AU SMALL FINANCE BANK LIMITED

CIN: L36911RJ1996PLC011381
Registered Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur – 302001, Rajasthan, India
Corporate Office: 5th Floor, E-Wing, Kanakia Zillion, Junction of CST Road and LBS Road, Kurla (West), Mumbai – 400 070, Maharashtra, India
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Notice of Annual General Meeting

Notice is hereby given that the thirty-first (31st) Annual General Meeting ('AGM') of the Members of AU Small Finance Bank Limited ('the Bank') will be held on Saturday, September 5, 2026 at 03:00 p.m. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business:

Ordinary Business

Item No. 1:

To adopt the Audited Financial Statements of the Bank for the Financial Year ended on March 31, 2026, and the reports of the Board of Directors and the Auditors thereon

Item No. 2:

To declare dividend of ₹1 per equity share of ₹10 each for the FY 2025-26

Item No. 3:

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

Special Business

Item No. 4:

To approve remuneration of Mr. Sanjay Agarwal (DIN: 00009526), Managing Director & CEO 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 Sections 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the 'RBI') in this regard, from time to time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions as may be required and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and in consonance with the provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') and Board of Directors of the Bank ("hereinafter referred to as the 'Board' which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution"), approval of the members of the Bank be and is hereby accorded for payment of remuneration to Mr. Sanjay Agarwal (DIN:00009526), Managing Director & CEO, as detailed below with effect from April 01, 2026 and the same shall continue till any further revision, on the terms and conditions as may be approved by RBI:

Fixed Pay w.e.f. April 01, 2026:

Particulars	Amount in (₹ Per annum)
Salary	1,35,39,611
Allowances	2,03,00,336
Total Salary & Allowances (A)	3,38,39,947
(a) Provident Fund	23,400
(b) Gratuity	6,50,973
Total Retiral/Superannuation benefits (B)	6,74,373
Perquisites and other benefits(C)	36,85,761
Total Fixed Pay (A+B+C)	3,82,00,081

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

Variable Pay for FY 2025-26: Upto 100% of total Fixed pay of FY 2025-26 (i.e. ₹ 3,31,58,821) in view of his performance review for said financial year by NRC and Board of Directors and subject to approval of RBI in this regard.

RESOLVED FURTHER THAT pursuant to Chapter IX – Remuneration of NEDs, WTDs, MD&CEO, Material Risk Takers, and Control Function staff of the Reserve Bank of India (Small Finance Banks – Governance) Directions, 2025, as amended from time to time, the Board be and is hereby authorised to make suitable adjustments, if any, in components of Fixed Pay while keeping the overall remuneration within limits given hereinabove in compliance of RBI circular and in compliance of changes that the RBI may instruct in this regard.

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

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, including but not limited to making correspondences with RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, and to delegate all or any of its powers herein conferred to any Committee/Director(s)/ Officer(s) of the Bank."

Item No. 5:

To approve variable pay of Mr. Uttam Tibrewal (DIN: 01024940), erstwhile Whole Time Director and Deputy CEO (Currently designated as Deputy CEO) of the Bank for the Financial Year 2025-26

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

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the 'RBI') in this regard, from time to time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions as may be required and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and in consonance with the provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') and Board of Directors of the Bank ("hereinafter referred to as the 'Board' which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution"), approval of the members of the Bank be and is hereby accorded for payment of up to 115% of total Fixed pay of FY 2025-26 (i.e. ₹ 3,30,59,200) as variable pay for FY 2025-26 to Mr. Uttam Tibrewal (DIN:01024940), erstwhile Whole Time Director & Deputy CEO (Currently designated as Deputy CEO), in view of his performance review for said financial year by NRC and Board of Directors and subject to approval of RBI in this regard.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, including but not limited to making correspondences with RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, and to delegate all or any of its powers herein conferred to any Committee/Director(s)/ Officer(s) of the Bank."

