' assessment, the Board at its meeting held on April 22, 2025, appointed Mr. Nandkumar Saravade as an Additional Director (Non-Executive Independent) for a term of three (3) years, effective from May 31, 2025, to May 30, 2028, subject to the approval of the shareholders.

The Bank has also received declarations from Mr. Nandkumar Saravade that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of Listing Regulations and in respect of his appointment a notice of candidature under section 160 of the Act has been received. The Board has reviewed and affirmed the veracity of the declaration of independence as provided by him and considered his experience in Information Technology (IT), Cyber Security and Banking and recommended his appointment to the members for the period of three (3) years.

He is not disqualified/debarred from being appointed as Independent Directors in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India (“SEBI”), Reserve Bank 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 for his appointment as prescribed under the relevant provisions of the Act and rules made thereunder, the Listing Regulations the Banking Regulation Act, 1949 (“BR Act”) and other guidelines issued by the RBI, from time to time and he is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. Nandkumar Saravade himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at Item No. 7.

His brief profile and other additional information 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.

The Board recommends passing of Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

In compliance with Section 10A (2) of the Banking Regulation Act, 1949 and relevant notifications issued by the Reserve Bank of India, the Board of Directors (“Board”) has reviewed the current composition and future requirements of the Board. Considering the Bank’s growth trajectory and the scheduled completion of tenure of three Independent Directors during FY 2025–26, the Board believes it is prudent to gradually expand its composition by inducting senior professionals with specialized expertise in areas such as Risk Management, Treasury, Banking, Information Technology & Cybersecurity, Digital Banking, Human Resources, Agriculture and Rural Economy, International Banking, Banking & Credit Oversight, Small Scale Industry, and Co-operative Banking.

In view of the above background and requirements, the Nomination and Remuneration Committee (NRC) evaluated several profiles of senior professionals having special knowledge or practical experience in the area of Human Resource (HR). His fit & proper assessment as per detailed process laid down was carried out and the NRC found the candidature of Mr. Jagajit Mangal Prasad (“Mr. J M Prasad”)

(DIN: 11146660) suitable and recommended his appointment as an Additional Director (Non-Executive Independent) to the Board.

Mr. J M Prasad is a highly experienced Human Resources professional with over 3 decades of senior leadership experience. His extensive career includes 16 years of dedicated service in the banking and insurance sector.

He specializes in designing and deploying HR strategies, as well as leading change management interventions across diverse organizations, encompassing large enterprises, multinational corporations, and promoter-led businesses.

Based on the NRC’s recommendation and its ‘fit and proper’ assessment, the Board at its meeting held on June 28, 2025, appointed Mr. J M Prasad as an Additional Director (Non-Executive Independent) for a term of three (3) years, effective from July 01, 2025, to June 30, 2028, subject to the approval of the shareholders.

The Bank has also received declarations from Mr. J M Prasad that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulation and in respect of his appointment a notice of candidature under section 160 of the Act has been received. The Board has reviewed and affirmed the veracity of the declaration of independence as provided by him and considered his experience in the areas of Human Resources, Banking and Business Management and recommended his appointment to the members for the period of three (3) years.

He is not disqualified/debarred from being appointed as Independent Directors in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India (“SEBI”), Reserve Bank 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 for his appointment as prescribed under the relevant provisions of the Act and rules made thereunder, Listing Regulations the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time and he is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. J M Prasad himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at Item No. 8.



His brief profile and other additional information 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.

The Board recommends passing of Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Place: Jaipur
Date: June 28, 2025