Item No. 6:

To approve enhancement of borrowing limit of the Bank up to ₹30,000 Crore under Section 180(1)(c) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Bank at the Annual General Meeting held on July 26, 2019 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per the applicable provisions of Banking Regulation Act, 1949 and rules, guidelines and circulars issued by the Reserve Bank of India ('RBI') from time to time and the relevant provisions of the Memorandum and Articles of Association of the Bank, the approval of the Members of the Bank be and is hereby accorded to 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) to borrow for the purpose of business of the Bank, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time [apart from (i) temporary loans obtained from the Bank's bankers in the ordinary course of business and (ii) acceptance of deposits of money from public repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise and/or temporary loans obtained in the ordinary course of business from banks, whether in India or outside India] will exceed the aggregate of the paid-up capital of the Bank, its free reserves and securities premium, provided that the total amount so borrowed including the money already borrowed and the money to be borrowed by the Board in any manner permissible at any time shall not exceed **₹30,000 Crore (Rupees Thirty Thousand Crore).**

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 sign and 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."

Item No. 7:

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

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 180 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder ('Act'), applicable regulations of the Securities and Exchange Board of India (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 Crore (Rupees Six Thousand Crore Only)**, out of which ₹2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) may be raised through Tier II Capital Bonds, 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. 8:

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, the Master Direction – Reserve Bank of India (Small Finance Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025, as amended, and the rules, guidelines, circulars and other directions 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('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 ('QIP') or any combination thereof, through issue of placement document or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ('QIB'), 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 Indian, 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 **₹7,500 Crore (Rupees Seven Thousand Five Hundred Crore Only)** or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) (the 'Offering') by offering the Securities at such time or times, at such price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its sole and absolute discretion including the discretion, to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of equity shares of 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 QIP, under Chapter VI of the SEBI ICDR Regulations (the 'Eligible Securities'):

a. The issue 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 per cent (5%) or such other discount as may be permitted to the 'floor price' as may be determined in accordance with the pricing formula prescribed under Chapter VI of the SEBI ICDR Regulations.

c. The Relevant Date for determination of the price of the equity shares shall be the date of the meeting at which the Board decides to open the proposed QIP in terms of the provisions of the Act, the SEBI ICDR Regulations and other applicable laws, rules, regulations.

d. In case convertible securities are issued to 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 RBI.

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 year from the date of its allotment, except on the recognised Stock Exchange(s).

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

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

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

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

Documents and the Ancillary Documents and further to do all such other acts, deeds, matters and things, mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

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

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

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

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('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. 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 Directors being re-appointed/whose remuneration is being revised, is furnished as an Annexure to the Notice.

2. The Ministry of Corporate Affairs ('MCA'), vide its Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2024 dated September 19, 2024, 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. 03/2025 dated September 22, 2025 ('MCA Circulars') and Listing Regulations 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, 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 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 Saturday, September 5, 2026 from 3:00 p.m. (IST) onwards at the https://www.evoting.nsdl.com/. **Members are requested to join the 31st AGM from 2:30 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 2025-26 and AGM Notice has been uploaded on the website of the Bank at www.au.bank.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 statutory registers maintained under the Act, and all other documents referred to in this Notice and the Statement setting out the material facts in respect of Item Nos. 4 to 8 thereof, will be available for inspection in electronic mode. A certificate from the 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, will be available for inspection by the Members in electronic mode during the AGM. Members seeking to inspect such documents are requested to write to the Bank by sending an e-mail to investorrelations@aubank.in. Members having any queries, may please write to the Company Secretary at investorrelations@aubank.in mentioning their name, Folio No./Client ID and DP ID. The same will be replied to by the Bank suitably.

7. In case of joint holders attending the meeting, only such joint holders 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. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, 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.au.bank.in/reports/disclosures. 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 31st 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 Saturday, August 29, 2026 to Tuesday, September 1, 2026. Such questions by the Members shall be taken up during the meeting and replied to by the Bank suitably.

   Further, Members who would like to ask questions during the AGM with regard 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 Saturday, August 29, 2026 to Tuesday, September 1, 2026. 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, the Annual Report and AGM Notice are being electronically sent to all the Members of the Bank, whose names appear on the Register of Members/List of Beneficial Owners, as received from NSDL/Central Depository Services (India) Limited ('CDSL') on Friday, August 7, 2026 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 weblink, 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 Saturday, August 29, 2026 (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 investor.helpdesk@in.mpms.mufg.com or at their address: C-101, Embassy 247, LBS Marg, Vikhroli West, Mumbai 400 083, Maharashtra.

12. SEBI vide Master Circular for Online Dispute Resolution 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 the SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login. This can also be accessed through the Bank's website https://www.au.bank.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://sr.au.bank.in/unclaimed-dividend.

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 27, 2026, recommended a dividend of ₹1 per equity share of face value of ₹10 each for the financial year ended March 31, 2026, subject to approval of shareholders at the ensuing AGM.

16. The Bank has fixed **Friday, July 31, 2026** as the **'Record Date'** for determining entitlement of members to final dividend for the financial year ended March 31, 2026, if approved at the AGM.

17. The final dividend once approved at the AGM, will be paid on or before Sunday, October 4, 2026 by way of electronic mode to members who have updated their bank account details. Pursuant to clause 20 of SEBI Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026, the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz. (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) 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).

    The 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.	
	• 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
	• Update of signature of securities holder	Form ISR-1/ISR-2 (As applicable)
	• Form for requesting issue of Duplicate Certificate and other service requests for shares/debentures/bonds, etc., held in physical form	Form ISR-4
	• Form for Transmission request	Form ISR-5

Type of holding	Process to be followed*
	• The forms for updating the above details are available at https://www.au.bank.in/reports/disclosures
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. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026.*

18. Pursuant to 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 1, 2020 and the Bank is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.

    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. 121 (earlier Form No. 15G/15H), to avail the benefit of non-deduction of tax at source by e-mail to the 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 397(2) 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 41 (earlier Form No. 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 the 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, August 21, 2026.

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.

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 the Listing Regulations, and the MCA 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 Tuesday, September 1, 2026, at 9:00 a.m.(IST) and ends on Friday, September 4, 2026 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., Saturday, August 29, 2026,** 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 Saturday, August 29, 2026.

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 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, Practising Company Secretary (Membership No. FCS: 3355) as Scrutiniser and failing him, CS Priyanka Agarwal, Practising 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 the e-voting facility.

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

Type of holding	Login Method
Individual shareholders holding securities in demat mode with NSDL	1. 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 the NSDL Depository site wherein you can see the e-voting page. Click on Company name or e-voting service provider, i.e., NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meetings and voting during the meeting. 2. Existing IDeAS users 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 the e-voting page. Click on Company name or e-voting service provider, i.e., NSDL, and you will be re-directed to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting. 3. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. 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 the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your 16-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 the NSDL Depository site wherein you can see the e-voting page. Click on the Company name or e-voting service provider, i.e., NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting. 5. Shareholders/Members can also download the NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for a seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of holding	Login Method
Individual shareholders holding securities in demat mode with CDSL	1. 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 who log in to Easi/Easiest are requested to visit the CDSL website, www.cdslindia.com, and click on 'Login' icon and 'New System Myeasi' tab, and then use their existing My Easi username and password. 2. After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining the virtual meeting and voting during the meeting. Additionally, there are 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. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com. Click on 'Login' and 'New System Myeasi Tab' and then click on the 'Registration' option. 4. Alternatively, the user can directly access e-voting page by providing the Demat Account Number and PAN No. from an e-voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered mobile and email as recorded in the demat account. After successful authentication, users will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their Depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see the e-voting option. Click on the 'e-voting option', you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the 'e-voting' feature. Click on the Company name or e-voting service provider, i.e., NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting.

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

Helpdesk for Individual shareholders holding securities in demat mode for any technical issues related to login through the 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 the 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 the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login', which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your user ID, your password/OTP and a verification code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your user ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your user ID is:
a. For Members who hold shares in a 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 the 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:
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 the '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 the General Meeting on the NSDL e-voting system

How to cast your vote electronically and join the General Meeting on the 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 the Company to cast your vote during the remote e-voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link under 'Join Meeting'.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the 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 a 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 a 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 the '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 to the Frequently Asked Questions (FAQs) for shareholders and the 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. Prajakta Pawle, Deputy Manager 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 the abovementioned documents.
4. In terms of the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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 the 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. Members 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 the link of 'VC/OAVM' placed under the 'Join Meeting' menu against the Company name. You are requested to click on the VC/OAVM link placed under the 'Join Meeting' menu. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of the Company will be displayed. Please note that 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 a better experience.
3. Further, Members will be required to allow cameras 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 via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use a 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 Company suitably.