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

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

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

Annexure

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED/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. Uttam Tibrewal (DIN: 01024940)	Mr. Nandkumar Saravade (DIN: 07601861)	Mr. Jagajit Mangal Prasad (DIN: 11146660)
Age	54 years	63 Years	64 Years
Date of first appointment on Board	January 22, 2005	May 31, 2025	July 1, 2025
Qualification	B. Com.	<ul style="list-style-type: none"> Bachelor's degree in engineering from Government College of Engineering, Aurangabad Masters' degree from Indian Institute of Technology, Bombay 	<ul style="list-style-type: none"> Honours Diploma in Personnel Management and Industrial Relations from XLRI, Jamshedpur Post Graduate degree in Mass Communications from XIC, Mumbai Bachelor of Commerce (B.Com.) from R.A. Podar College of Commerce and Economics
Brief Resume including experience	<p>Mr. Uttam Tibrewal is a commerce graduate from the University of Delhi. He has around 29 years of experience in Financial Service sector with rich experience in the field of Agriculture & Rural Economy, Finance, Small Scale Industry, Accountancy, Banking, Risk and Business Management. His deep operational knowledge and broad strategic insight helped in building and scaling the retail business. He among others is responsible for supervisory functions and departments viz. Wheels, Home Loans, Branch Banking and Digital Banking. His ability to pulse the customer expectation sets him apart. He has led from front and over the years ensured that simplification of processes and customer centricity is kept as organizational priority for success and sustainability in the long run.</p>	<p>Mr. Nandkumar Saravade is a seasoned IT strategy advisor and Board member with over 36 years of rich experience across law enforcement, banking, cybersecurity, fraud risk management and technology management.</p> <p>He handled leadership positions at Reserve Bank Information Technology Private Limited (ReBIT) and at Data Security Council of India (DSCI). He also served on the Malegam Committee on NPAs and Bank frauds. In past, he chaired Protean InfoSec and Protean Account Aggregator.</p> <p>He also held senior roles at Citibank India and ICICI Bank, specializing in fraud risk management, regulatory compliance, and financial crime prevention. His earlier career in law enforcement included a distinguished tenure in the Indian Police Service (IPS) from the 1987 batch, where he also worked with the CBI on economic crimes and anti-corruption enforcement.</p>	<p>Mr. Jagajit Mangal Prasad is a seasoned Human Resources professional with over 3 decades of leadership experience, including 16 years in the banking and insurance sectors. He has a proven track record in formulating and executing human capital strategies, leading organizational transformation, and managing change across diverse business environments, including multinational corporations, large enterprises, and promoter-led organizations.</p> <p>Mr. Prasad holds an Honours Diploma in Personnel Management and Industrial Relations from XLRI, Jamshedpur, a Postgraduate degree in Mass Communications from XIC, Mumbai, and a Bachelor of Commerce degree from R.A. Podar College of Commerce and Economics.</p> <p>He served as the Chief of Human Resources at ING Vysya Bank and Group Head – Human Resources at Kotak Mahindra Life Insurance Company Limited. Prior to his tenure in the banking sector, he held senior HR leadership roles at Tata Elxsi and Subex Ltd.</p>
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> Accountancy Agriculture and Rural Economy Banking Economics Finance Small Scale Industry Risk Management Business Management 	<ul style="list-style-type: none"> Banking, Cybersecurity, IT and Fraud Risk Management. 	<ul style="list-style-type: none"> Human Resources, Banking and Business Management



Particulars	Mr. Uttam Tibrewal (DIN: 01024940)	Mr. Nandkumar Saravade (DIN: 07601861)	Mr. Jagajit Mangal Prasad (DIN: 11146660)
Other Directorship	None	<ul style="list-style-type: none"> Jio Black Rock Asset Management Private Limited - Director BSE Limited - Nominee Director (Public Interest Director) 	None
Name of listed entities from which the person has resigned in the past three years	None	None	None
Chairmanship / Membership of Committee(s) in other companies in which position of Director is held#	None	<ul style="list-style-type: none"> Member of Audit committee of Jio BlackRock Asset Management Private Limited Member of Stakeholder Relationship of BSE Limited 	None
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Bank	Liable to retire by rotation and other existing terms and conditions as approved by shareholders and as stipulated by RBI.	None	None
No. of equity shares held in the Bank	1,38,47,808	Nil	Nil
No. of Board meetings attended during the year (FY2024-25)	11/11	Not Applicable	Not Applicable
Terms and conditions of appointment or re-appointment	Liable to retire by rotation and other existing terms and conditions as approved by shareholders and as stipulated by RBI.	For a term of 3 years w.e.f. May 31, 2025, subject to approval of shareholders and not liable to retire by rotation.	For a term of 3 years w.e.f. July 01, 2025, subject to approval of shareholders and not liable to retire by rotation.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Please refer explanatory statement for item no. 7.	Please refer explanatory statement for item no. 8.
Remuneration last drawn	Rs. 2.9 Crores	Not Applicable	Not Applicable
Remuneration sought to be paid	As may be approved by Board of Directors on the recommendation of Nomination and Remuneration Committee, subject to approval of Shareholders and RBI.	He is entitled to a compensation (Fixed Remuneration) not exceeding ₹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 ₹90,000 for each Board Meeting attended & ₹ 55,000 for each Committee Meeting attended as a member.	He is entitled to a compensation (Fixed Remuneration) not exceeding ₹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 ₹90,000 for each Board Meeting attended & ₹ 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.

Place: Jaipur
Date: June 28, 2025

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

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

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