21. 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., Saturday, August 29, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com or contact Bank's RTA.

22. The Scrutiniser shall, after conclusion of voting at the AGM, will submit the consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting.

23. The results of voting will be declared and the same along with the Scrutiniser's Report will be published on the website of the Bank www.au.bank.in and the website of NSDL www.evoting.nsdl.com immediately after the declaration of results by the Chairman and the same will also be communicated to BSE Limited and National Stock Exchange of India Ltd. within two working days from the conclusion of the AGM.

Place: Mumbai
Date: July 25, 2026

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.au.bank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No: F9999

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

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

Item No. 4:

Mr. Sanjay Agarwal is the Founder, MD & CEO of AU Small Finance Bank. A first-generation entrepreneur and a merit-ranking Chartered Accountant, Mr. Agarwal brings over three decades of strategic leadership and executive experience to the financial sector. He is a commerce graduate and all-India Rank Holder Chartered Accountant with commendable and extensive experience in the areas of Accountancy, Agriculture & Rural Economy, Banking, Economics, Finance & Treasury, Small Scale Industry, Human Resource, Risk Management, and Business Management.

Mr. Sanjay Agarwal has played a pivotal role in driving the Bank's growth, strengthening its business franchise, and enhancing its market position through his strategic leadership and deep understanding of the banking sector. Under his stewardship, the Bank has continued to focus on sustainable growth, customer-centric innovation, operational excellence, and prudent risk management.

He has been instrumental in fostering a performance led culture, strengthening governance standards, and ensuring transparency and accountability across the organisation. His commitment to sound corporate governance, stakeholder engagement, regulatory compliance, and sustainable value creation has contributed significantly to the Bank's reputation and long-term success. His leadership continues to support the Bank's strategic objectives, organisational resilience, and future readiness in a dynamic operating environment. In Feb 2026, he was also conferred the Special Jury Award for Individual Excellence at the Business Today KPMG India's Best Banks Awards as the 'Business Transformation Leader of the Year (Private and SFBs)'.

During FY 2025-26, under the strategic leadership of Mr. Sanjay Agarwal, Founder, MD & CEO, the Bank achieved significant financial, operational and institutional milestones. Most notably, the Bank received the Reserve Bank of India's in-principle approval for transition from a Small Finance Bank to a Universal Bank, marking a defining milestone in its three decade institutional journey.

The Bank delivered a strong financial performance under his leadership, reporting a Profit After Tax of ₹2,641 crore, with Return on Assets improving to 1.6% and Return on Equity at 14.2%. The Bank's balance sheet crossed ₹1.9 lakh crore, gross loans grew by 21%, and deposits increased by 23%, including a 20% growth in CASA deposits. Stable deposits constituted 79% of the total deposit base, while the cost of funds declined from 7.07% to 6.75%. The Bank maintained prudent asset quality, with net NPA remaining stable at 0.74% and credit costs moderating to 96 basis points of average assets. The Bank also continued to invest in productivity, organisational simplification and automation, contributing to an improvement in its cost-to-assets ratio, excluding CGFMU guarantee cost, from 4.4% in FY 2023-24 to 4.1% in FY 2025-26. The Bank also remained committed to financial inclusion and responsible growth, with nearly one-third of its branches located in unbanked rural centres.

The Bank made substantial progress in its technology and digital transformation agenda. It launched a proprietary Agentic AI platform, developed a unified enterprise data platform and advanced the deployment of AI across underwriting, fraud management, anti-money laundering, collections and customer servicing. The successful migration of the erstwhile Fincare Small Finance Bank's Core Banking System onto the Bank's technology platform was a major integration milestone, enabling the combined institution to operate on a common technology backbone.

Under the leadership of MD & CEO, the Bank undertook significant initiatives during FY 2025-26 to strengthen its leadership architecture, succession pipeline and governance framework. These initiatives included continued investment in leadership development, succession planning and the onboarding of specialist talent. The Board was also strengthened through the induction of three Independent Directors and the appointment of Mr. Vivek Tripathi, Chief Credit Officer, as an Executive Director. Collectively, these initiatives have enhanced leadership depth, reinforced credit and risk oversight, strengthened institutional accountability, and positioned the Bank to effectively navigate its next phase of growth and manage the increasing scale of its operations.

Based on the evaluation of performance across quantitative and qualitative parameters, and considering his key achievements during FY 2025–26, the Bank's growing scale of operations and higher responsibilities, the Board, at its meeting held on July 25, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the variable pay for FY 2025–26 and the revision in the fixed pay of Mr. Sanjay Agarwal, MD & CEO, with effect from April 1, 2026, subject to approval of the RBI and the members of the Bank.

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

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. Sanjay Agarwal himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at Item No. 4.

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 Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

Mr. Uttam Tibrewal former Whole Time Director and Deputy CEO (Currently designated as Deputy CEO) completed his term on the Board of the Bank on April 18, 2026 after completing 9 years as a Whole Time Director of the Bank.

In accordance with the Reserve Bank of India (Small Finance Banks - Governance) Directions, 2025, the maximum permissible tenure for a Whole Time Director is fifteen years. With a view to maintaining regulatory flexibility for future organizational requirements and preserving eligibility for any future appointment to the Board, the Board had approved that Mr. Tibrewal would conclude his then current term as Whole Time Director upon its expiry on April 18, 2026. After conclusion of his term as Whole Time Director, he continues to serve as Deputy CEO of the Bank and remains responsible for leading key business verticals, including Retail Assets and Liabilities.

He continues to play a pivotal role in driving business growth, strengthening customer relationships and supporting the Bank's expansion across newer geographies. Distinguished by his ability to accurately evaluate customer expectations, he has continuously focused on the simplification of processes and customer-centricity as foundational pillars for the organization's long-term success and sustainability.

He is a commerce graduate from the University of Delhi. He brings around 3 decades of distinguished experience in the financial services sector, marked by strategic leadership and deep domain expertise. His foresight and executional excellence have been instrumental in architecting and scaling the Bank's retail and branch banking operations. He has played a significant role in strengthening the Bank's resilient, relationship-led and customer-centric retail franchise through prudent risk management, disciplined underwriting, expansion of urban banking, and adoption of technology and artificial intelligence.

Under his leadership, the Bank deepened its focus on relationship-led banking by enhancing household relationships, driving customer acquisition, and expanding opportunities across its product suite. The Bank also witnessed encouraging improvement in its microfinance (MFI), supported by better collection efficiencies and disciplined underwriting practices. Further, the refreshed brand campaign, "Soch Badlo, aur Bank Bhi," reinforced the Bank's positioning as a modern, customer-centric retail banking franchise and supported its efforts to broaden customer appeal.

During the FY 2025-26, under his leadership and guidance, the Bank significantly strengthened its retail banking franchise across deposits, secured lending, distribution, customer engagement and technology-enabled operations. Deposits grew by 23% year-on-year to ~₹1.52 lakh crore and the cost of funds declined by 32 basis points to 6.75%. The Bank added 334 net touchpoints, including 78 new liability branches, taking its network to 2,790 touchpoints, while the distribution presence of its Wheels, Mortgages and Gold Loan businesses nearly doubled over the preceding two years to more than 900 touchpoints for each business.

Based on the evaluation of performance across quantitative and qualitative parameters, and considering his key achievements for FY 2025–26, enhanced responsibilities and contribution towards strengthening the retail banking franchise, the Board, at its meeting held on July 25, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the variable pay for FY 2025–26 for Mr. Uttam Tibrewal, erstwhile WTD & Deputy CEO of the Bank (Currently designated as Deputy CEO), subject to approval of the RBI and the members of the Bank.

Mr. Uttam Tibrewal served as the Whole Time Director and Deputy CEO of the Bank during FY 2025-26 and completed his tenure as Whole Time Director on April 18, 2026. The variable pay proposed herein relates to his performance during FY 2025-26 while serving in the capacity of Whole Time Director and Deputy CEO. Hence, approval of the members is being sought for payment of the said variable pay for FY 2025-26.

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

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. Uttam Tibrewal himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at Item No. 5.

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 Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors is permitted to borrow monies in excess of the aggregate of the Bank's paid-up share capital, free reserves and securities premium only with the approval of the Members by way of a Special Resolution, excluding (i) temporary loans obtained from the Bank's bankers in the ordinary course of business and (ii) acceptances, in the ordinary course of business, of deposits of money from public repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise. The total amount so borrowed including the money already borrowed and the money to be borrowed by the Board at any time, in any manner permissible, shall not exceed the limit approved by the members.

At the Annual General Meeting held on July 26, 2019, Members approved an overall borrowing limit of ₹22,000 Crore, considering the Bank's scale of operations and balance sheet size of ₹32,623 Crore as on March 31, 2019. Subsequently, the Bank has witnessed significant growth in its business and scale of operations. As on March 31, 2026, the Bank's balance sheet size has increased to ₹1,91,797 Crore, with a capital adequacy ratio of 18.7%.

The existing approved borrowing limit represents a relatively modest proportion of the Bank's current balance sheet size. Further, as on March 31, 2026, the Bank had already availed borrowings aggregating to ₹13,872 Crore under the said limit. The Bank's refinance borrowings have also increased during FY 2025-26 and are expected to grow in line with business requirements.

In view of the Bank's expanded scale of operations, evolving funding requirements and future growth strategy, it is considered appropriate to enhance the overall borrowing limit to ensure adequate financial flexibility for meeting business requirements, maintaining liquidity buffers, complying with regulatory norms, and supporting investments in technology and infrastructure.

Accordingly, the Board of Directors of the Bank, at its meeting held on April 27, 2026, has, subject to the approval of the Members, approved the enhancement of the overall borrowing limit from ₹22,000 Crore to ₹30,000 Crore.

It is clarified that the proposed resolution is enabling in nature and will not, by itself, result in any immediate increase in borrowings. All borrowings will continue to be undertaken strictly in accordance with applicable RBI regulations, the Bank's internal policies, approved risk management frameworks and appropriate Board-level oversight.

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

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

Item No. 7:

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 Annual General Meeting held on August 8, 2025 had approved the borrowing/raising of funds by issue of non-convertible debt securities on private placement basis in pursuance of the relevant provisions of the applicable laws and circulars or guidelines issued by the RBI, up to an amount not exceeding ₹6,000 Crore (Rupees Six Thousand Crore Only), during a period of one year from the date of passing of the Special Resolution in one or more tranches. However, no non-convertible debt securities were issued against the said approval during FY 2025-26.

In view of the Bank's consistent growth in business and operations, and after assessing the existing and projected financial requirements, 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 April 27, 2026 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 Crore (Rupees Six Thousand Crore Only), in one or more tranches, out of which upto ₹2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) may be raised through Tier II Capital Bonds 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. 7 of the Notice.

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

Item no. 8:

The Members of the Bank, at the last Annual General Meeting held on August 8, 2025, had approved an enabling resolution authorising the Bank to raise funds up to ₹5,000 Crore through Qualified Institutions Placement ('QIP'), preferential allotment, or such other permissible modes or combinations thereof, in accordance with Sections 23, 41, 42 and 62(1)(c) of the Companies Act, 2013 ('Act') and other applicable regulatory provisions.

Over the past nine years since commencing its Banking Operations, the Bank has demonstrated steady growth and operational resilience despite a challenging macroeconomic environment. During FY 2025-26, the Bank's balance sheet witnessed strong growth, supported by disciplined execution, robust credit underwriting standards, strong asset quality metrics across segments, a diversified and stable deposit franchise, and a comfortable liquidity position. As a result, the Bank maintained a strong capital adequacy position during the said financial year and was able to adequately meet its funding requirements through deposits and borrowings. Accordingly, the Bank did not undertake any equity issuance during the last financial year. This approach was also influenced by evolving capital market conditions, intermittent volatility, and cautious investor sentiment. The Bank's capital adequacy position as on March 31, 2026 is as under:

Particulars	Regulatory Minimum	Year ended March 31, 2025	Year ended March 31, 2026
Tier I Capital Ratio	7.5%	18.1%	16.9%
Capital to Risk Weighted Assets Ratio (CRAR)	15.0%	20.1%	18.7%

To further strengthen the Bank's ability to manage unforeseen contingencies, support future growth aspirations, capitalise on emerging opportunities in a growing economy, and ensure continued regulatory compliance, it is imperative that the Bank remains well-capitalised by augmenting its Tier I capital base.

Accordingly, the Bank seeks an enabling resolution from shareholders to raise additional equity capital up to ₹7,500 Crore (Rupees Seven Thousand Five Hundred Crore 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. 8 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. 8 of the Notice.

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

Place: Mumbai
Date: July 25, 2026

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.au.bank.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 Directors being re-appointed/whose remuneration is being revised, as set out in this Notice, in terms of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name	Mr. Sanjay Agarwal (DIN: 00009526)	Mr. Uttam Tibrewal (DIN: 01024940)
Age	55 Years	55 Years
Date of first appointment on Board	January 22, 2003	January 22, 2005
Qualification	C.A., B. Com.	B. Com.
Brief Resume including experience	Mr. Sanjay Agarwal is the Founder, MD & CEO of AU Small Finance Bank. A first-generation entrepreneur and a merit-ranking Chartered Accountant, Mr. Agarwal brings over three decades of strategic leadership and executive experience to the financial sector. He holds a Bachelor of Commerce degree from Government College, Ajmer, and possesses deep domain expertise across Banking, Finance, Risk Management, Rural Economics, and Business Strategy. In 1996, Mr. Agarwal founded AU Financiers with a mission to bridge the credit gap for small-scale entrepreneurs and underserved populations in rural and semi-urban India. Under his visionary leadership, the institution underwent a historic transformation in 2017 to become AU Small Finance Bank. Today, it stands as India's largest small finance bank, recognised for setting industry benchmarks in financial inclusion and operational agility. Renowned for his execution-oriented approach, Mr. Agarwal has fostered a corporate culture rooted in business excellence and high performance. He has been instrumental in elevating the Bank's standards of corporate governance, ensuring robust transparency and strong engagement with global stakeholders. His contributions to the industry have earned him numerous prestigious accolades, including EY Entrepreneur of the Year (2018), ET Now's Innovative Leader of the Year, and the Business Leader of the Year award from ICAI. He has also been honoured as the ET Gamechanger of India (2019) and recognised as the Personality of the Year (Finance) at the Rajasthan Entrepreneur and Excellence Awards. In Feb 2026, he was also conferred the Special Jury Award for Individual Excellence at the Business Today KPMG India's Best Banks Awards as the 'Business Transformation Leader of the Year (Private and SFBs)'.	Mr. Uttam Tibrewal, Deputy CEO is a seasoned executive who has served on the Company's Board from January 2005 to April 2026 as Whole Time Director. A Commerce graduate from the University of Delhi, he brings over three decades of extensive experience in the financial services sector, with deep domain expertise in Agriculture and Rural Economy, Small Scale Industry, Banking, Risk Management, and Business Strategy. Mr. Tibrewal's profound operational knowledge and strategic foresight have been instrumental in the rapid scaling of the Bank's retail business. He holds supervisory responsibility for a diverse portfolio, including Retail Assets—comprising Wheels, Secured Business Loans, Home Loans, and Agri-SME Loans—as well as Branch Banking, Marketing, Video Banking, and Personal Banking. Distinguished by his ability to accurately evaluate customer expectations, he has consistently championed the simplification of processes and customer-centricity as foundational pillars for the organization's long-term success and sustainability.

Nature of expertise in specific functional areas	• Accountancy • Agriculture and Rural economy • Banking • Economics • Finance & Treasury • Small scale Industry • Human Resource • Risk Management • Business Management	• Accountancy • Agriculture and Rural Economy • Banking • Economics • Finance • Small Scale Industry • Risk Management • Business Management
Other Directorship	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Chairmanship/Membership of Committee(s) in other companies in which position of Director is held	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Bank	None	None
No. of equity shares held in the Bank#	11,71,91,360	1,33,93,556
No. of Board meetings attended during the year (FY2025-26)	11/11	10/11
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.	Not Applicable
Remuneration last drawn FY 2025-26	Rs. 5.52 Crore [Fixed Pay for FY 2025-26 (including perquisites) and Variable Pay of Previous Years paid during the FY 2025-26]	Rs. 3.54 Crore [Fixed Pay for FY 2025-26 (including perquisites) and Variable Pay of Previous Years paid during the FY 2025-26]
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 the shareholders and RBI.	As may be approved by Board of Directors on the recommendation of Nomination and Remuneration Committee, subject to approval of the shareholders and RBI.

#Shareholding as on June 30, 2026